



Massachusetts Cannabis Control Commission

Marijuana Product Manufacturer

General Information:

License Number: MP281402
Original Issued Date: 12/03/2018
Issued Date: 11/19/2020
Expiration Date: 12/03/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Temescal Wellness of Massachusetts, LLC

Phone Number: 603-491-1975

Email Address: kasey@temescalwellness.com

Business Address 1: 141 SW Cutoff

Business Address 2:

Business City: Worcester

Business State: MA

Business Zip Code: 01604

Mailing Address 1: 665 Cochituate Road

Mailing Address 2: 2nd Floor

Mailing City: Framingham

Mailing State: MA

Mailing Zip Code: 01701

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: RP201850

RMD INFORMATION

Name of RMD: Temescal Wellness of Massachusetts, Inc. ("Temescal Wellness - Worcester")

Department of Public Health RMD Registration Number: 038

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

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 100

Role: Manager

Other Role:

First Name: Edward

Last Name: Rebholz

Suffix: Jr

Gender: Male

User Defined Gender:

Date generated: 12/03/2020

Page: 1 of 13

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: Percentage of Ownership: 100

Entity Legal Name: Temescal Wellness of Massachusetts, LLC

Entity DBA:

DBA

City:

Entity Description: TW MA Holdings LLC was formed in 2013 with the sole purpose of supporting TW MA Inc., then a non-profit and since converted to a domestic profit corporation (MA LLC); TW MA Holdings LLC provided startup funding to TW MA, and currently provides management services to MA LLC under a compliant and regulator- approved agreement.

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: TW MA Holdings LLC was formed in 2013 with the sole purpose of supporting TW MA Inc., then a non-profit and since converted to a domestic profit corporation (MA LLC); TW MA Holdings provided startup funding to TW MA, and currently provides management services to TW MA under a compliant and regulator-approved agreement. TW MA Holdings has indirect authority over the Marijuana Establishment (TW MA), and the company's sole manager is Edward Rebholz Jr., previously identified. TW MA Holdings exercises indirect authority through the management services agreement, insofar as it recommends operational programs, policies and procedures for approval and implementation by TW MA, consistent with the shared mission to provide MA citizens with access to safe, legal cannabis. TW MA Holding's authority is limited by governance protocols: major decisions such as the execution of management services agreements require approval by TW MA. Mr. Rebholz is the sole manager of TW MA Holdings.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name: Edward ("Ted")

Owner Last Name: Rebholz

Owner Suffix: Jr

Entity Legal Name: Temescal Wellness, Inc.

Entity DBA:

Entity Description: NH nonprofit therapeutic cannabis alternative treatment center (ATC) holding two vertically integrated licenses. Edward Rebholz, Jr., (management company manager) serves on TWI's board of directors.

Entity Phone: 650-438-7698

Entity Email:

ted@temescalwellness.com

Entity Website:

Entity Address 1: 26 Crosby Rd

Entity Address 2: Units 11 & 12

Entity City: Dover

Entity State: NH

Entity Zip Code: 03820

Entity Country: USA

Entity Mailing Address 1: 26 Crosby St

Entity Mailing Address 2:

Entity Mailing City: Dover

Entity Mailing State: NH

Entity Mailing Zip Code: 03820

Entity Mailing Country:

Business Interest in Other State 2

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

Owner First Name: Edward ("Ted") Owner Last Name: Rebholz Owner Suffix: Jr

Entity Legal Name: Temescal Wellness of Maryland, LLC Entity DBA:

Entity Description: MD limited liability corporation holding three medical cannabis licenses: cultivation, processing, dispensing. Based on an agreement reached on July 6, 2020, Edward Rebholz Jr. (management company manager) will have his ownership purchased in installments from July 2020 to January 15, 2021, and will no longer be an owner.

Entity Phone: 650-438-7698 Entity Email: ted@temescalwellness.com Entity Website:

Entity Address 1: 1636 Reisertown Rd Entity Address 2:
 Entity City: Pikesville Entity State: MD Entity Zip Code: 21208 Entity Country: USA
 Entity Mailing Address 1: 32 Sunset Rd Entity Mailing Address 2:
 Entity Mailing City: Wellesley Entity Mailing State: MA Entity Mailing Zip Code: 02482 Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 141 SW Cutoff

Establishment Address 2:

Establishment City: Worcester Establishment Zip Code: 01604

Approximate square footage of the Establishment: 18500 How many abutters does this property have?: 10

Have all property abutters have 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	Worcester host community certification.pdf	pdf	5b6f32b889bc002d99189f20	08/11/2018
Community Outreach Meeting Documentation	Worcester - community meeting attestation.pdf	pdf	5b6f32bc3f9f81395f134f9f	08/11/2018
Community Outreach Meeting Documentation	C_Worcester_abutters notice.pdf	pdf	5b6f32bfb60ce4391d87e0ab	08/11/2018
Community Outreach Meeting Documentation	B_Worcester_municipal notice.pdf	pdf	5b6f32c25e9b3d2d528a6ee2	08/11/2018
Plan to Remain Compliant with Local Zoning	local compliance plan_mfg.pdf	pdf	5b6f335f3774233941393562	08/11/2018
Community Outreach Meeting Documentation	A_Worcester public notice.pdf	pdf	5b954a7389bc002d9918bd5a	09/09/2018

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.: \$180000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	positive impact plan_mfg.pdf	pdf	5b6f33f2aa953e3937b594cc	08/11/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Edward Last Name: Rebholz Suffix:
RMD Association: RMD Owner
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: Management Company
Entity Legal Name: Temescal Wellness of Massachusetts LLC Entity DBA:
Entity Description: Temescal Wellness of MA Holdings LLC was formed in 2013 with the sole purpose of supporting TW MA Inc., then a non-profit and since converted to a domestic profit corporation (MA LLC); TW MA Holdings LLC provided startup funding to TW MA, and currently provides management services to TW MA LLC under a compliant and regulator-approved agreement.
Phone: 650-438-7698 Email: ted@temescalwellness.com
Primary Business Address 1: 665 Cochituate Road Primary Business Address 2: 2nd Floor
Primary Business City: Framingham Primary Business State: MA Principal Business Zip Code: 01701

Additional Information: TW MA Holdings LLC was formed in 2013 with the sole purpose of supporting TW MA Inc., then a non-profit and since converted to a domestic profit corporation (MA LLC); TW MA Holdings provided startup funding to TW MA, and currently provides management services to TW MA under a compliant and regulator-approved agreement. TW MA Holdings has indirect authority over the the Marijuana Establishment (TW MA), and the company's sole manager is Edward Rebholz Jr., previously identified. TW MA Holdings exercises indirect authority through the management services agreement, insofar as it recommends operational programs, policies and procedures for approval and implementation by TW MA, consistent with the shared mission to provide MA citizens with access to safe, legal cannabis. TW MA Holding's authority is limited by governance protocols: major decisions such as the execution of management services agreements require approval by TW MA. Mr. Rebholz is the sole manager of TW MA Holdings.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	tw ma good standing.pdf	pdf	5b6f34bb5e9b3d2d528a6ee8	08/11/2018
Department of Revenue - Certificate of Good standing	tw ma good standing and name change DOR.pdf	pdf	5b6f34be5a6f093923e4f300	08/11/2018
Bylaws	2015.06.15 Manna Wellness	pdf	5b6f34cd03a477392d0a24d6	08/11/2018

	Bylaws.pdf			
Articles of Organization	2016.12.08 TW MA Inc restated articles of org.pdf	pdf	5b6f34ce185bb22d71065568	08/11/2018
Articles of Organization	MOP_DO summary_articles of organization update.pdf	pdf	5b6f34f0cea8212d4c7b48e6	08/11/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	MA, LLC - Certificate of Compliance - MA Unemployment 09.15.20.pdf	pdf	5f7330147e8b3807d9e5f239	09/29/2020
Department of Revenue - Certificate of Good standing	MA, LLC - Certificate of Good Standing - MA DOR 09.16.20.pdf	pdf	5f73301d9193d007a2195047	09/29/2020
Secretary of Commonwealth - Certificate of Good Standing	MA, LLC - Certificate of Good Standing - Sec of State 09.14.20.pdf	pdf	5f733028a54dc507c1f52710	09/29/2020

Massachusetts Business Identification Number: 462527018

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

No documents uploaded

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	Dispensing Procedures Updated.pdf	pdf	5f7385bf5f18f707b2bf1460	09/29/2020
Inventory procedures	Inventory Procedures Updated.pdf	pdf	5f7385d19bb9f30799288ad8	09/29/2020
Maintaining of financial records	Maintaining of Financial Records Updated.pdf	pdf	5f7385e45f18f707b2bf1464	09/29/2020
Method used to produce products	Methods used to product products Updated.pdf	pdf	5f7385f77e8b3807d9e5f46d	09/29/2020
Personnel policies including background checks	Personnel policies including background checks Updated.pdf	pdf	5f738610d4713f079b924faa	09/29/2020
Plan to Obtain Marijuana	Plan for Obtaining Marijuana Updated.pdf	pdf	5f7386247e8b3807d9e5f471	09/29/2020
Prevention of diversion	Prevention of Diversion Updated.pdf	pdf	5f73863d7e8b3807d9e5f475	09/29/2020
Qualifications and training	Qualifications and Training Updated.pdf	pdf	5f738653e4c06f07e61d1e8e	09/29/2020
Quality control and testing	Quality Control and Testing Updated.pdf	pdf	5f738666564e5f07d034b55a	09/29/2020
Record Keeping procedures	Record Keeping Updated.pdf	pdf	5f73867b73481907b14c89cd	09/29/2020
Restricting Access to age 21 and older	Restricting Access to age 21 and older Updated.pdf	pdf	5f73869b9bb9f30799288ae2	09/29/2020
Security plan	Security Plan Updated.pdf	pdf	5f7386af5f18f707b2bf1470	09/29/2020

Separating recreational from medical operations, if applicable	Separating rec from med Updated.pdf	pdf	5f7386cff3e55207cefa3eb0	09/29/2020
Storage of marijuana	Storage of marijuana Updated.pdf	pdf	5f7386e37e8b3807d9e5f481	09/29/2020
Transportation of marijuana	Transportation of Marijuana Updated.pdf	pdf	5f7386f5564e5f07d034b568	09/29/2020
Types of products Manufactured.	Types of Products Manufactured Updated.pdf	pdf	5f793c7f73481907b14c96d1	10/03/2020
Sample of unique identifying marks used for branding	Samples of unique identifying marks used for branding Updated.pdf	pdf	5f793ff28109e507db040d3c	10/03/2020
Diversity plan	Diversity Plan Updated.pdf	pdf	5f79440f73481907b14c96d7	10/03/2020
Energy Compliance Plan	Energy Compliance Plan Updated.pdf	pdf	5f79e1cce3e99907b865b9ac	10/04/2020
Safety Plan for Manufacturing	Manufacturing Safety Plan.pdf	pdf	5f79ecbcac4d5e07c7f9e3db	10/04/2020

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: Introduction: Since initial licensure and approval of Temescal's diversity and positive impact plans, the Commission has issued two revisions of guidance and requirements for those plans. Temescal has continuously revised these plans to comply with guidance and will continue to do so. This analysis assumes current (July 2020) diversity and positive impact plans to be in effect

Goal 1: Inclusive job advertisement

Metrics: 1 job ad/quarter and 1 job fair/year

Fulfillment summary: The program associated with this goal is to produce or participate in job fairs or job postings that advertise to individuals from disproportionately impacted areas. Our planned March 28, 2020 (later rescheduled to April 25, 2020) job fair was to be focused primarily on manufacturing roles and to be produced in coordination with Economic Empowerment Retail ME New Día and to be hosted originally at Clearly Coworking in Worcester (moved to the Blackstone Heritage Corridor Visitor Center in Worcester). This job fair was canceled prior to marketing due to COVID-19 emergency orders. Temescal met its goal of job fair participation by sponsoring, attending and presenting at the Equitable Opportunities Now (EON) Cannabis Job Fair in Roxbury, October 2019. Temescal has continuously posted open job opportunities on

its Jobs webpage, and began using JazzHR in Q2 2020 which posts all positions to multiple different job boards to expand reach and diversity of candidates. Q3 2019: no major hiring events, but continuous posting on the TW Jobs website Q4 2019: Equitable Opportunities Now (EON) Cannabis Job Fair in Roxbury, October 2019 (TW was a sponsor, attendee, and presenter), and continuous posting on the TW Jobs website Q1 2020: no major hiring events, but continuous posting on the TW Jobs website Q2 2020: Scheduled for March 28, 2020 (later rescheduled to April 25, 2020) was to be focused on manufacturing roles and produced in coordination with Economic Empowerment Retail ME New Día and hosted at the Blackstone Heritage Corridor Visitor Center in Worcester (originally planned to be at Clearly Coworking in Worcester), however this event was cancelled due to COVID-19 emergency orders. Continuous posting on the TW jobs website and utilization of JazzHR to expand diversity of job boards posted to.

Progress or Success Goal 2

Description of Progress or Success: Goal 2: Inclusive business partnerships and inclusive institutional support

Metrics: 1 introduction or interactions with partners/quarter and 2 events/year

Fulfillment summary: The program associated with this goal is to leverage community outreach and corporate development activities to network and pursue business partnerships with businesses/owners in disproportionately impacted areas. Temescal met its goal of at least four meaningful introductions per year and has maintained ongoing interactions by providing “pro bono consulting” to at least 3 economic empowerment applicants.

August 2019 to present (ongoing): Justin Credible Cultivation (Cummington), economic empowerment cultivation ME; licensing support including policy and procedure review, pre-PFLI site visit and preparation.

August 2019 to present (ongoing): Major Bloom (Worcester), economic empowerment retail ME applicant; introduction to wholesale supply department for priority consideration. Review and guidance on financial planning, investor pitch materials, key performance indicators.

October 2019: EON Job Fair

October 2019: CWCBEexpo Corporate Culture panel participation

October 2019: CanaBee, minority owned online B2C cannabis marketing platform

October 2019: NCIA introduction

February 2020 to present (ongoing): Top Shelf Cannasseurs (Hudson), veteran-owned and Economic Empowerment ME; licensing support, execution of long-term flower supply agreement to help facilitate revenue certainty for fundraising efforts; preliminary planning for homedelivery supply agreement and partnership

April 2020: Mass Cannabis Business Association introduction

Progress or Success Goal 3

Description of Progress or Success: Goal 3: Charitable giving in disproportionate impact areas.

Metrics: 2 donations/year (at least \$5,000 total)

Fulfillment summary: The programs associated with this goal are Fresh Start Furniture Bank and Friendly House. Temescal exceeded its goal to donate at least \$5,000 per year across at least two programs. Fresh Start Furniture Bank serves 20 of 29 disproportionate impact areas. Friendly House provides educational, social and family betterment for the residents of Worcester. Temescal also made a donation to Haley House who serves the disproportionately impacted communities of Boston in the South End and Roxbury neighborhoods, providing direct soup kitchen and food pantry services, housing, urban farming programs, education and training in health, nutrition, and employment, a pay-what-you can café, and community art gallery.

March 2020: Fresh Start Furniture Bank \$2,000 consignment income donation and \$5000 donation

June 2020: Friendly House Inc, donation of \$10,000 and Haley House donation of \$1,000

Temescal also made additional donations this year including to the Hudson Food Pantry, which serves individuals with food insecurities in the Hudson area where Temescal operates and is a proud partner of the Greater Boston Food Bank.

Temescal additionally donated hand sanitizer made at its production facility during the COVID-19 shut down, to the Hudson Fire Department in May 2020.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Introduction: Since initial licensure and approval of Temescal's diversity and positive impact plans, the Commission has issued two revisions of guidance and requirements for those plans. Temescal has continuously revised these plans to comply with guidance, and will continue to do so. This analysis assumes current (July 2020) diversity and positive impact plans to be in effect.

Goal 1: Meet or exceed local demographic diversity by year 5. Build a workforce where in Agent diversity meets or exceeds local demographics for race/ethnicity and gender identification. Progress or success of the plan will be documented upon renewal (one year from provisional licensure, and each year thereafter).

Fulfillment summary: The program associated with this goal is to conduct a demographic survey at least annually. The results of the demographic survey for MC281550 are as follows:

Worcester Black/African American population: 11.4%
Temescal Black/African American agents: 7.5%

Worcester Asian population: 7.2%
Temescal Asian agents: 3.8%

Worcester Latino/a/x or Hispanic American population: 20.8%
Temescal Latino/a/x or Hispanic American agents: 17%

Temescal Worcester male agents: 73.6%
Temescal Worcester female agents: 26.4%
Temescal Worcester non-binary agents: 0%

In the case of race/ethnicity, Temescal has made additional progress toward fulfillment of its goal in 2020 from 2019, in accordance with current American Community Survey data. In the case of gender identification, Temescal has exceeded 50% progress towards its goal for equal representation of women agents

Diversity Progress or Success 2

Description of Progress or Success: Goal 2: Provide individualized mentorship to listed demographics.

Metrics: 1 diverse individual promotion/year.

Fulfillment summary: Temescal has mentored nine diverse individuals through hiring/promotion, exceeding its stated annual goal.

1. Black, male: Retail assistant manager Framingham, promoted to retail manager (Hudson, June 2020)
2. Latina, female: Promoted from production associate to packaging team lead (Worcester, January 2020)
3. Black, male: Promoted from production associate to packaging supervisor (Worcester, January 2020)
4. Female inventory specialist, promoted to assistant retail manager (Hudson, August 2020)
5. Female production associate promoted to lab tech, infusions (Worcester, July 2020)
6. Latino, male packaging associate promoted to packaging lead (Worcester, September 2020)
7. Black, female: Promoted from retail manager Pittsfield to compliance manager for all TW licenses (TWMA, August 2020)
8. Female assistant retail manager promoted to retail manager (Pittsfield, September 2020)
9. Female compliance manager for all TW licenses promoted to compliance director for all TW licenses (TWMA, March 2020)

Diversity Progress or Success 3

Description of Progress or Success: Goal 3: Establish relationships with specific organizations that are diversity focused for the purposes of (a) Networking with their constituencies for employment purposes; (b) Providing information on employment opportunities; (c) Providing trainings or informational sessions for individuals falling into the above-listed demographics on the marijuana industry.

Metric: Four events/introductions annually.

Fulfillment summary: The program associated with this goal is to establish relationships with specific organizations that are diversity-focused for the purposes of (a) Networking with their constituencies for employment purposes; (b) Providing information on employment opportunities;

(c) Providing trainings or informational sessions for individuals falling into the above-listed demographics on the marijuana industry. Temescal met its goal with the following four (4) relationships:

1. Equitable Opportunities Now (EON): Cannabis Job Fair sponsorship and presentation in Roxbury, October 2019
2. National Cannabis Industry Association (NCIA): Membership; October 2019 Boston Caucus attendance and networking including with diverse individuals attending under NCIA-sponsored scholarship
3. Cannabis World Conference and Business Exposition (CWCBE): Attendance, networking and panel participation in Boston, October 2019. Two panels: "The Challenges of Corporate Culture Change in the Cannabis Industry" and "The Good, the Bad and the Ugly of Owning and Operating a Cannabis Business in Massachusetts."
4. Massachusetts Cannabis Business Association (MCBA): Introduction in April 2020 to discuss strategy, prospective membership and Temescal's willingness to serve as a resource to diverse businesses, especially in Worcester.

Diversity Progress or Success 4

Description of Progress or Success: Goal 4: Inclusive job advertisement

Metrics: 1 job ad/quarter and 1 job fair/year

Fulfillment summary: The program associated with this goal is to produce or participate in job fairs or job postings that advertise to individuals from disproportionately impacted areas. Our planned March 28, 2020 (later rescheduled to April 25, 2020) job fair was to be focused primarily on manufacturing roles and to be produced in coordination with Economic Empowerment Retail ME New Día and to be hosted originally at Clearly Coworking in Worcester (moved to the Blackstone Heritage Corridor Visitor Center in Worcester). This job fair was canceled prior to marketing due to COVID-19 emergency orders. Temescal met its goal of job fair participation by sponsoring, attending and presenting at the Equitable Opportunities Now (EON) Cannabis Job Fair in Roxbury, October 2019. Temescal has continuously posted open job opportunities on its Jobs webpage, and began using JazzHR in Q2 2020 which posts all positions to multiple different job boards to expand reach and diversity of candidates. Q3 2019: no major hiring events, but continuous posting on the TW Jobs website

Q4 2019: Equitable Opportunities Now (EON) Cannabis Job Fair in Roxbury, October 2019 (TW was a sponsor, attendee, and presenter), and continuous posting on the TW Jobs website Q1 2020: no major hiring events, but continuous posting on the TW Jobs website

Q2 2020: Scheduled for March 28, 2020 (later rescheduled to April 25, 2020) was to be focused on manufacturing roles and produced in coordination with Economic Empowerment Retail ME New Día and hosted at the Blackstone Heritage Corridor Visitor Center in Worcester (originally planned to be at Clearly Coworking in Worcester), however this event was cancelled due to COVID-19 emergency orders. Continuous posting on the TW jobs website and utilization of JazzHR to expand diversity of job boards posted to.

PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

Item 1

Label Picture:

Document Category	Document Name	Type	ID	Upload Date
	Perch Labels.pdf	pdf	5f791bfd73481907b14c96ba	10/03/2020

Name of Item: Perch Harvests

Item Type: Flower

Item Description: Perch Harvests Prepackaged Flower and PRJs:

Flower is sold in 3.5gram self-tampering and child-resistant containers and PRJs are sold in 1g pre-rolled joints in child-resistant tubes tamper sealed, both available in the following varieties with some of the current strain available:

1. NEST (GG#4, Peanut Butter Breath)
2. HOVER (CBD Blue Dream, Slurricane)
3. FLY (Durban Poison, Amhears Sour Diesel)

Item 2

Document Category	Document Name	Type	ID	Upload Date
	Peaces Label.pdf	pdf	5f791d08e3e99907b865b925	10/03/2020

Name of Item: Peaces

Item Type: Flower

Item Description: Peaces pre-packaged flower consist of smaller flower buds sold in 7g units packages in sealed mylar bag containers available in the same strain varieties as Perch Flower.

Below are some of the strains available:

- i. Amherst Sour Diesel
- ii. Bull Fighter
- iii. C99

Item 3

Document Category	Document Name	Type	ID	Upload Date
	Elemente Labels.pdf	pdf	5f792517f3e55207cefa4b76	10/03/2020

Name of Item: Elemente

Item Type: Tincture

Item Description: Elemente Tinctures

Instructions for use: Apply one drop under the tongue. Allow to absorb for 5 minutes before swallowing or rinsing. Made with Hybrid blend of strains, as available and MCT oil. This product comes in the following varieties:

- i. 1:1 Balance CBD/THC
- ii. 10: 1 Balance CBD/THC

Net weight: 10 grams

Serving size: 1 drop

Servings per bottle: 400

Onset: 30 - 40 mins

Packaged in child-resistant dropper bottles, sold in tamper evident Mylar bags.

Item 4

Document Category	Document Name	Type	ID	Upload Date
	Core Labels.pdf	pdf	5f79297b9bb9f30799289802	10/03/2020

Name of Item: Core

Item Type: Concentrate

Item Description: Core Concentrates: Strain - hybrid, sativa, or indica flower used as available. Packaged in 0.5gram units in sealed mylar bags. Comes in 2 varieties:

1. Raw BHO Cannabis Extract: Cured, dried plant heated and passed through a butane filtration that ends in this translucent, & amber colored concentrate sometimes in the form of either shatter, sugar, or wax
2. Live Resin: Fresh flower put through a cold butane process. Potency of shatter but with more terpenes and more of a fresh flower flavor.

Item 5

Document Category	Document Name	Type	ID	Upload Date
	BK VSPR Labels.pdf	pdf	5f792a9bac4d5e07c7f9e355	10/03/2020
	LTO VSPR Labels.pdf	pdf	5f792ab4e3e99907b865b92e	10/03/2020
	GDP VSPR Labels.pdf	pdf	5f792b36e3e99907b865b932	10/03/2020
	HB VSPR Labels.pdf	pdf	5f792b395f18f707b2bf21ee	10/03/2020
	BD VSPR Labels.pdf	pdf	5f792b3a7e8b3807d9e60153	10/03/2020

Name of Item: VSPR

Item Type: Concentrate

Item Description: VSPR Distillate Cartridges

Distillate cartridge made with high-purity THC distillate and infused with all- natural terpenes. Delivered in state-of-the-art glass and ceramic vaporizer technology. Cannabinoid and terpene content will vary depending on strain and batch. This product currently comes in 5 varieties, including a rotating limited time offering, which is currently Strawberry Shortcake. Varieties include:

- a. Banana Kush
- b. Blue Dream
- c. Grand Daddy Purp
- d. Headband

e. LTD (will rotate): Strawberry Shortcake
Net weight: 0.5 grams
Suggested use: 1 inhalation
Packaged in tamper evident and child resistant carton.

Item 6

Document Category	Document Name	Type	ID	Upload Date
	Orange Labels.pdf	pdf	5f792df2564e5f07d034c2b8	10/03/2020
	Pomegranate Labels.pdf	pdf	5f792dfd11982107a7231b92	10/03/2020
	Raspberry Lime Labels.pdf	pdf	5f792e07d4713f079b925c98	10/03/2020
	Lemon Labels.pdf	pdf	5f792e559bb9f30799289809	10/03/2020

Name of Item: Drench Drink Mix

Item Type: Edible MIP

Item Description: Drench Drink Mix

Single serving cannabis infused dissolvable drink mix, up to 5mg per package/serving. Made with Hybrid blend of strains, as available. This product currently comes in the following flavors:

- (a.) Lemon
- (b.) Orange
- (c.) Raspberry-Lime
- (d.) Pomegranate

Net Weight: 6 grams

Onset: 30 -60 minutes

Item 7

Document Category	Document Name	Type	ID	Upload Date
	Freedom Pen Labels.pdf	pdf	5f7931199bb9f3079928980e	10/03/2020

Name of Item: Freedom Pen

Item Type: Concentrate

Item Description: Freedom Pen Cartridges

These cartridges are a self-contained, automatic vapor delivery system that are produced in craft batches where the cannabinoid content will vary depending on strain and batch. They are formulated with minimal ingredients (cannabis extract and MCT oil) so the taste is strain-specific. Delivered in state-of-the-art glass and ceramic vaporizer technology that maximizes the strength and clarity of each use.

Net weight: 0.5 grams

Serving Size: 1 inhalation

Packaged in child resistant and tamper evident box.

Item 8

Document Category	Document Name	Type	ID	Upload Date
	Eden Salve Labels.pdf	pdf	5f7931a4a54dc507c1f53654	10/03/2020

Name of Item: Eden Cannabis Infused Salve

Item Type: Non-Edible MIP

Item Description: Eden Salves:

Topical to be rubbed onto desired area on skin. Two types:

- i. Tea Tree Oil Salve
- ii. Eden Original Salve

Sold in tamper evident tins with a net weight of 50g and packaged in child resistant Mylar bags.

Made with hybrid strains, as available.

Onset: 30 - 120 minutes.

Net weight 50g

Item 9

Document Category	Document Name	Type	ID	Upload Date
	Chocolate Labels.pdf	pdf	5f7936c611982107a7231ba4	10/03/2020

Name of Item: IHP Chocolate

Item Type: Edible MIP

Item Description: Cannabis Infused Chocolate Bars

Packaged in heat-sealed mylar bags with up to 5 mg D9-THC per serving, 100 mg per bar; made with hybrid flower selection based on availability

Net Weight: 79.6 grams

Serving Size: 1 piece

Servings per Bar: 20

Onset: 30-120 mins

Flavors:

1. Dark Chocolate
2. Milk Chocolate Bar

Item 10

Document Category	Document Name	Type	ID	Upload Date
	Fruit Chews Labels.pdf	pdf	5f7937a811982107a7231ba8	10/03/2020

Name of Item: IHP Fruit Chews

Item Type: Edible MIP

Item Description: Cannabis Infused Fruit Chews:

Packaged in same self-tampering containers as Perch Flower with up to 5 mg D9-THC per serving, 100 mg per pack; made with hybrid strain selection based on availability

Net Weight: 76 grams

Serving size: 1 fruit chew

Servings per container: 20 fruit chews Onset: 30-120 minutes

Flavors:

1. Pineapple Watermelon
2. Strawberry Limeade
3. Citrus 1:1

Item 11

Document Category	Document Name	Type	ID	Upload Date
	RTU Labels.pdf	pdf	5f79390c8012da07a0d94d0d	10/03/2020

Name of Item: RTU Vape Pen

Item Type: Concentrate

Item Description: RTU Vape Pen:

Distillate disposable ready-to-use vape cartridge/battery combo made with high-purity THC distillate and infused with all-natural terpenes. Delivered in state-of-the-art vaporizer technology. Cannabinoid and terpene content will vary depending on strain and batch. Packaged in a child-resistant and tamper sealed tube.

Net weight: 0.3 grams

Suggested use: 1 inhalation

Packaged in child-resistant tamper-sealed tubes.

Item 12

Document Category	Document Name	Type	ID	Upload Date
	Distillate Labels.pdf	pdf	5f793a537e8b3807d9e60166	10/03/2020

Name of Item: Distillate

Item Type: Concentrate

Item Description: Distillate Syringe:

Made with high-purity THC distillate delivered in a .5g syringe with plastic tip for easy application.

Cannabinoid content will vary depending on batch.

Made with a hybrid blend of strains available.

This product currently comes in 2 varieties, CBD and THC.

Packaged in sealed mylar bag.

Item 13

Document Category	Document Name	Type	ID	Upload Date
	Subdew Labels.pdf	pdf	5f793bd8be635707e886db19	10/03/2020

Name of Item: Subdew Mints**Item Type:** Edible MIP**Item Description:** Subdew Mints

Packaged in child-resistant and tamper sealed containers, assorted flavor low-dose mints (target 3mg D9-THC).

Made from a hybrid blend of available strains.

Net weight: 10g

Serving size: 1 mint

Servings per container: 20

Onset: 15-30 mins

Flavors:

1. Tropical
2. Spearmint
3. Cinnamon

HOURS OF OPERATION


Monday From: 6:00 AM	Monday To: 11:30 PM
Tuesday From: 6:00 AM	Tuesday To: 11:30 PM
Wednesday From: 6:00 AM	Wednesday To: 11:30 PM
Thursday From: 6:00 AM	Thursday To: 11:30 PM
Friday From: 6:00 AM	Friday To: 11:30 PM
Saturday From: 6:00 AM	Saturday To: 5:00 PM
Sunday From: 7:30 AM	Sunday To: 6:30 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

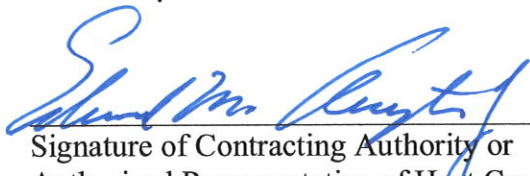
I, Edward T. Rebholz, Jr., CEO, (*insert name*) certify as an authorized representative of Temescal Wellness of Massachusetts, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with City of Worcester (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on July 26, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Edward M. Augustus, Jr., (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Worcester (*insert name of host community*) to certify that the applicant and City of Worcester (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on July 26, 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community
Edward M. Augustus, Jr., City Manager

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, Edward T. Rebholz, (*insert name*) attest as an authorized representative of Temescal Wellness of Massachusetts (*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 April 13, 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 April 4, 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 April 4, 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 April 4, 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
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
CULTIVATION AND MANUFACTURING ONLY
TEMESCAL WELLNESS OF MASSACHUSETTS
141 SW CUTOFF, WORCESTER, MASSACHUSETTS

Notice is hereby given that the Temescal Wellness of Massachusetts ("Temescal Wellness") of SW Cutoff, Worcester, Massachusetts will conduct a Community Outreach Meeting on the following matter on Friday, April 13, 2018 in the Saxe Room at the Worcester Public Library, 3 Salem Street, at 3:00 PM.

Temescal Wellness intends to apply for an Adult-use Marijuana Cultivation and Adult-Use Marijuana Manufacturing license at 141 SW Cutoff, Worcester, Massachusetts, pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission. TEMESCAL WELLNESS OF MASSACHUSETTS DOES NOT INTEND TO APPLY FOR A MARIJUANA RETAIL LICENSE IN WORCESTER.

Information presented at the community outreach hearing will include, but not be limited to:

- The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
- Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
- Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
- A plan by the Marijuana Establishment to positively impact the community;
- Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, glare, or other conditions likely to cause nuisance.

Community members will be permitted and are encouraged to ask questions and receive answers from representatives of Temescal Wellness.

A copy of this notice is on file with the Clerk, at the City Councilor's office, and the Planning Board office, and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred 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.

Temescal Wellness
Julia Germaine, COO

NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
CULTIVATION AND MANUFACTURING ONLY
TEMESCAL WELLNESS OF MASSACHUSETTS
141 SW CUTOFF, WORCESTER, MASSACHUSETTS

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Temescal Wellness
Julia Germaine, COO

Local Compliance

The table below summarizes additional municipal licenses or permits required for the co-location of adult-use marijuana establishment operations with existing, approved medical marijuana operations. Temescal Wellness is in regular communication with municipal stakeholders; has determined requirements to ensure locally compliant co-location of medical and adult-use marijuana operations; and has commenced each available licensing or permitting effort.

Adult-Use (AU) Marijuana Licensing: Local Compliance Requirements					
	Occupancy Certificate	Food Permit	Special Permit	Local Operator Permit	Local Agent Registration
Worcester (Cultivation- Manufacturing; Transport vehicle)	Revised to reflect AU upon licensure	Revise to reflect AU	Apply for AU-specific special permit; no medical special permit requirement	In process: duplicates submittals provided to CNB	N/A
Hudson (Retail)	Revised to reflect AU upon licensure	N/A	N/A	N/A	N/A
Framingham (Retail) *moratorium through 12/01/18	Revised to reflect AU upon licensure	N/A	N/A	Apply as soon as available from city	Apply as soon as available from city
Pittsfield (Retail)	Revised to reflect AU upon licensure	N/A	In process: AU-specific special permit in addition to medical	N/A	N/A

Worcester Telegram and Gazette Classifieds

Legal Notices

Posted April 03, 2018

Notice of Community Outreach meeting

Notice is hereby given that the Temescal Wellness of Massachusetts (Temescal Wellness) of SW Cutoff, Worcester, Massachusetts will conduct a Community Outreach Meeting on the following matter on Friday, April 13, 2018 in the Saxe Room at the Worcester Public Library, 3 Salem Street, at 3:00 PM. Temescal Wellness intends to apply for an Adult-use Marijuana Cultivation and Adult-Use Marijuana Manufacturing license at 141 SW Cutoff, Worcester, Massachusetts, pursuant to M.G.L. Ch. 94G and Chapter 55 of the Acts of 2017, other applicable laws and regulations promulgated thereunder, including those promulgated thereunder by the Massachusetts Cannabis Control Commission. TEMESCAL WELLNESS OF MASSACHUSETTS DOES NOT INTEND TO APPLY FOR A MARIJUANA RETAIL LICENSE IN WORCESTER.

Information presented at the community outreach hearing will include, but not be limited to:

The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;

Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;

Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;

A plan by the Marijuana Establishment to positively impact the community; and

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Julia Germaine

Tuesday, April 3, 2018



I attest that as of October 2nd, 2020 no representatives from the City of Worcester have provided records of any Host Community costs, requested on September 14th, 2020. The municipality did respond stating they could not return an answer by the due date of this renewal application, but they will provide this information ASAP, which can be forwarded to the Commission upon receipt. The correspondence can be found attached below this attestation.

Signature: Kasey Corson

Name (Printed), Title: Kasey Corson, Compliance Director

Date: 10/2/2020



Kasey Corson <kasey@temescalwellness.com>

Temescal Wellness Adult-Use License Renewal

6 messages

Kasey Corson <kasey@temescalwellness.com>

Mon, Sep 14, 2020 at 4:49 PM

To: publicrecords@worcesterma.gov, clerk@worcesterma.gov

Cc: Crystalyn Adams <crystalyn@temescalwellness.com>, Linda Katz <linda@temescalwellness.com>

Hello,

We are required as part of the renewal of our Adult-Use Cultivation and Product Manufacturing Registrations with the Cannabis Control Commission to request records of any costs to the City of Worcester from 10/1/19-10/1/20 reasonably related to the operation of our adult-use establishments located at 141 Southwest Cutoff. This may include anticipated or actual expenses of the city resulting from our operations. Please note, this is exclusive to our adult-use operations, as much as possible please do not include costs incurred from the medical side of our business. We would appreciate it if you could provide this documentation no later than Friday September 25, to ensure its inclusion in our renewal package to the Cannabis Control Commission.

If you have any questions related to this request, please let me know.

Kasey Corson
Compliance Director
Temescal Wellness
603-491-1975
kasey@temescalwellness.com

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Pottle, Andrew James <PottleA@worcesterma.gov>

Tue, Sep 15, 2020 at 8:48 AM

To: publicrecords <publicrecords@worcesterma.gov>

Cc: "kasey@temescalwellness.com" <kasey@temescalwellness.com>

Hi Public Records,

Attached, please find the below public records request.

Kasey – we have forwarded your request to the public records officer, who will respond to you accordingly.

All the best,

AJ

From: Kasey Corson <kasey@temescalwellness.com>**Sent:** Monday, September 14, 2020 4:50 PM

To: publicrecords <publicrecords@worcesterma.gov>; Clerk <Clerk@worcesterma.gov>
Cc: Crystalyn Adams <crystalyn@temescalwellness.com>; Linda Katz <linda@temescalwellness.com>
Subject: Temescal Wellness Adult-Use License Renewal

Caution: This email came from outside the City of Worcester. Do not click on links or open attachments unless you are sure you recognize the sender and you know the contents are safe.

[Quoted text hidden]

publicrecords <publicrecords@worcesterma.gov>
To: Kasey Corson <kasey@temescalwellness.com>
Cc: publicrecords <publicrecords@worcesterma.gov>, "Sanders, Jacob" <SandersJ@worcesterma.gov>

Mon, Sep 28, 2020 at 4:03 PM

Good afternoon Ms. Korson,

Thank you for your public records request. The City is still in the process of gathering and preparing responsive records and will require an additional 15 business days. The whole 15 business day period may not be used and we will provide any responsive records as soon as they become available. Thank you.

Mike Vigneux

Records Access Officer
Law Department

City of Worcester | 455 Main St., Worcester MA 01608

P: 508-799-1175 x31308

VigneuxM@worcesterma.gov

www.worcesterma.gov

From: Kasey Corson <kasey@temescalwellness.com>
Sent: Monday, September 14, 2020 4:50 PM
To: publicrecords <publicrecords@worcesterma.gov>; Clerk <Clerk@worcesterma.gov>
Cc: Crystalyn Adams <crystalyn@temescalwellness.com>; Linda Katz <linda@temescalwellness.com>
Subject: Temescal Wellness Adult-Use License Renewal

Caution: This email came from outside the City of Worcester. Do not click on links or open attachments unless you are sure you recognize the sender and you know the contents are safe.

[Quoted text hidden]

Kasey Corson <kasey@temescalwellness.com>
To: publicrecords <publicrecords@worcesterma.gov>
Cc: publicrecords <publicrecords@worcesterma.gov>, "Sanders, Jacob" <SandersJ@worcesterma.gov>

Tue, Sep 29, 2020 at 7:48 AM

Thank you for following up. Unfortunately, our renewal application is due to the Cannabis Control Commission no later than this Friday 10/2, so we will either need this information by that date, or we will have to submit an attestation with our renewal application that we did not receive this information in time for the renewal submission deadline. I understand you may not be able to get us this information by Friday, so we will still gladly take this information afterwards, I just wanted you to be aware that for purposes of these upcoming license renewals, we will not be able to include anything in these renewal applications that is not sent to us by Friday 10/2.

Thank you for understanding, and I look forward to hearing from you soon!

Kasey Corson
Compliance Director
Temescal Wellness
603-491-1975
kasey@temescalwellness.com

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[Quoted text hidden]

Sanders, Jacob <SandersJ@worcesterma.gov>

Tue, Sep 29, 2020 at 8:31 AM

To: Kasey Corson <kasey@temescalwellness.com>, publicrecords <publicrecords@worcesterma.gov>

Understood. Thanks Kasey. In discussing with other operators, they have sent in our response as an addendum to the CCC after the submittal date. Let me know if that's something you would be willing to do. Thanks

[Quoted text hidden]

Kasey Corson <kasey@temescalwellness.com>

Tue, Sep 29, 2020 at 8:38 AM

To: "Sanders, Jacob" <SandersJ@worcesterma.gov>

Cc: publicrecords <publicrecords@worcesterma.gov>

Definitely, I will submit your response to the Commission as a later addendum whenever you can provide it. Thanks again!

Kasey Corson
Compliance Director
Temescal Wellness
603-491-1975
kasey@temescalwellness.com

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[Quoted text hidden]

Positive Impact Plan

Temescal Wellness of Massachusetts (“Temescal Wellness” or “Temescal”) will positively impact areas and individuals disproportionately impacted by prior cannabis prohibition across the commonwealth through concerted execution of the company’s existing Diversity Plan. This plan includes an EEO/Affirmative Action policy; established employee diversity goals and workforce utilization report policy; diversity-oriented outreach and events; policy for contracts with diverse groups; and mentoring and professional development programs. The only Temescal Wellness location designated as an Area of Disproportionate Impact is the Pittsfield Retail Establishment, however, Temescal applies its Diversity Plan and plan to positively impact communities to all locations.

Temescal Wellness is a proven operator of state-permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire and since January 2018 in Maryland. As of August 2018, Temescal has final certificate of registration (FCR) as a registered marijuana dispensary (RMD), and is cultivating and manufacturing medical marijuana products in Worcester, dispensing in Hudson and will open dispensaries in Framingham and Pittsfield this summer.

Temescal augments in-house product development expertise with industry-leading licensing relationships, to ensure patients the most-effective medical cannabis products. Temescal will carry this same ethos forward into adult-use cannabis operations in MA, along with business practices aligned with our quality-forward, social-entrepreneurial mission to maximize the medical and socio-economic benefits that legal cannabis potentiates. Foremost among these practices is inclusion at every opportunity, from geography to personnel to vendor selection.

Temescal Wellness’s Diversity Plan is used currently in all markets where we operate; it has produced, for one example, a workforce that is notably diverse in race/ethnicity, gender identity, sexual preference and veteran status – moreover, these workforces are local to and reflect the unique communities in which Temescal operates. In MA, of our current 41-person roster of production and retail Agents, 41.7% are women, 18.8% are people of color, 6.3% are LGBTQ+ and 4.2% are veterans.

Temescal’s diversity goals for hiring are tied to local demographics; per the table below, Temescal seeks to hire local workforces that are at least as diverse as that community. Importantly we also recruit speakers of most-common non-English languages in order to best serve the community and advance its universal access to cannabis and knowledge about it.

Community Demographics (2015 ACS data)

Municipality	Black	Asian	Hispanic	Most Common Non-English Languages
Worcester	11.4%	7.2%	20.8%	Spanish, African Languages, Vietnamese
Hudson	1.9%	2.7%	3.9%	Portuguese, Spanish, Chinese
Framingham	5.9%	8.1%	15.5%	Spanish, Portuguese, Russian
Pittsfield	5.4%	1.8%	5.4%	Spanish, Russian, Portuguese

Although Temescal’s Worcester, MA adult-use marijuana establishment will not be located in a geographic area of disproportionate impact, we will positively impact the community and its constituents by (1) **creating economic opportunity** for diverse companies and individuals, and (2) **safe consumer access** through the operation of secure

and compliant dispensaries, and providing a wellness-focused consumer product and experience consistent with our mission.

Temescal will create **economic opportunity** for diverse individuals and companies – specifically people of color from communities most-harmed by cannabis prohibition – by continuing to engage THC Staffing for diversity-focused recruiting services. Additionally, Temescal will continue to hold Equal Opportunity Career Fairs like those we conducted in February 2018. During these events, which were marketed directly to diverse communities and individuals, Temescal leadership provided guidance and resources for the sealing of cannabis-related criminal records (and will update this info to include expungement opportunities now). The company also presented general information about requirements of cannabis industry participation.

These career fairs yielded many successful hires and, moreover, publicly proliferated information to encourage and support disproportionately impacted communities to participate in the cannabis industry from major metropolitan cities – Worcester and Framingham – that are currently unserved by the medical marijuana industry and thus underinformed about cannabis in general.

Temescal employees earn competitive wages and receive a full benefits package, and enjoy internal promotion and career advancement opportunities in a growing company. Temescal also provides continuing education and mentorship opportunities; as a start-up company, we focus on retaining and developing the skills of early-stage staff in order to mitigate attrition and ensure continuity of operations. Continuing education takes the form of online classes/courses; seminars and conferences; focused work sessions with senior team members or third-party consultants; and quarterly corporate strategy retreats.

Temescal also utilizes resources such as the MA Supplier Diversity Office to identify certified minority-, woman- and veteran-owned businesses for vending and contracting. Temescal will continue to seek out and engage diverse businesses to ensure communities most harmed by cannabis prohibition are given access to the benefits it potentiates.

Prior to joining the cannabis industry, much of Temescal’s leadership worked in highly regulated, capital-intensive start-up environments, such as health care, law enforcement, transportation, technology, and food and beverage. Our leadership combines this subject matter expertise with years of cannabis expertise, and experience starting-up and/or operating nine state-legal medical marijuana facilities.

We seek to be generous and transparent with institutional knowledge – to serve as a resource and steward of the nascent cannabis industry – and consider that effort, while less measurable, to be one of the most valuable contributions the company can make towards rectifying harms against communities of color and others disproportionately impacted by cannabis prohibition. These efforts manifest as pro bono presentations to public stakeholder groups; proactive outreach and lobbying to local and state officials; participation in conferences; and through a self-imposed stewardship mission, whereby Temescal Wellness team members in all situations advance the cause of cannabis legalization and create positive associations through evidence-based knowledge and professional comportment.

Temescal’s commitment to providing **safe consumer access** to legal cannabis to adults in MA will also positively impact those communities by decoupling cannabis use from its historical stigma and associated (primarily racial) prejudices. Temescal offers only products that are tested accurately for potency and purity, cultivated and manufactured by highly trained agents with deep product and compliance knowledge, in safe, secure and sanitary production environments.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: March 30, 2018

To Whom It May Concern :

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

TEMESCAL WELLNESS OF MASSACHUSETTS INC.

is a domestic corporation organized on **May 15, 2013**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; 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 black ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18040013470

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

Processed by:



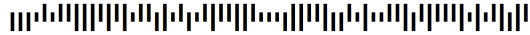
Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L1680908032
Notice Date: April 5, 2018
Case ID: 0-000-561-087



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MANNA WELLNESS INC
141 SW CUTOFF
WORCESTER MA 01604-2709

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, MANNA WELLNESS 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?

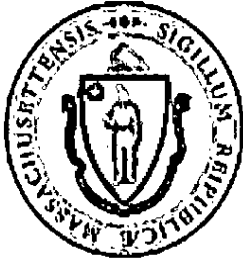
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

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
William Francis Galvin

Minimum Fee: \$35.00

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

[Special Filing Instructions](#)

Restated Articles of Organization
(General Laws, Chapter 180, Section 7)

Identification Number: 462527018

We, THEODORE A. WILEY ☒ President ☐ Vice President,

and THEODORE A. WILEY ☒ Clerk ☐ Assistant Clerk,

of MANNA WELLNESS, INC.

located at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on:
11/22/2016, by vote of:

0 members, 5 directors, or 0 shareholders,
being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case
of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote
therein):

ARTICLE I

The exact name of the corporation is:

TEMESCAL WELLNESS OF MASSACHUSETTS INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE CORPORATION IS ORGANIZED FOR NONPROFIT PURPOSES INCLUDING, BUT NOT LIMITED TO, PROVIDING PALLIATIVE RELIEF AND WELLNESS SERVICES TO PATIENTS SUFFERING FROM DEBILITATING MEDICAL CONDITIONS SUCH AS CANCER, GLAUCOMA, HIV, AIDS, HEPATITIS C, ALS, CROHN'S DISEASE, PARKINSON'S DISEASE, MULTIPLE SCLEROSIS AND OTHER CONDITIONS. THE CORPORATION MAY, AS PERMITTED BY LAW, ENGAGE IN ANY AND ALL ACTIVITIES IN FURTHERANCE OF, RELATED TO, OR INCIDENTAL TO THESE PURPOSES WHICH MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS. ANY REVENUE FROM THE CORPORATION SHALL BE USED SOLELY IN FURTHERANCE OF THE CORPORATION'S NONPROFIT PURPOSE.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE V

The effective date of the Restated Articles of Organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty* days after the date of filing.

ARTICLE VI

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

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:

No. and Street: 307 FERRY STREET

City or Town: MARSHFIELD State: MA Zip: 02050 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
TREASURER	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
DIRECTOR	KAREN KATZ	222 PLEASANT ST. BROOKLINE, MA 02446 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020

DIRECTOR	G. MALIK BURNETT	204 COLLEGE STATION DR. UPPER MARLBORO, MD 20774 USA	6/2020
DIRECTOR	MARCIANE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name: JULIA B.C. GERMAINE
No. and Street: 307 FERRY STREET
City or Town: MARSHFIELD State: MA Zip: 02050 Country: USA

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the business entity as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

ARTICLE I. COMPANY NAME RESTATED TO: TEMESCAL WELLNESS OF MASSACHUSETTS IN C. COMPANY'S USE OF SAME NAME IS PREAUTHORIZED BY TEMESCAL WELLNESS OF MASSACHUSETTS LLC. PRIOR NAME: MANNA WELLNESS, INC. ARTICLE VI(D). UPDATED BUSINESS MAILING ADDRESS OF REGISTERED AGENT.

SIGNED UNDER THE PENALTIES OF PERJURY, this 8 Day of December, 2016,
THEODORE A. WILEY , President / Vice President,

THEODORE A. WILEY , Clerk / Assistant Clerk.



Temescal Wellness of Massachusetts LLC
Ted Rebholz, Manager | ted@temescalwellness.com | 650.438.7698

By email and USPS

December 8, 2016

To Massachusetts Secretary of the Commonwealth,

As Manager of Temescal Wellness of Massachusetts LLC, I hereby authorize the name-change of Manna Wellness Inc. to Temescal Wellness of Massachusetts Inc. Please accept this letter by digital and USPS submission as my consent on behalf of the LLC.

Respectfully,

ET Rebholz Jr.

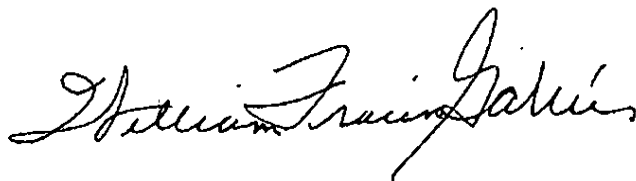
Ted Rebholz
Manager

CC: Keith Sweeney via keith.sweeney2@state.ma.us

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 08, 2016 03:26 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BYLAWS
of
TEMESCAL WELLNESS OF
MASSACHUSETTS INC.

BYLAWS
of
TEMESCAL WELLNESS OF
MASSACHUSETTS, INC.

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BYLAWS
of
TEMESCAL WELLNESS OF MASSACHUSETTS, INC.

ARTICLE 1

General Provisions

Section 1.1 Name. The name of this corporation is Manna Wellness Inc., and shall herein be referred to as "the corporation."

Section 1.2 Offices. The principal business office of the corporation shall be at 100 North Street, Suite 405, Pittsfield, Massachusetts 01201. The corporation may also have offices at such other places as the corporation may require.

Section 1.3 Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on the following December 31 of each year.

Section 1.4 No Voting Members. The corporation shall have no voting members. All powers of the corporation shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the corporation. No person now or hereafter designated by the corporation as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or bylaws of the corporation nor shall such person have any voting or fiduciary rights or responsibilities of the corporation.

ARTICLE 2

Statement of Purposes

The corporation is organized for nonprofit purposes including, but not limited to, providing palliative relief and wellness services to patients suffering from debilitating medical conditions such as cancer, glaucoma, HIV, AIDS, hepatitis C, ALS, Crohn's disease, Parkinson's disease, multiple sclerosis and other conditions. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts.

The corporation shall operate on a non-profit basis for the benefit of qualifying patients. Any revenue from the corporation shall be used solely in furtherance of the corporation's nonprofit purpose.

ARTICLE 3

Board of Directors

Section 3.1 Authority. The business and affairs of the corporation shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the corporation as permitted by law.

Section 3.2 Composition. The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

Section 3.3 Terms of Office. The board of directors shall determine the length and number of terms to be served by directors.

Section 3.4 Meetings. The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

Section 3.5 Quorum and Voting. A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these bylaws.

Section 3.6 Meetings by Remote Communication. One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

Section 3.8 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 3.9 Committees. The board of directors may create such standing and special committees as it determines to be in the best interest of the corporation. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

Section 3.10 Compensation. Directors as such shall not receive any salaries for their services on the board, but directors may receive reimbursement for reasonable travel expenses incurred in the

course of fulfilling their duties to the corporation and shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation.

Section 3.11 Resignation. Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time.

Section 3.12 Removal. Any director may be removed, with or without assignment of cause, by a vote of two-thirds of the entire board of directors at any meeting of the board of directors. No member of the board shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 3.13 Vacancies. Any vacancy occurring in the board of directors shall be filled by the board of directors in accordance with provisions of Section 3.2 above. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

ARTICLE 4

Officers

Section 4.1 Officers. The officers of the corporation shall be a president, treasurer, and clerk of the board of directors and such other officers as may be elected in accordance with the provisions of this Article.

Section 4.2 Election. The officers of the corporation shall be elected annually by the board of directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

Section 4.3 Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

Section 4.4 Removal. Any officer may be removed, with or without assignment of cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors. No officer shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the officer whose removal is sought. Notwithstanding the notice provision of Section 3.4 above, written notice shall be delivered to all directors at least fourteen (14) days in advance of a meeting at which removal is sought.

Section 4.5 President. The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the corporation authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 4.6 Treasurer. The treasurer, or other proper officer or agent of the corporation authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipt for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

Section 4.7 Clerk. The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in accordance with the provisions of these bylaws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

ARTICLE 5

Corporate Transactions

Section 5.1 Contracts. The board of directors may authorize any officer or officers, agent or agents of the corporation in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined by specific instances.

Section 5.2 Indebtedness. All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by the president or treasurer, or such other officer or agent of the corporation as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the corporation.

Section 5.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

ARTICLE 6

Books and Records

The corporation shall keep at the principal office of the corporation correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the corporation. All books, and records of the corporation may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE 7

Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation. At all times, the Company shall operate for the benefit of qualifying patients and funds are to be used solely in furtherance of the non-profit mission.

ARTICLE 8

Dissolution

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

ARTICLE 9

Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval, including confirmation that the decision taken, if any, shall ensure that funds are used solely in furtherance of the non-profit mission.

ARTICLE 10

Personal Liability

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

ARTICLE 11

Indemnification

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

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer or director under this Article shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12

Amendments to Bylaws

These bylaws may be amended or repealed by a majority vote of the entire board of directors.

(End of Bylaws)

CERTIFICATION

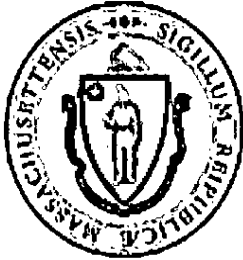
These bylaws were approved at a meeting of the board of directors by a unanimous vote on June 15, 2015.

Secretary



June 15, 2015

Date



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

[Special Filing Instructions](#)

Restated Articles of Organization
(General Laws, Chapter 180, Section 7)

Identification Number: 462527018

We, THEODORE A. WILEY ☒ President ☐ Vice President,

and THEODORE A. WILEY ☒ Clerk ☐ Assistant Clerk,

of MANNA WELLNESS, INC.

located at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on:
11/22/2016, by vote of:

0 members, 5 directors, or 0 shareholders,
being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case
of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote
therein):

ARTICLE I

The exact name of the corporation is:

TEMESCAL WELLNESS OF MASSACHUSETTS INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE CORPORATION IS ORGANIZED FOR NONPROFIT PURPOSES INCLUDING, BUT NOT LIMITED TO, PROVIDING PALLIATIVE RELIEF AND WELLNESS SERVICES TO PATIENTS SUFFERING FROM DEBILITATING MEDICAL CONDITIONS SUCH AS CANCER, GLAUCOMA, HIV, AIDS, HEPATITIS C, ALS, CROHN'S DISEASE, PARKINSON'S DISEASE, MULTIPLE SCLEROSIS AND OTHER CONDITIONS. THE CORPORATION MAY, AS PERMITTED BY LAW, ENGAGE IN ANY AND ALL ACTIVITIES IN FURTHERANCE OF, RELATED TO, OR INCIDENTAL TO THESE PURPOSES WHICH MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS. ANY REVENUE FROM THE CORPORATION SHALL BE USED SOLELY IN FURTHERANCE OF THE CORPORATION'S NONPROFIT PURPOSE.

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(If there are no provisions state "NONE")

Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

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ARTICLE VI

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

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

No. and Street: 307 FERRY STREET
City or Town: MARSHFIELD State: MA Zip: 02050 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
TREASURER	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
DIRECTOR	KAREN KATZ	222 PLEASANT ST. BROOKLINE, MA 02446 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020

DIRECTOR	G. MALIK BURNETT	204 COLLEGE STATION DR. UPPER MARLBORO, MD 20774 USA	6/2020
DIRECTOR	MARCIANE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name: JULIA B.C. GERMAINE
No. and Street: 307 FERRY STREET
City or Town: MARSHFIELD State: MA Zip: 02050 Country: USA

We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the business entity as heretofore amended, except amendments to the following articles. Briefly describe amendments below:

ARTICLE I. COMPANY NAME RESTATED TO: TEMESCAL WELLNESS OF MASSACHUSETTS IN C. COMPANY'S USE OF SAME NAME IS PREAUTHORIZED BY TEMESCAL WELLNESS OF MASSACHUSETTS LLC. PRIOR NAME: MANNA WELLNESS, INC. ARTICLE VI(D). UPDATED BUSINESS MAILING ADDRESS OF REGISTERED AGENT.

SIGNED UNDER THE PENALTIES OF PERJURY, this 8 Day of December, 2016,
THEODORE A. WILEY , President / Vice President,

THEODORE A. WILEY , Clerk / Assistant Clerk.



Temescal Wellness of Massachusetts LLC
Ted Rebholz, Manager | ted@temescalwellness.com | 650.438.7698

By email and USPS

December 8, 2016

To Massachusetts Secretary of the Commonwealth,

As Manager of Temescal Wellness of Massachusetts LLC, I hereby authorize the name-change of Manna Wellness Inc. to Temescal Wellness of Massachusetts Inc. Please accept this letter by digital and USPS submission as my consent on behalf of the LLC.

Respectfully,

ET Rebholz Jr.

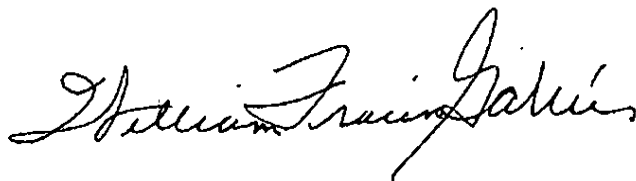
Ted Rebholz
Manager

CC: Keith Sweeney via keith.sweeney2@state.ma.us

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 08, 2016 03:26 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in dark ink and is positioned above the printed name and title.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

MO Profile Packet
Temescal Wellness of Massachusetts

The following individual are no longer associated with Temescal Wellness of Massachusetts, Inc. Board positions with the non-profit entity are voluntary and uncompensated. Attached are copies of filings with MA Secretary of the Commonwealth describing the below-referenced changes to directors and officers.

1. Robin Sutherland: Appointed to board of directors 3/24/17. Resigned 7/27/18 due to competing professional demands.
2. Theodore A. Wiley: Appointed to board of directors 6/18/15. Resigned 3/24/17 due to competing professional demands.
3. Anthony Parrinello: Appointed CEO on 6/29/15. Terminated from position effective 9/19/17.
4. Karen Katz: Appointed to board of directors 6/29/15. Resigned 6/14/17 due to competing professional demands.
5. G. Malik Burnett: Appointed to board of directors 6/29/15. Resigned 6/4/17 due to competing professional demands.
6. Marciane T. Kelly: Appointed to board of directors 6/29/15. Resigned 9/19/17 due to competing professional demands.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, JULIA GERMAINE ☒ **Clerk** ☐ **Assistant Clerk**,

of MANNA WELLNESS, INC.

having a principal office at: 100 NORTH STREET SUITE 405 PITTSFIELD, MA 01201 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
TREASURER	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
CLERK	JULIA B.C. GERMAINE	45 1/2 HIGH STREET #2 PITTSFIELD, MA 01201 USA	7/2015
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 18 Day of June, 2015,
JULIA GERMAINE, **Signature of Applicant.**



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, THEODORE A. WILEY ☒ **Clerk** ☐ **Assistant Clerk**,

of MANNA WELLNESS, INC.

having a principal office at: 100 NORTH STREET SUITE 405 PITTSFIELD, MA 01201 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
TREASURER	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
DIRECTOR	G. MALIK BURNETT	204 COLLEGE STATION DR. UPPER MARLBORO, MD 20774 USA	6/2020
DIRECTOR	MARCIANE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	KAREN KATZ	222 PLEASANT ST. BROOKLINE, MA 02446 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 29 Day of June, 2015,
THEODORE A. WILEY, **Signature of Applicant.**



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Special Filing Instructions

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, THEODORE A. WILEY ☒ **Clerk** ☐ **Assistant Clerk**,

of MANNA WELLNESS, INC.

having a principal office at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
TREASURER	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
DIRECTOR	G. MALIK BURNETT	204 COLLEGE STATION DR. UPPER MARLBORO, MD 20774 USA	6/2020
DIRECTOR	MARCIANE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	THEODORE A. WILEY	40-46 PRINCE STREET UNIT 44 CAMBRIDGE, MA 02139 USA	06/2020
DIRECTOR	KAREN KATZ	222 PLEASANT ST. BROOKLINE, MA 02446 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 3 Day of November, 2016,
THEODORE A. WILEY , Signature of Applicant.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, ROBIN SUTHERLAND ☒ **Clerk** ☐ **Assistant Clerk**,

of TEMESCAL WELLNESS OF MASSACHUSETTS INC.

having a principal office at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
TREASURER	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
DIRECTOR	MARCIA NE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020
DIRECTOR	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
DIRECTOR	KAREN KATZ	222 PLEASANT ST. BROOKLINE, MA 02446 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	G. MALIK BURNETT	204 COLLEGE STATION DR. UPPER MARLBORO, MD 20774 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 24 Day of March, 2017,
ROBIN SUTHERLAND, Signature of Applicant.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, ROBIN C. SUTHERLAND ☒ **Clerk** ☐ **Assistant Clerk**,

of TEMESCAL WELLNESS OF MASSACHUSETTS INC.

having a principal office at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
TREASURER	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
DIRECTOR	KAREN KATZ	222 PLEASANT ST. BROOKLINE, MA 02446 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	MARCIANE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020
DIRECTOR	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 4 Day of June, 2017,
ROBIN C. SUTHERLAND, Signature of Applicant.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, ROBIN C. SUTHERLAND ☒ **Clerk** ☐ **Assistant Clerk**,

of TEMESCAL WELLNESS OF MASSACHUSETTS INC.

having a principal office at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
TREASURER	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
CEO	ANTHONY PARRINELLO	52 WHISPERING WAY STOW, MA 01775 USA	6/2020
CLERK	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	MARCIANE T. KELLY	163 GREENACRE AVE. LONGMEADOW, MA 01106 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020
DIRECTOR	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 14 Day of June, 2017,
ROBIN C. SUTHERLAND, Signature of Applicant.



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, ROBIN C. SUTHERLAND ☒ **Clerk** ☐ **Assistant Clerk**,

of TEMESCAL WELLNESS OF MASSACHUSETTS INC.

having a principal office at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
TREASURER	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
CLERK	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020
DIRECTOR	EDWARD T. REBHOLZ JR.	5333 JAMES AVE. OAKLAND, CA 94618 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020
DIRECTOR	ROBIN C. SUTHERLAND	249 MYSTIC VALLEY PKWY WINCHESTER, MA 01890 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 19 Day of September, 2017,
ROBIN C. SUTHERLAND, **Signature of Applicant.**



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Certificate of Change of Directors or Officers of Non-Profit Corporations

(General Laws, Chapter 180, Section 6D)

Identification Number: 462527018

I, ROBERT W. JOHNSON ☒ **Clerk** ☐ **Assistant Clerk**,

of TEMESCAL WELLNESS OF MASSACHUSETTS INC.

having a principal office at: 307 FERRY STREET MARSHFIELD, MA 02050 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	EDWARD ("TED") T. REBHOLZ JR.	307 FERRY STREET MARSHFIELD, MA 02050 USA	6/2020
TREASURER	EDWARD ("TED") T. REBHOLZ JR.	307 FERRY STREET MARSHFIELD, MA 02050 USA	6/2020
CLERK	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020
DIRECTOR	ROBERT W. JOHNSON	17 ABORN AVE. WAKEFIELD, MA 01880 USA	6/2020
DIRECTOR	EDWARD ("TED") T. REBHOLZ JR.	307 FERRY STREET MARSHFIELD, MA 02050 USA	6/2020

SIGNED UNDER THE PENALTIES OF PERJURY, this 27 Day of July, 2018,
ROBERT W. JOHNSON, Signature of Applicant.

Maintaining of financial records

Temescal Wellness will continue to operate marijuana establishments in compliance with 935 CMR 500, including those relating to maintenance of financial records such as 500.140(5) Recording Sales. Temescal Wellness is a proven operator of state-permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

As a licensed marijuana establishment, Temescal Wellness will continue to maintain all financial records, and has developed and implemented policies and procedures to ensure accurate, compliant financial records are retained.

As a co-located facility, any policy or procedure that applies *only* to adult-use or medical transactions will be clearly distinguished through formatting and during training; Agents will be re-trained as necessary beyond minimum annual requirements to ensure Agent comprehension of any new or revised policies and procedures, both internal and those stemming from updates to the applicable regulation. Co-located medical marijuana and adult-use marijuana establishment Agents will serve both medical patients and adult-use markets, and will receive one set of policies and procedures that clearly describe instances where medical and adult-use regulations stipulate different protocols: Agents must be specifically trained (including comprehension testing) to understand and follow these “dual pathway” policies and procedures prior to starting work.

With the Commission’s approval in consultation with MA Department of Revenue (DOR), Temescal utilizes Greenbits point-of-sale software for point-of-sale transactions which fully integrates with METRC. Production-side transactions such as wholesale transactions and supply vendor invoices will continue to be processed through TWMA’s Accounts Payable department, which uses industry-standard accounting software to maintain compliant financial records, including federal and state tax records and related reports. TWMA offers payment to vendors through check or direct deposit. As a cultivation-manufacturing facility, Temescal Wellness - Worcester will not conduct sales to consumers, only to licensed marijuana establishments.

Temescal will continue to conduct a monthly analysis of sales equipment and data to ensure no additional software or other methods have been used to alter or manipulate sales data. The record of monthly review will continue to be retained and made available to the Commission upon request. Temescal will comply with 935 CMR 500.140(5) if it discovers alteration or manipulation of sales data in order to correct. As a marijuana establishment, Temescal will continue to comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.

Temescal has already adopted separate accounting practices at the point-of-sale for marijuana/product and non-marijuana (e.g., delivery systems). As a cultivation-manufacturing facility, Temescal Wellness - Worcester will not conduct sales to consumers.

Temescal Wellness retains all required financial records which include both paper and digital business records for: assets and liabilities; monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with the company.

In excess of minimum retention schedules, Temescal retains a digital copy of all records subject to retention and inspection indefinitely. Paper records are also digitized and stored indefinitely; paper records that are confidential are stored in locked filing cabinets or in access-controlled (locked) manager/supervisor offices. All records will be furnished to the Commission or duly authorized party such as law enforcement immediately upon request.

Personnel policies including background checks

Temescal Wellness will continue to operate marijuana establishments in compliance with 935 CMR 500, including 500.005, 030, 031, 032, 033, 101, 105, 800, 802, et al., related to marijuana establishment agents. Temescal Wellness is a proven operator of state-permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

Temescal Wellness will continue to comply with all laws and regulations relating to personnel requirements and conduct all required background checks. Personnel policies are contained in the employee handbook, and written policies and procedures. As a co-located facility, any policy or procedure that applies *only* to adult-use or medical transactions will be clearly distinguished through formatting and during training; Agents will be re-trained as necessary beyond minimum annual requirements to ensure Agent comprehension of any new or revised policies and procedures, both internal and those stemming from updates to the applicable regulations. Co-located medical marijuana and adult-use marijuana establishment Agents will serve both medical patients and adult-use markets, and will receive one set of policies and procedures that clearly describe instances where medical and adult-use regulations stipulate different protocols: Agents must be specifically trained (including comprehension testing) to understand and follow these “dual pathway” policies and procedures prior to starting work.

In compliance with 935 CMR 500.005 relating to marijuana establishment applications, persons who are owners or hold a controlling interest in Temescal Wellness are subject to fingerprint-based criminal background checks, in addition to national, social media and CORI background checks required of all Agents.

Before starting work, all Agents of Temescal Wellness must read and sign the company’s Employee Handbook, which describes personnel policies in full, including all corporate, state and local conditions of employment such as Agent registration requirements (e.g., 935 CMR 500.030(2)), initial and annual background checks including description of disqualifying offenses, annual agent suitability assessment and training requirements, and the Agent’s and marijuana establishment’s duty to report changes that affect Agent registration.

Standard operating procedures relating to personnel include:

- MA.1.001: Hiring/Registering Employees
- MA.1.002: Training New Employees
- MA.1.003: Lost Agent ID
- MA.1.004: Diversion Prevention/Reporting
- MA.1.005: Termination/Resignation of Agent

Policies relating to personnel include:

- MA.A.01 - Personnel Policy – Employee Handbook
- MA.A.02 - Personnel Policy - General
- MA.A.03 - Personnel File Requirements
- MA.A.04 - Agent ID Card Policy

Temescal Wellness of Massachusetts (TWMA) will continue to operate marijuana establishments in compliance with 935 CMR 500, relating to personnel policies.

Conditions of Employment: TWMA performs state and national criminal background checks in compliance with 935 CMR 500, including 500.030, 101, 105, 800, 802. Candidate Agents must be over the age of 21, and are hired and registered as Agents contingent upon passing all required background checks. A candidate may not be hired or registered if a background check result includes a disqualifying offense (as defined by the Commission), or if internal TWMA suitability assessment results in disqualification or non-suitability for a position. For example, a candidate for a position involving company vehicle operation may not be hired if a background check shows multiple driver's license or moving violations.

As an operational RMD, TWMA has a multiyear relationship with Creative Services, Inc. (CSI), a NAPBS-accredited firm, to perform national criminal background check, including social media check. TWMA is an iCORI administrative account holder and performs CORI for each Agent as a condition of hire and at least annually thereafter.

As a condition of hire, Agents must also read and attest to comprehending TWMA's Employee Handbook. The Employee Handbook is a 63-page document provided to Agents prior to starting employment, and its content is reviewed during Compliance Training. The Employee Handbook table of contents is reproduced at the end of this response section. While many operating policies and procedures recapitulate personnel requirements, the Employee Handbook serves as an employment-focused reference guide.

TWMA maintains and enforces employee security policies in compliance with state and local regulations. These policies are included in the Employee Handbook, standard operating procedures, and operating policies. Agents are trained on security-related policies at the commencement of work. Compliance Training comprises a site and facility tour focused on compliance, safety and security, as well as comprehensive, seminar-style review and discussion of applicable state and local regulations and guidance, as well as general (non-position-specific) policies and procedures, and the employee handbooks. A trained and authorized TWMA security officer such as the Compliance Director, Compliance Manager, or Site Manager conducts Compliance Training, which typically lasts four hours. Security officers are Agents who are trained to operate and maintain security system equipment and programs; to enforce security-related policies and procedures at the marijuana establishment; to interact with law enforcement and emergency responders; and to train other Agents to follow security-related policies and procedures.

TWMA will continue to retain records related to personnel including confidential information in compliance with state regulations. Retained records related to personnel include org charts, job descriptions, staffing plans, policies, standard operating procedures, employee handbooks, training records and materials, et al.

Individual personnel files include job description, all materials submitted to the Commission for Agent registration, documentation of verification of references, training records including privacy/confidentiality training and Agent attestation of training, performance evaluations, disciplinary action records, notice of responsible vendor training and eight-hour related duty training (or evidence of equivalent training provided by TWMA as approved by the Commission). Global personnel folder includes documentation relevant to all positions, such as org charts, and CORI reports are filed separately from personnel folders in compliance with state law.

TWMA will continue to retain complete personnel records on site at the marijuana establishment, which will be made available for inspection by the Commission. Trained and authorized Agents ("Principal Agents") may also access digital personnel folders through secure online document sharing systems. Payroll-related information and other sensitive individual financial information is not stored in hard-copy personnel folders. Filing cabinets containing confidential information such as personnel records are locked and stored in the manager's office, and



are and accessible only to trained and authorized managers. Records are retained indefinitely, in excess of the 12- month post- affiliation regulatory requirements.

TWMA will immediately dismiss any Agent involved in diversion, unsafe practice or felony drug offense involving distribution to a minor. TWMA will notify the Commission immediately, no later than within one business day, of an Agent's termination of affiliation with the marijuana establishment.

TWMA's alcohol, smoke and drug-free workplace policy is provided in the employee handbook, which Agents must sign as a condition of employment, and copied in full below:

Policy Prohibiting Illicit Drugs, Alcohol and Smoke in the Workplace

I. Need for Policy Temescal Wellness (the "Company") strives to provide a safe and productive work environment for all employees and others in our workplace. Employees must report to work physically and mentally fit to perform their duties safely and efficiently. This obligation to provide a safe and productive workplace also extends to our communities and to our patients, who put their trust in us to ensure that our workplace supports healthy employees who are always performing to their fullest potential in safely and efficiently producing and dispensing high-quality, therapeutic cannabis products. At the same time, Temescal Wellness also respects the rights of our employees to privacy. Consequently, to achieve the above commitments to our employees and other stakeholders, and to achieve compliance with applicable, state and local laws and regulations, Temescal maintains a workplace environment free from any and all alcohol, illicit drugs, and tobacco.

This policy outlines the methods for maintaining a work environment free from alcohol, illicit drugs and tobacco and enables Temescal to test employees for illicit drug and alcohol use when there is a workplace event or when there is reasonable suspicion that an employee's potential drug use may have, or could, endanger the safety of other employees or of the products that we offer to our patients. Temescal will maintain a performance-based work environment, and our drug and alcohol policy aims to ensure safety for all employees and quality for our patients. Temescal Wellness strictly prohibits the consumption of alcohol, tobacco and illicit drugs in the workplace.

Failure to strictly adhere to these and other applicable laws and regulations will jeopardize our ability to serve qualifying patients and will subject the employee to disciplinary action up to and including immediate termination of employment. Subject to supervisor approval in states other than New Hampshire, consumption of tobacco products in a specific area of the premises, and in a manner that protects the health of others and results in zero litter may be allowed, but under no circumstances will the Company tolerate consumption that jeopardizes the health of employees, patients, customers or neighbors. This policy applies to employees as well as applicants for employment with the Company.

II. Definitions

Alcohol: The intoxicating agent in beverage alcohol, ethyl alcohol, or other low molecular weight alcohols including methyl and isopropyl alcohol.

Illegal or Illicit Drug: Any drug that is: (1) a controlled substance as defined under state law, with the exceptions noted below in Section III(B), OR (2) prescribed or recommended, but has not been legally obtained or is not being used in accordance with the prescription or recommendation as intended for treatment (including, but not limited to, overuse of the drug), OR (3) a "designer drug" not listed in the federal Controlled Substances Act, OR (4) an over-the-counter drug, or a non-drug substance that is being used for other than intended purposes.

Company Property: Company property includes any Temescal Wellness workplaces, offices, vehicles, and any and all premises used to serve Temescal Wellness objectives.

Tobacco: Tobacco and tobacco products include, but are not limited to, cigars, cigarettes, pipe tobacco, smokeless tobacco and cigarette alternatives, which include, e-cigarettes, smokeless cigarettes or other similar devices.

III. Prohibited Conduct: In support of the Company's commitment to a drug, tobacco and alcohol free working environment, the following activities are prohibited while on Company property, while on Company business, or during working hours:



A. Use, possession, or being under the influence of alcohol.

B. Use, manufacture, distribution, possession, or being under the influence of illegal drugs, with the following limited exceptions that strictly follow applicable state and local laws and regulations. For sake of clarity, in no case shall it be permissible to jeopardize the safety of employees, patients or others by being in the workplace under the influence of any illegal or illicit drugs.

- Employees may possess cannabis at the location where he/she is employed and may transport cannabis if such possession and/or transportation is for the sole purpose of fulfilling his/her job responsibilities.
- In addition, this policy shall not prohibit an employee who is a qualifying patient or a designated caregiver from possessing cannabis as permitted by applicable state rules.
- Further, this policy shall not prohibit an employee who is a qualified patient from use of cannabis by a means other than smoking/vaping during the work day for medicinal purposes, provided the employee does not hold a safety sensitive position and the Company has provided express written authorization supported, as needed, by a waiver approved by the appropriate state agency.

C. Use of any drug, including a prescription drug, for any purpose other than its intended prescribed use by anyone other than the person to whom it has been prescribed;

D. Reporting to work in an unfit condition, to include being under the influence as noted above, and also appearing at work with a smell of alcohol or otherwise appearing or being unable to effectively interact with individuals and co-workers and work safely and properly without impairment;

E. Refusing to submit to a fitness for duty test (which may include drug/alcohol test);

F. Failing to advise a supervisor that his or her use of a drug could impair his or her ability to safely perform his or her job duties and/or failing to report another employee's suspicious conduct pursuant to Section IV,C;

G. Smoking or the use or consumption of tobacco products, or cigarette alternatives, anywhere on Company property, unless allowed under applicable state rules and approved by the supervisor.

H. Failing to comply with any aspect of this policy.

When in doubt about the scope of the above prohibitions, employees should immediately discuss the matter with their supervisor or your supervisor – do not guess. Violations of these rules have significant impact on the employee and Company and these rules will be strictly enforced.

IV. Reporting Requirements

A. Any employee who is taking any medication or any other drug must consult with his or her doctor about the medication's effect on his or her fitness for duty and ability to work safely and must inform his or her supervisor immediately of any restrictions, and must not perform any work until authorized to do so by his or her supervisor. Employees should not, however, disclose to the Company underlying medical conditions unless directed to do so.

B. If any employee is involved in misconduct in violation of this policy, the Company reserves the right (and may have an obligation) to report the incident to the applicable state agency, law enforcement authorities, and to cooperate in prosecuting the crime to the fullest extent of the law.

C. If any person observes an employee exhibiting behavior that may be indicative of impairment by drug or alcohol use, or a violation of the rule on smoking, he or she should immediately report the behavior to his or her supervisor or to your supervisor.

V. Procedures

The procedures to be implemented for workplace controlled substance or alcohol activity violations are as follows: Violation of this policy will result in disciplinary action, up to and including termination of employment. In the Company's sole discretion, the employee may be required to satisfactorily participate in an appropriate substance abuse assistance or rehabilitation program as a condition of continued employment. Compliance with this policy is a condition of employment.



The Company reserves the right to interpret or change this policy with or without notice. Please also note that nothing in this policy is to be construed as a guarantee of employment for any period of time or a restriction of the Company's ability to discipline or terminate employees, or its right to place employees on paid or unpaid administrative leave. Employees may be terminated at any time, with or without cause, as the Company adheres to an at-will employment relationship unless otherwise agreed to in writing, and signed by an authorized officer of the Company.

VI. Available Assistance For Substance Dependence

Our Company encourages employees to voluntarily seek assistance for the early resolution of drug and alcohol problems. Individuals who are granted leaves of absence for treatment may be required to agree to periodic and/or random testing upon their return to work. An employee will not be disciplined or terminated for voluntarily seeking assistance for a drug or alcohol problem. However, employees who undergo voluntary counseling or treatment and who continue to work must meet all established standards of conduct and job performance. The fact that an employee is in treatment for alcohol or drug abuse does not preclude the Company from taking disciplinary action for violation of its policies or standards of conduct. Likewise, an employee who has violated this Policy Prohibiting Illicit Drugs, Alcohol and Smoke in the Workplace cannot escape disciplinary action, including termination, by voluntarily requesting treatment for alcohol or drug abuse.

VII. Drug And Alcohol Testing

Reasonable Suspicion Testing: An employee may be required to submit to drug and/or alcohol testing when one or more supervisors have a reasonable suspicion that the employee:

- Is under the influence of drugs and/or alcohol. Factors that may be considered in determining whether an employee may be under the influence of drugs and/or alcohol include, but are not limited to: the employee's behavior; evidence of impairment; evidence of repeated errors on the job, policy violation, or unsatisfactory time and attendance patterns if coupled with a specific contemporaneous event or behavior that indicates possible impairment by reason of drug or alcohol use; and, information provided either by reliable and credible sources or independently corroborated; or
- Has violated this Policy Prohibit Drugs and Alcohol in the Workplace; or
- Has sustained a personal injury while working or has caused personal injury to another person; or
- Has caused a work-related accident or was operating or helping to operate machinery, equipment, or vehicles involved in a work-related accident. Post-accident or injury testing will be conducted as soon as practical after the accident or injury.

Testing Site: Drug and alcohol testing will be performed by a qualified laboratory, hospital, or health center designated by the Company. The Company will provide transportation to and from the testing site for reasonable suspicion testing. Test results will be reviewed and interpreted by a qualified Medical Review Officer, who will notify the Company of the results.

Consent to Testing: Tests will not be conducted without the individual's written consent. However, employees must submit to tests requested or required by the Company as a condition of employment. If an employee refuses to submit to a requested or required test, the employee will be subject to disciplinary action up to and including termination of employment.

Cooperation With Testing: Individuals subject to testing may not try to subvert the test by using an adulterated or substituted specimen. Failing to provide a specimen in a timely manner or otherwise tampering with the process is grounds for termination (or, for applicants, for withdrawal of an employment offer).

Opportunity to Explain Positive Results: Any employee who tests positive will have the opportunity to rebut or explain positive test results and/or to request and pay for a confirmatory re-test. This opportunity may be provided to the individual by the laboratory before the results are reported to the Company, in which case the individual will not be afforded a second opportunity once the results are received by the Company.

Confidentiality: Test results and other medical information will be maintained as confidential and shared only on a "need to know" basis unless otherwise required by law. Test results may also be disclosed to a substance abuse treatment facility for the purpose of evaluating or treating the employee. An employee may request a copy of the test result report for any he or she undergoes.



Consequences of a Positive Test Result: If an employee tests positive, he or she will be subject to disciplinary action, up to and including termination of employment. Within its discretion, the Company may decide to refer an employee for drug or alcohol treatment in lieu of termination and as a condition of continued employment. Within its discretion, the Company may suspend the employee while he or she participates in the treatment program. Employees must pay for the cost of any such treatment programs. Employees who refuse to participate in such programs or who fail to successfully complete a treatment program are subject to immediate termination. For purposes of this policy, an employee who has an alcohol level of greater than zero and/or who has a drug test result of other than non-dilute negative will be considered to have tested "positive."

Follow Up Testing; other testing: An employee who is referred by the Company for drug or alcohol treatment or who is voluntarily participating in a drug or alcohol treatment program may be requested or required to undergo drug or alcohol testing without prior notice during the treatment period and for a period of time, determined by the Company, after the completion of the treatment. An employee who tests positive during this period will be subject to termination. In addition to reasonable suspicion and follow up testing, the Company reserves the right to test applicants and employees under other appropriate circumstances consistent with the goals of this policy, such as pre-employment and random.

VIII. Investigations and Searches When there is reasonable cause to suspect that an employee has violated this policy, the Company reserves the right to inspect, without prior notice, lockers, work areas, desks, cabinets, purses, bags, briefcases, other belongings, and vehicles brought on Company property or at locations where work-related activities are being conducted. Cause to suspect shall be solely in the judgment and discretion of the Company, which may release any illegal drugs, paraphernalia, or other evidence to law enforcement authorities.

IX. Violations of this Policy Any violation of this policy may lead to disciplinary action up to and including immediate termination of employment. Please be aware that any finding that an employee has diverted any cannabis in the workplace shall be subject to immediate termination, and shall be reported to law enforcement and the state. Compliance with this policy is a condition of employment. The Company reserves the right to interpret or change this policy with or without notice.

Please also note that nothing in this policy is to be construed as a guarantee of employment for any period of time or a restriction of the Company's ability to discipline or terminate employees, or its right to place employees on administrative leave. Employees may be terminated at any time, with or without cause or reason as all employees of the Company are employed on an at-will basis.

Fitness for Duty

Temescal is committed to providing a safe environment for our employees and patients. We have adopted this Fitness for Duty policy in furtherance of our continuing efforts to improve the safety of our workplace.

Definitions

Fitness for Duty: Able to work safely, properly, and perform normal work duties without impairment.

Drug: Any over-the-counter medication, prescribed medication, illegal or controlled substance under federal or state law, or any alcoholic beverage.

Fitness for Duty Examination: An announced or unannounced medical examination and/or drug and/or alcohol test.

Responsibilities

Any employee who feels for any reason that he or she is not fit for duty should immediately disclose this to his or her Supervisor. Employees who are taking prescribed medication or other drugs that could impair their ability to safely perform their job functions should discuss this confidentially with their supervisor so that alternative arrangements may be made. All employees must report to their Supervisor any employee who may be unfit for duty. Reports will be kept confidential to the extent possible and will be made available only to those individuals with a "need-to-know," unless otherwise required by law.

If a Supervisor receives a report or otherwise believes that an employee may not be fit for duty, then the Supervisor should immediately contact the Chief Executive Officer. Your supervisor or, in his or her absence, your supervisor's designee will

make a determination, within his or her discretion, whether it is appropriate to require the employee to go for a fitness for duty examination.

Employees who are required by Temescal to report for fitness for duty examinations must report for and consent to the examination as scheduled as a condition of continued employment. While the examination will not be conducted without the employee's consent, refusal to submit to the fitness for duty examination may lead to disciplinary action, up to and including immediate termination of employment.

Prohibited Conduct

All employees are required to follow Temescal's policies and standards of conduct. In addition, the following is a non-inclusive list of prohibited conduct that may lead to the requirement to submit to a fitness for duty examination:

- Inability to conduct oneself in a professional manner; i.e., excessive anger, aggressive behavior, inappropriate language, or other inappropriate distractions.
- Reporting for work or working in a condition physically or mentally unfit for duty or arriving at work under the influence of an illegal or unauthorized drug or alcohol.
- Smelling of alcohol or drugs while reporting to work or working.
- Failure to follow fitness-for-duty policies and procedures.
- Excessive or unexcused absence or tardiness.
- Carelessness or negligence; violation or neglect of safety regulations; or violation of other commonly accepted standards and policies.
- Violation of the drug and alcohol policy.

Confidentiality

All information regarding fitness for duty referrals and examinations must be kept as confidential, and disclosed only on a strict "need to know" basis. The results of any and all fitness for duty examinations will be treated as confidential and be made available only to those individuals with a "need-to-know," unless otherwise required by law. The test results will be filed separately from the employee's personnel file.

[End policy]

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Qualifications and training

Temescal Wellness will continue to operate marijuana establishments in compliance with 935 CMR 500, including 500.030 and 802 relating to Agent registration and suitability. Temescal Wellness is a proven operator of state-permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

Temescal reviews qualifications of all prospective Agents to ensure eligibility prior to registration to avoid Negative Suitability Determinations by the Commission; and provides initial and ongoing training in compliance with applicable laws and regulations.

To qualify for Agent registration, an individual must be 21 years of age or older; not been convicted of an 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; and be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802. Temescal will defer to suitability determinations made by the Commission or its Suitability Review Committee in accordance with the procedures set forth in 935 CMR 500.800.

Standard operating procedures related to Agent qualifications and training include MA.1.001: Hiring/Registering Employees and MA.1.002: Training New Employees. Related policies include MA.A.02 - Personnel Policy - General, MA.A.03 - Personnel File Requirements, and MA.A.04 - Agent ID Card Policy. Temescal ensures that all Agents complete training prior to performing job functions. Training is tailored to the roles and responsibilities of the job function of each Agent. Temescal's Employee Handbook is a comprehensive, company-wide reference and guide. Agents must agree to adhere to conditions of employment described in the handbook as a condition of hire. The handbook describes in full all conditions of employment, including compliance with applicable federal, state and local laws and regulations.

At the start of work, all Temescal Agents receive comprehensive general and position-specific training from the Compliance Director, Compliance Manager or Site Manager. To ensure secure operations, cultivation and manufacturing Agents receive at least four hours of general compliance training, which includes general (non-role-specific) company policies and procedures, as well as a seminar on applicable state and local regulations (including especially 935 CMR 501, 935 CMR 500 and 935 CMR 502). Role-specific training is provided by qualified team leads, production supervisors and directors. Initial role-specific training varies by role but typically exceeds 10 hours. At least 8 hours of training is provided to each Agent annually and includes especially a review of added or otherwise revised laws and regulations affecting operations. Within 90 days of starting work, Temescal Wellness agents whose work involves handling marijuana and marijuana product will receive Responsible Vendor Training from Stoker Compliance for their specific area of work.

Temescal maintains a complete record of training, including content signoffs, and maintains training records in each Agent's personnel folder indefinitely. Expressly authorized managers and supervisors may receive additional training in order to operate limited-access systems, such as security systems (burglar alarm, surveillance, access control, data servers). Otherwise Temescal maintains a list of security officers who may access specific equipment and areas such as vaults, per facility. Security officers are also trained to interface with law enforcement on behalf of the company.

Quality control and testing

Temescal Wellness will continue to operate marijuana establishments in compliance with 935 CMR 500, including 500.160 relating to quality control and testing. Temescal Wellness is a proven operator of state- permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

Temescal's quality control policies and procedures include testing product in compliance with 935 CMR 500 and 501 using an Independent Testing Laboratory, which is defined as a laboratory qualified to test marijuana in compliance with M.G.L. c.94C, § 34, and approved by the Commission.

Temescal will not sell or market any marijuana product, including marijuana for adult use, that has not passed required testing by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. Testing is performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products. Temescal also regularly tests environmental media (e.g., growing media and water) in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by MA DPH.

Temescal Wellness's Worcester cultivation-manufacturing ME will not release any products from the facility to its retail establishments for sale to consumers and/or patients that have not passed all required testing or that do not bear full production labels including analytical testing results and product warning labels. In order to be released, products must also be accompanied by testing results. In the event of voluntary or involuntary recall, Temescal will follow all applicable regulations and guidance to coordinate product returns and compliant disposal.

Under existing medical marijuana licensure, Temescal is engaged with MCR Labs of Framingham as its primary Independent Testing Laboratory, and performs testing protocols from its Worcester cultivation and manufacturing facility only. Temescal cultivation-manufacturing Agents will support sampling and submission protocols in compliance with 935 CMR 500.160; to ensure product quality and prevent contamination, Temescal retail establishment Agents will not receive, let alone handle, untested marijuana or marijuana products.

Policies and procedures relating to quality control and testing in the manufacturing marijuana establishment include:

- MA.F.01: General Inventory Control Policy
- MA.8.006: Recall
- Facility Entrance – Decontamination
- Facility Exit
- Freight Decontamination
- Beginning- and End-of-Day Facility Inspection
- Storage of Unfinished Cannabis Material
- Cured Product QC Inspection
- Waste Isolation and Storage
- Waste Disposal



Temescal Wellness of Massachusetts
Adult Use Marijuana Establishment – Manufacturing

- Cleaning – Manufacturing Rooms
- Cleaning – Common Areas
- Cleaning – Restrooms

Cultivation and manufacturing Agents are also trained on relevant SOPs and General Testing Policy MA.E.01. This policy describes in full the compliant submission of product samples for required testing; protocol for response in the event of contamination including duty to report; and protocol for identifying the source of contamination.

Record Keeping Procedures

Temescal Wellness will continue to operate marijuana establishments in compliance with 935 CMR 500, including 500.105 and 500.140 relating to recordkeeping. Temescal Wellness is a proven operator of state- permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

Temescal Wellness will continue to securely maintain all records generated by its marijuana establishments, and maintains written policies and procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9). As a marijuana establishment, Temescal will continue to comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements. Retained records include but are not limited to those related to sales, cash handling, product testing, product transport, inventory, marijuana waste, recall, visitors, security data, equipment maintenance and inspection, reportable incidents, policies and procedures, training materials, personnel records including applications and background check reports, hiring, law enforcement interface, Commission correspondence, and municipal/state correspondence.

As a co-located facility, any policy or procedure that applies *only* to adult-use or medical transactions will be clearly distinguished through formatting and during training; Agents will be re-trained as necessary beyond minimum annual requirements to ensure Agent comprehension of any new or revised policies and procedures, both internal and those stemming from updates to the applicable regulations. Co-located medical marijuana and adult-use marijuana establishment Agents will serve both medical patients and adult-use markets, and will receive one set of policies and procedures that clearly describe instances where medical and adult-use regulations stipulate different protocols: Agents must be specifically trained to understand and follow these “dual pathway” policies and procedures prior to starting work.

Temescal’s Recordkeeping Policy MA.A.24 describes recordkeeping requirements in full, including retention schedules. SOPs relating to marijuana establishment recordkeeping include but are not limited to:

- MA.1.004: Diversion Prevention/Reporting
- MA.2.003: Facility Visitors
- MA.2.004: Incident Reporting
- MA.3.002: CNB Inspection: Dispensary
- MA.3.003: CNB Inspection: Processing Deficiency Statements
- MA.3.004: CNB Inspection: Correction of Deficiencies
- MA.7.020: Waste Isolation and Storage
- MA.7.021: Waste Disposal
- MA.8.006: Recall
- MA.11.003: Transportation Manifest Creation
- MA.11.004: Transporting Cannabis Products

In excess of minimum retention schedules, Temescal retains a digital copy of all records subject to retention and inspection indefinitely. Paper records are also digitized and stored indefinitely; paper records that are confidential are stored in locked filing cabinets or in access-controlled (locked) manager/supervisor offices. All records will be furnished to the Commission or duly authorized party such as law enforcement immediately upon request. Note that Avigilon security camera surveillance footage can be exported in a legally admissible format with a native video player.

Restricting Access to age 21 and older

Temescal Wellness is a proven operator of state-permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

Temescal Wellness Worcester is a production facility: No person may enter the facility except a Temescal Wellness Agent ID card-holder, expressly authorized and positively identified and escorted Visitor, or positively identified law enforcement, emergency responder or Commission Inspector. No Agent, Visitor, or other authorized entrant may be under the age of 21, therefore, no person under the age of 21 is permitted on the site or in the facility of Temescal Wellness Worcester.

Temescal will enforce these restrictions by actively surveilling the site including parking lot, and adhering to written policies and procedures that ensure site and facility compliance and safety, such as proper use of video intercom and access control systems, and proper Visitor check-in.

Separating recreational from medical operations, if applicable

Upon receipt of its adult-use license Temescal Wellness of Massachusetts (“Temescal Wellness” or “Temescal”) separated medical marijuana and adult-use cannabis operations by revising its policies and procedures especially those relating to (1) production planning and inventory management, including packaging/labeling and storage protocol, (2) wholesale transactions and (3) recordkeeping. Revisions ensured operational compliance with requirements of all local and state law and regulation, including especially 935 CMR 500 and 501, and all Agents were trained on the revised policies and procedures. Temescal Wellness will continue to improve its protocols based on evolving best practices, technology and regulations.

Temescal Wellness is a proven operator of state-permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses, and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Framingham, and Pittsfield.

Relating to age and access restrictions, Temescal separates medical and adult-use cannabis sales by following separate procedures for admitting patients or consumers, respectively, onto its dispensary site and into those facilities. Temescal Wellness Worcester is a production facility: No person may enter the facility except a Temescal Wellness Agent ID card-holder, expressly authorized and positively identified and escorted Visitor, or positively identified law enforcement, emergency responder or CNB Inspector. No Agent, Visitor or other authorized entrant may be under the age of 21, therefore, no person under the age of 21 is permitted on the site or in the facility of Temescal Wellness Worcester. Temescal will enforce these restrictions by actively surveilling the site and adhering to written policies and procedures that ensure site and facility compliance and safety, such as proper use of access control systems and proper Visitor check-in.

Relating to production planning and inventory management, Temescal separates medical and adult use cannabis sales by continuing to follow best practices for product manufacturing, i.e., responding to demand signals and purchase orders, and planning production based on proven, comprehensive timelines. In this way, Temescal will continue to produce accurate quantities of marijuana products in response to adult-use and medical market demands. Temescal separates medical and adult-use purchase orders to ensure separate financial accounting of sales, whether to Temescal retail establishments or those of wholesale retail establishment clients or other licensed distributors.

Temescal makes every product that can be sold under both the Medical and Adult Use licenses compliant with both sets of labeling and package requirements. Products which exceed the maximum per serving dose of 5mg and cannot be sold in adult-use are reviewed to ensure they meet medical labeling and packaging requirements. Only sale-ready medical or adult-use cannabis products are released from the production facility to its retail establishments for sale to consumers and/or patients: sealed in tamper-evident, child-resistant packaging with compliant labels including product test results, and pre-sorted into separate, clearly labeled medical or adult-use inventory storage containers.

Temescal virtually separates medical and adult-use inventory in inventory management software (METRC) starting at the production stage and continuing uninterrupted through the point-of-sale software (Green Bits). Physically allocated inventory such as purchase orders will be stocked into separate, easily identifiable shelving and storage containers labeled for medical and adult-use products.

Relating to recordkeeping, Temescal ensures transaction compliance by following separate transaction and recordkeeping policies and procedures for medical and adult-use sales in compliance with all applicable rules and regulations, including especially 935 CMR 500.105(8) and (9). For all transactions, Temescal will continue to comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements, and has adopted separate accounting practices for medical and adult-use marijuana sales.



Diversity plan

Temescal Wellness of Massachusetts (“Temescal Wellness” or “Temescal”) has been planning and executing diversity programs since 2017. The updated diversity plan based on updated regulations and guidance documents includes:

- Goals
- Programs
- Measurements

DIVERSITY PLAN GOALS

Workforce diversity	<p><i>Increase the workforce percentage of minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations.</i></p> <p>Temescal’s workforce diversity goals for hiring are tied to local demographics; per the table below, Temescal seeks to hire local workforces that are at least as diverse as that community. Temescal also recruits speakers of most-common non-English languages in order to best serve the community and advance its universal access to cannabis and knowledge about it.</p>
Workforce development	<p><i>Ensure the success of workforce minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations</i></p> <p>Temescal managers provide individualized mentorship and training to high-potential agents, with a focus on hard-skill development, to ensure the success of its diverse workforce. Continuing education takes the form of courses/certifications; seminars and conferences; focused work sessions with senior team members or third-party consultants; and quarterly corporate strategy retreats.</p>
Industry development	<p><i>Provide access and assistance for industry entry to minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations</i></p> <p>Temescal will support industry diversification by continuing to engage THC Staffing for diversity-focused recruiting services and by holding job fairs. During these events, which are marketed to diverse communities and individuals through local partnerships, Temescal leadership interacts with prospective agents, and provides information about cannabis employment including opportunities for formerly incarcerated individuals, such as cannabis record expungement.</p>

	<p>Temescal attends cannabis industry events such as those produced by the Minority Cannabis Business Association and local organizations like Equitable Opportunities Now (EON), which intend to connect equity applicants with existing ME operators and resources. Temescal’s outreach to equity applicants converts to informal mentoring sessions and behind-the-scenes tours of operational marijuana facilities. Individualized attention and mentorship converts to better-informed prospective business leaders, and Temescal is researching fiscally responsible methods for “scaling up” mentorship programs amongst existing production and retail operations.</p> <p>Temescal is also a resource for the Cannabis Control Commission’s Social Equity Program, and the company’s corporate development director served on the industry panel for the program’s first seminar on June 1, 2019. Temescal will continue to offer its expertise to the Commission’s social equity initiatives. Temescal has also offered site tours to the Social Equity Program members, who will schedule a group visit(s).</p>
Industry diversity	<p><i>Increase the number of businesses owned by minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations that can contract or otherwise do business with Marijuana Establishments.</i></p> <p>Temescal has established a relationship with Framingham Community Partners, which is supported by non-profit United Way, and provides services to diverse individuals. Temescal acts as an educational resource to disambiguate myths and misperceptions about cannabis, and to provide evidence-based information about cannabis products, and insight into cannabis business operations. In this way, Temescal helps dismantle prohibition-era stigmas, and normalize responsible cannabis use by adults, and promote participation in the industry by diverse groups.</p> <p>Temescal also utilizes resources such as the MA Supplier Diversity Office to search for certified minority-, woman- and veteran-owned businesses for vending and contracting. Temescal will continue to seek out and engage diverse businesses to ensure communities most harmed by cannabis prohibition are given access to the benefits it potentiates.</p>

Community Demographics (2015 ACS data)

Municipality	Black or African Amer.	Asian	Latino/a/x or Hispanic	Most Common Non-English Languages
Worcester	11.4%	7.2%	20.8%	Spanish, African Languages, Vietnamese
Hudson	1.9%	2.7%	3.9%	Portuguese, Spanish, Chinese
Framingham	5.9%	8.1%	15.5%	Spanish, Portuguese, Russian
Pittsfield	5.4%	1.8%	5.4%	Spanish, Russian, Portuguese

DIVERSITY PLAN PROGRAMS AND MEASUREMENTS

Temescal has engaged equity-specialist cannabis recruitment firm THC Staffing for an annual legal/compliance audit and success evaluation of its Diversity Plan. Diversity plan goal metrics and programs are as follows:

<p>Program: Advertise employment opportunities in diverse publications or other mediums Metrics: 1 advertisement/quarter if actively hiring; meet or exceed local demographic diversity by year 5 Measured: Annually Data source: Demographic survey issued annually or after major staffing events Qualitative metric: Temescal should expect, over time, to interview more, more-diverse and better-prepared candidates residing in the cities of Worcester and Pittsfield and other municipalities where Temescal operates.</p>
<p>Program: Advertise employment opportunities tailored to individuals falling into the listed demographics with career centers, unless prohibited by law (e.g., MassHire receives federal funding and will not engage cannabis jobs); Provide individualized mentorship to listed demographics Metrics: 1 advertisement/quarter if actively hiring; 1 diverse individual promotion/year Measured: Quarterly Data source: Performance improvement plans issued by supervisors; HR/Compliance records; Demographic survey Qualitative metric: Temescal should expect, over time, to interview more, more-diverse and better-prepared candidates residing in the cities of Worcester and Pittsfield and other municipalities where Temescal operates; and should, over time, require fewer outside hires for management positions.</p>
<p>Program: Establish relationships with specific organizations that are diversity-focused for the purposes of (a) Networking with their constituencies for employment purposes; (b) Providing information on employment opportunities; (c) Providing trainings or informational sessions for individuals falling into the above-listed demographics on the marijuana industry Metrics: host or participate in 1 event/quarter Measured: Quarterly Data source: Accounting records; Marketing calendar Qualitative metric: Temescal should expect, over time, to see normalization of the cannabis industry, and the reduction of barriers to entry into the industry in areas of disproportionate impact, e.g., access to funding and financial products; access to suitable and compliant real estate; social-familial prejudice against cannabis.</p>
<p>Program: Provide recruitment meetings and job fairs with a focus on attracting individuals falling into the above-listed demographics Metrics: 2 job fair participations/year Measured: Quarterly Data source: Accounting, HR and Compliance records; Marketing calendar Qualitative metric: Temescal should expect, over time, to interview more, more-diverse and better-prepared candidates residing in the cities of Worcester and Pittsfield and other municipalities where Temescal operates.</p>



Energy Compliance Plan

Temescal Wellness will continue to operate marijuana establishments in compliance with 935 CMR 500, including energy compliance requirements. Temescal Wellness is a proven operator of state permitted, vertically integrated cannabis companies, serving patients since 2016 in New Hampshire. As of September 2020, Temescal operates three Registered Marijuana Dispensary (RMD) licenses and operates co-located adult-use marijuana licenses at its cultivation and product manufacturing in Worcester, and retail dispensaries in Hudson, Pittsfield, and Framingham.

Temescal is currently under an energy compliance extension and is working to ensure compliance with all energy requirements by the end of the extension period.

Whenever possible and cost efficient, including when equipment fails and needs to be replaced, Temescal will identify potential energy-use reduction opportunities. Energy use is currently being monitored via analyzing billing from meter reads of usage, submission of the energy extension survey, and Cannabis Power Score calculation to analyze where improvements in energy use can be made. Temescal has long-term plans (approximately the next 2-3 years) to either renovate and expand their existing production facility, with the inclusion of more energy efficient equipment, or potentially build a new facility with energy efficiency considerations at the forefront of design and construction.

Temescal currently utilized LED, fluorescent, and HPS horticultural lighting, all of which have been approved for safety from an OSHA recognized NRTL. Temescal continues to implement LED lighting through its facility wherever possible and will do so in future renovations/builds. Lighting schedules for cannabis plants are set to industry standards, and lighting throughout the facility in non-cultivation areas is on automatic timers, so they turn off when no motion is detected in order to save energy. Eye safety plan has been developed for compliance with energy compliance letter. Temescal continues to work through its energy extension period with engineering firm on its energy compliance letter.

Temescal utilizes a sophisticated water and humidity monitoring and delivery system that monitors environmental factors throughout the cultivation spaces, and adjusts humidity and temperature based on data gathered from sensors in the rooms. Watering of plants is also conserved through this system, as the system can detect when the plant has had enough water, so only the amount of water needed is used, and no more.

Temescal engages in single stream recycling and reuses cardboard boxes for product deliveries. Temescal also engages in an ink and toner cartridge return program through Canon to avoid unnecessary trash. Temescal will continue to work to identify additional areas where reuse and recycling can take place, as well as energy efficiency incentives offered by service providers. Temescal opts for paperless options whenever possible when engaging with outside vendors and service providers.

Through its designated facilities manager, Temescal maintains, calibrates, and ensures all equipment is working properly including lighting, HVAC, and dehumidification systems, and ensures any issues that occur with equipment are addressed, and that equipment is replaced with more energy efficient option wherever possible. Temescal will continue overtime to develop its list of energy reduction opportunities on an on-going basis and make modifications wherever possible.

Manufacturing Safety Plan

Temescal has extensive experience designing and operating East Coast cannabis production facilities, and the Worcester manufacturing facility features aggressive humidity control and robust insulation to ensure control of environmental conditions. Temescal Wellness's production team has been trained to understand and operate in compliance with all adult-use marijuana laws and regulations, including especially 935 CMR 500 et seq., and will be re-trained on revised company policies and procedures that include provisions for and references to future updated adult-use regulations.

Temescal trains all manufacturing agents to operate the Worcester facility, and the equipment and programs therein, using multiple modalities: seminar, lecture, demonstration/train-the-trainer, video, webinar. Comprehension is ensured through written and verbal confirmation, and on-the-job observation (SOP or task audit).

Temescal's adult-use marijuana product manufacturing practices mirror its practices for medical marijuana, including but not limited to the use of:

- Class 1 Division 1 and 2 rooms for hazardous material storage and solvent-based extraction equipment operation. These rooms were designed and built in consultation with the Worcester departments of fire prevention, building inspection, public works, and plumbing and gas inspection.
- Solvent-based extraction: EtOH, BHO
- Solvent-less extraction: rosin press, water hash
- Extraction lab equipment (rotary evaporator, vacuum ovens, distillation columns, etc.)
- Commercial kitchen equipment (induction plates, three-bay sink, food-grade utensils)

Any marijuana or marijuana product that poses a contamination threat may be remediated per manufacturing protocols or are disposed of in compliance with 935 CMR 500.105(12). All manufacturing activities are performed in compliance with state and local regulations, including requirements for agents working in direct contact with cannabis to adhere to food GMP and food-handler regulations. Agents are trained to adhere to strict personal hygiene and sanitary standards, such as wearing sterile, powder-free gloves whenever handling cannabis. Any work/transport surfaces that touches cannabis are food-grade stainless steel or plastic. Temescal's manufacturing manager is trained as a Serve Safe Manager including allergen awareness and conducts training with her staff based on these safety standards.

Temescal operates and maintains all equipment, including furniture, fixtures, equipment and tools, in a safe and sanitary manner. Sanitizing product containers are properly labeled and stored in designated, non-production areas to ensure safe use, and safety data sheets (SDS) are stored in binders throughout the facility to ensure easy access. All marijuana, including finished products and material awaiting disposal, is stored in compliant containers and conditions.

Manufacturing operations and work assignments are divided generally into the following lifecycle stages: raw material preparation, extraction, infusion, and packaging/labeling. At minimum, analytical testing is performed on extract raw material; on extracted concentrate products; and on finished or formulated products with 935 CMR 500.160 to determine cannabinoid profile and verify no contaminants are present. Product weight is recorded in inventory management software using calibrated, use-specific scales and balances which are certified and sealed annually by Worcester Weights and Measures.

Creating a marijuana infused product has four major steps:

1. Extraction of cannabis material into concentrate
2. Formulation of that concentrate into a bulk liquid with the particular composition for a particular product
3. Filling that liquid into molds, cartridges, bottles, or capsules for that particular product
4. Packaging and Labelling those filled or molded products into their correct packaging and applying the correct label.

Manufacturing Agents are trained on role-specific policies and procedures. SOPs governing manufacturing include:

- Frequently Used Terms and Acronyms
- Introduction
- The Basics
- The Process, in General
- Process Flowchart Example
- Flowchart for General Processing using BHO as Primary Extraction
- Overview of Primary Extraction Methods
- SOPs for Production Processes
 - Hydrocarbon Extraction Using the PX10 by Precision
 - Preparation and Set-Up
 - Operating the PX10
 - Preparing material for Vacuum Oven
 - System Maintenance
 - Making Wax
 - Making Infusions from BHO
 - Making Cartridges from BHO
- Cold Brewed Ethanol Extraction
- Ethanol Evaporation, Carbon Treatment, and Purging
 - Evaporation Steps
 - Activated Carbon Treatment
- Final Ethanol Removal and Purging
- Winterization Treatment
- Activated Carbon Treatment
- Short Path Distillation Using the 2" Pope WFE
- Rosin Extraction
- Bubble Hash Extraction
- Overview of Cannabis Infused Products

Temescal received all relevant Worcester permits – such as Food Protection from the Inspectional Services, flammable storage permit and local occupancy permits and commits to continuing to keep these permits up to date. The Worcester production facility was designed to maximize production capacity, and features equipment such as a Damatex building control system and high-throughput extraction equipment.

In addition to producing cannabis and infused products for sale at its three medical and retail dispensaries, Temescal will continue to procure additional manufacturing raw material supply and finished product from wholesale partners as required to meet demand and provide a diverse product supply. In this way, the company will continuously seek to expand supplier roster to maintain alignment with the organic growth of both medical and adult-use markets. Temescal has over three years of experience in other states executing wholesale cannabis purchases and sales and maintains detailed production planning and inventory management plans to ensure product stock and quality.