



# Massachusetts Cannabis Control Commission

## Public Record Request

### Marijuana Product Manufacturer

#### General Information:

License Number: MP281343  
Original Issued Date: 06/09/2020  
Issued Date: 06/09/2020  
Expiration Date: 06/09/2021  
Payment Received: \$10000      Payment Required: \$10000

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Treeworks of Massachusetts LLC

Phone Number: 413-687-5762      Email Address: info@treeworksma.com

Business Address 1: 3 West Street	Business Address 2:
Business City: Hatfield	Business State: MA
	Business Zip Code: 01088
Mailing Address 1: 3 West Street	Mailing Address 2:
Mailing City: Hatfield	Mailing State: MA
	Mailing Zip Code: 01088

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

### RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

## PERSONS WITH DIRECT OR INDIRECT AUTHORITY

### Person with Direct or Indirect Authority 1

Percentage Of Ownership: 19.6      Percentage Of Control: 28

Role: Executive / Officer      Other Role:

First Name: MacKae      Last Name: Freeland      Suffix:

Gender: Male      User Defined Gender:

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

Specify Race or Ethnicity:

### Person with Direct or Indirect Authority 2

Percentage Of Ownership: 19.6      Percentage Of Control: 28

Role: Executive / Officer      Other Role:

First Name: Milo      Last Name: Childs Campolo      Suffix:

Gender: Male      User Defined Gender:

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

Specify Race or Ethnicity:

### Person with Direct or Indirect Authority 3

Percentage Of Ownership: 19.6      Percentage Of Control: 28

Role: Executive / Officer      Other Role:

First Name: Timothy      Last Name: Kane      Suffix:

Gender: Male      User Defined Gender:

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

Specify Race or Ethnicity:

### Person with Direct or Indirect Authority 4

Percentage Of Ownership: 11.2      Percentage Of Control: 16

Role: Owner / Partner      Other Role:

First Name: John      Last Name: Markes      Suffix:

Gender: Male      User Defined Gender:

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

Specify Race or Ethnicity:

## ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

### Entity with Direct or Indirect Authority 1

Percentage of Control: 100      Percentage of Ownership: 100

Entity Legal Name: Treeworks INC      Entity DBA:      DBA:

Entity Description: Parent Company owning Treeworks of Massachusetts LLC      City:

Foreign Subsidiary Narrative:

Entity Phone: 413-687-5762      Entity Email: info@treeworksma.com      Entity Website:

Entity Address 1: 3 West Street      Entity Address 2:

Entity City: Hatfield      Entity State: MA      Entity Zip Code: 01088

Entity Mailing Address 1: 3 West Street

Entity Mailing Address 2:

Entity Mailing City: Hatfield

Entity Mailing State: MA

Entity Mailing Zip Code:

01088

Relationship Description: Treeworks Inc is a C-Corp Established in Delaware with 100% ownership of Treeworks of Massachusetts LLC

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

##### Individual Contributing Capital 1

First Name: John

Last Name: Markes

Suffix:

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of the Capital Provided: \$180000

Percentage of Initial Capital: 30

Capital Attestation: Yes

#### CAPITAL RESOURCES - ENTITIES

No records found

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 3 West Street

Establishment Address 2:

Establishment City: Hatfield

Establishment Zip Code: 01088

Approximate square footage of the Establishment: 3500

How many abutters does this property have?: 11

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	ccc host agreement .pdf	pdf	5c19886721b7c17a8fe2d8af	12/18/2018
Community Outreach Meeting Documentation	TW community outreach attchment CCC 12.18.17.pdf	pdf	5c198a306f99f37acbf2f82b	12/18/2018
Community Outreach Meeting Documentation	Legal notice for community outreach.PNG	png	5c198a5221b7c17a8fe2d8b3	12/18/2018
Plan to Remain Compliant with Local Zoning	Plan to remain compliant with local zoning.pdf	pdf	5c198b1b550ac07ab72ad083	12/18/2018
Community Outreach Meeting Documentation	Attachment B.jpg	jpeg	5e46bafc5b05c304785e8078	02/14/2020
Community Outreach Meeting Documentation	Attachment C.pdf	pdf	5e46bbcc7b9883042b37264d	02/14/2020

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

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	PPIAoDI 3.0 2.14.20 RFI 2.pdf	pdf	5e46bc4e64339304b08ff903	02/14/2020
Plan for Positive Impact	2020-02-14 (2).png	png	5e46bc814fa2b004756a20c8	02/14/2020
Plan for Positive Impact	C3RN COE PIP Letter_Treeworks_12.28.19_Final (1).pdf	pdf	5e46bca91c3b1d04a32b2a34	02/14/2020

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### INDIVIDUAL BACKGROUND INFORMATION

##### Individual Background Information 1

Role: Executive / Officer

Other Role: President

First Name: MacKae

Last Name: Freeland Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

##### Individual Background Information 2

Role: Executive / Officer

Other Role: Treasurer

First Name: Timothy

Last Name: Kane Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

##### Individual Background Information 3

Role: Executive / Officer

Other Role: Secretary

First Name: Milo

Last Name: Childs Campolo Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

##### Individual Background Information 4

Role: Executive / Officer

Other Role:

First Name: John

Last Name: Markes Suffix:

RMD Association: Not associated with an RMD

Background Question: yes

#### ENTITY BACKGROUND CHECK INFORMATION

##### Entity Background Check Information 1

Role: Parent Company

Other Role:

Entity Legal Name: Treeworks INC

Entity DBA:

Entity Description: Parent company sole owner

Phone: 413-687-5762

Email: info@treeworksma.com



Primary Business Address 1: 3 West Street

Primary Business Address 2:

Primary Business City: Hatfield

Primary Business State: MA

Principal Business Zip Code:

01088

Additional Information: ATTENTION:

Business documentation for Treeworks INC has been uploaded on the previous page "individual background information" under the title: Document Name: certificate of incorp. Treeworks Inc.pdf  
Document Category: MA Driver's License.

This is in response to your request for Treeworks business documentation to be included in the background packet. We were unable to find another location for this document to be uploaded.

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	cert of good standin.pdf	pdf	5c145f905c9a65176fa4551b	12/14/2018
Secretary of Commonwealth - Certificate of Good Standing	cert of org of llc.pdf	pdf	5c17bb19145bca17a1f4cbd9	12/17/2018
Articles of Organization	article of organiz.pdf	pdf	5e061d9a2f1a065311396ffe	12/27/2019
Bylaws	DR4.21 Treeworks Inc Bylaws RFI 2.pdf	pdf	5e062958cb8cc6573ebd1904	12/27/2019

No documents uploaded

Massachusetts Business Identification Number: 001329076

Doing-Business-As Name:

DBA Registration City: Hatfield

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	TW Business Plan. CCC final draft 12.17.18.pdf	pdf	5c1810ca7579041fd5c68a43	12/17/2018
Plan for Liability Insurance	CCC Plan to obtain Liability insurance 12.17.18pdf.pdf	pdf	5c1957ba5e6ec11ff3811afd	12/18/2018
Proposed Timeline	Revised timeline 12.26.19 RFI 2.pdf	pdf	5e062a3fcb8cc6573ebd1908	12/27/2019

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Method used to produce products	Methods used to produce products.pdf	pdf	5c181c46ebc94e1fcf00f659	12/17/2018
Sample of unique identifying marks used for branding	Samples of unique identifying marks for branding.pdf	pdf	5c181c561fb80f201103d2db	12/17/2018
Restricting Access to age 21 and older	restricting access to 21 years and older.pdf	pdf	5c181c74868cbd200705e336	12/17/2018

Security plan	security plan.pdf	pdf	5c181c841fb80f201103d2e3	12/17/2018
Prevention of diversion	prevention of diversion .pdf	pdf	5c181c8eebc94e1fcf00f661	12/17/2018
Storage of marijuana	Storage of Marijuana.pdf	pdf	5c1823a9c9f8321ffd060bef	12/17/2018
Inventory procedures	Inventory Procedures.pdf	pdf	5c1823d51fb80f201103d30d	12/17/2018
Quality control and testing	Quality Control and Testing.pdf	pdf	5c1823edebc94e1fcf00f695	12/17/2018
Record Keeping procedures	Recordkeeping Procedures.pdf	pdf	5c18242e7d12851fdf98d539	12/17/2018
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	5c182442cf55121fe90783bd	12/17/2018
Qualifications and training	Qualifications and Training.pdf	pdf	5c182456c9f8321ffd060bf3	12/17/2018
Transportation of marijuana	Transportation of Marijuana v 2.0 pdf.pdf	pdf	5d83dfacd8b08e1dbf146f21	09/19/2019
Method used to produce products	Types of products manufactures v3.0 12.23.19 pdf.pdf	pdf	5e00eb5fb7ff09534ba00a8e	12/23/2019
Personnel policies including background checks	Personnel Policies Including Background Checks RFI 2 12.27.19.pdf	pdf	5e061d35f76dd253236e25b5	12/27/2019
Diversity plan	Diversity Plan 3.1.pdf	pdf	5e46bd3d02a6e7045352d14b	02/14/2020

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

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

#### COMPLIANCE WITH DIVERSITY PLAN

No records found

#### PRODUCT MANUFACTURER SPECIFIC REQUIREMENTS

No records found

#### HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 6:00 PM
Tuesday From: 8:00 AM	Tuesday To: 6:00 PM
Wednesday From: 8:00 AM	Wednesday To: 6:00 PM
Thursday From: 8:00 AM	Thursday To: 6:00 PM
Friday From: 8:00 AM	Friday To: 6:00 PM
Saturday From: 8:00 AM	Saturday To: 6:00 PM
Sunday From: Closed	Sunday To: Closed



*"Breathe In, Branch Out"*

**Business Plan**

**Timothy Kane**

**MacKae Freeland**

**Milo Childs Campolo**



Table of Contents

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1) Executive Summary.....Page 3

2) Meet the Founders of Treeworks.....Page 7

3) Business Overview.....Page 9

4) Operational Plan.....Page 10

5) Value Proposition.....Page 15

6) Industry Analysis.....Page 16

7) Conclusion.....Page 32

### Our Vision

*Treeworks (TW) is a cannabis product manufacturing company based out of Massachusetts. We have been eagerly anticipating the end of cannabis prohibition here in MA, and are excited to*



# treeworks

*offer our community legal products. Treeworks will provide Massachusetts retail facilities with a variety of high quality products fulfilling a wide range of consumer needs. The Co-Founders Milo Childs Campolo, MacKae Freeland, and Timothy Kane are prepared to stay at the forefront of this dynamic and fast-growing industry with their exceptional experience in the cannabis industry, sales and business operations. Treeworks will excel in creating a profitable corporation while maintaining responsible business practices, environmental consciousness, and local values.*

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#### Project Scope

- Treeworks is a new cannabis business created by locals for locals of the state of Massachusetts. The company has the intention of bettering our communities with cannabis infused products and appealing to a wide range of consumers looking for healthy lifestyle supplements
- Treeworks will start with one manufacturing facility to produce TW branded cannabis products to sell wholesale to dispensaries.
- Treeworks will seek to expand their operation when funding and the industry allows. Into but not limited to: Cultivation, retail and social consumption.

#### Objectives

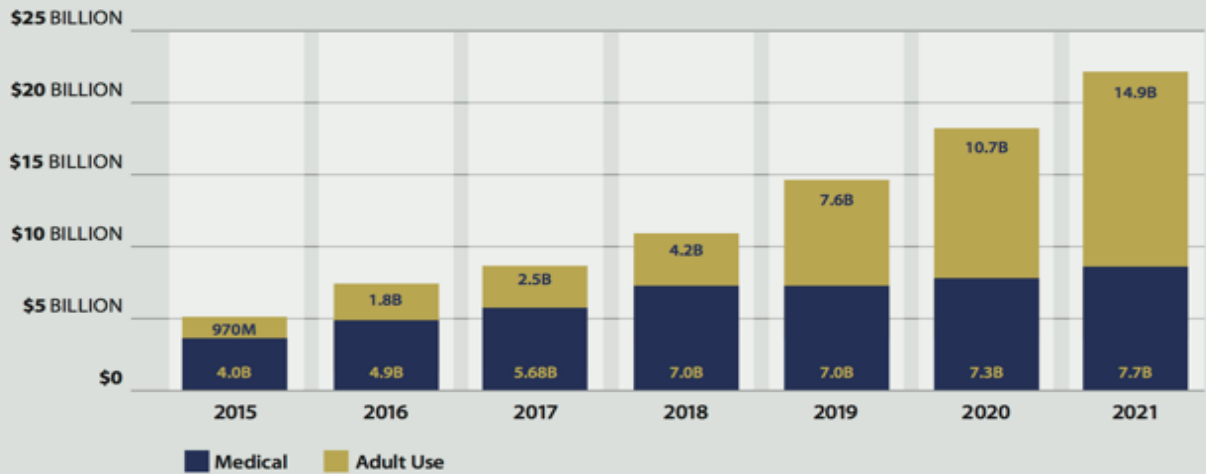
- To create a wholesale cannabis manufacturing business in the state of MA
- To be fully compliant with cannabis business regulations
- To be financially prepared for interstate and cross-license expansion
- To create products with unmatched quality and legitimate health and lifestyle benefits
- To better our communities with our products and presence. Treeworks will participate in community enrichment in all locations

#### Market

- The US cannabis market is growing at a tremendous rate and projects to reach 22 billion in revenue by 2021. The MA market projects 1 billion in revenue by 2021



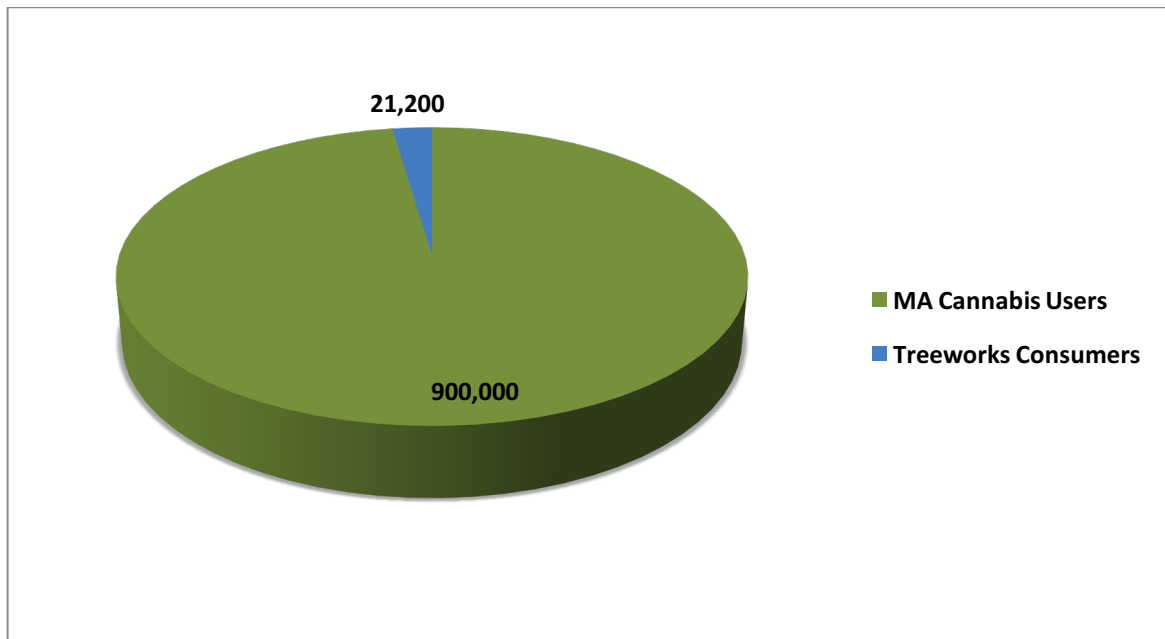
### ► North American Legal Cannabis Spending 2015-2021



### Customers

- Adults 21+
- Those seeking alternative consumption techniques from the typical form of smoking cannabis flower such as, edibles, treats, vaporizer pens, and medicinal tinctures

### Treeworks Customer Market Share



## **Competitors**

- Other Massachusetts permitted facilities including:
  - Pre-existing Medical Marijuana establishments adopting recreational permits
  - New Recreational Applicants: As of Sept. 20, CCC reviewing 143 applications statewide, 11 from Hampshire County, 8 from Hampden County, 13 from Berkshire County and 6 from Franklin County. 39 of 143 applicants are product manufacturers.

## **Our Advantage**

- Treeworks has a competitive advantage over the other suppliers because of its ability to deliver a high-quality product with a diverse range of applications. The exceptional sales team, local knowledge, and friendly spirit will ensure smooth and efficient relations between buyers and suppliers. The products are crafted by cannabis experts in the fields of cannabis extraction, industry advancement, and medical applications. Treeworks is dedicated to bringing exceptional products to the community that will enhance the lives of those who consume them. Consistency with products, supply, and company values will secure a loyal customer base



## Meet the Management Team of Treeworks:

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**Milo Childs Campolo**

➤ **Director of Product Development**

**Responsibilities:** Develop top-notch recipes and an exceptional product line. Ensure batch consistency and the highest standards of quality control. Innovate new, creative products to stay at the cutting edge of the emerging cannabis industry.

**Experience:** *Three years of cannabis sales and production experience working within the medical and recreational cannabis industries in Oregon. BS in community oriented social sciences.*

**MacKae Freeland**

➤ **Director of Marketing**

**Responsibilities:** This role will develop and implement brand and market strategy including, but not limited to campaigns, events, digital marketing, and PR.

**Experience:** *Three years experience operating \$3M restaurant group. Three years experience in sales and marketing. Degree in Business Administration with a focus in Marketing.*



**Timothy Kane**

➤ **Director of Operations**

**Responsibilities:** The director of operations will ensure that all tasks are being carried out with unmatched quality, attention to detail, and a lean operational structure. This role will oversee the logistics and ensure excellence in production.

**Experience:** *Extensive leadership training through NOLS and Zoar Outdoor. Eight years experience managing small businesses and supervising operations here in Western Mass.*



**John Markes**

➤ **Director of Finance & Compliance**

**Responsibilities:** John will assume responsibility for Treeworks' Finance, Regulatory Compliance and Strategic Growth Initiatives. He will oversee all financial aspects of the business and observe and implement necessary business changes when needed.

**Experience:** *Founder of 3 companies, John has 35+ years of healthcare and banking experience with expertise in strategic planning, accounting/finance, operations, acquisitions and sales leadership. He has worked for both large public companies and as an entrepreneur having founded multiple niche market companies.*



### Treeworks Advisors and Consultants

- **Vicente Sederberg Law Group:** *Boston, MA*-Cannabis law experts
- **Nick Hammond:** *Salt Lake City, UT* - Branding and Design, Owner Nick Hammond Design
- **Brendan Baker:** *Oakland, CA* - Cannabis business mentor, owner of cannabis manufacturing company
- **Tom Buswell:** *Boulder, CO* - Manager at Sweet Mary Jane's Kitchen in Boulder
- **Alison Childs:** *Hatfield, MA* - Community outreach specialist, head of Treeworks recipe development
- **Bob Koolkin:** *Charleston, SC* - Entrepreneur, Former business owner
- **Lauren Grahek:** *Medford, OR* – Treeworks stokeswoman and event rep
- **Devin Molaghan:** *Northampton, MA* – Strategy and Marketing consult

## Business Overview

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### Treeworks Business Model

- B2B wholesale cannabis infused product manufacturing
- Lean Six Sigma waste free work environment
- Crafting a manufacturing business capable of fast growth and advancement of product lines
- Geographically primed for expansion to nearby locations as more states legalize and legislation allows

## SWOT Analysis

Strengths	Weaknesses	Opportunities	Threats
<ul style="list-style-type: none"><li>• Offering best-selling products that have had notable success in other legal markets</li><li>• Innovative products with wide ranging applications</li><li>• Passionate about Massachusetts and supporting the local economy</li><li>• Entering highest profit margin sector in the industry with B2B business</li></ul>	<ul style="list-style-type: none"><li>• Maintaining compliance with new and changing legislation</li><li>• Cannabis has not been endorsed by every state resident</li><li>• Limited industry networking opportunities during permitting period</li><li>• Small business in a corporate industry</li></ul>	<ul style="list-style-type: none"><li>• Gross margin increases</li><li>• Creative product innovation</li><li>• Legislation expansion opening direct sales from business to consumer through social consumption opportunities</li><li>• Retail storefronts increasing, creating added consumerism</li><li>• Expansion of consumer base</li></ul>	<ul style="list-style-type: none"><li>• Not federally legal</li><li>• Possible saturation in the market</li><li>• Limited banking opportunities</li><li>• Ever developing and changing legislation</li></ul>

### Weakness and Threat Mitigation

- Treeworks will be fully compliant and stay up to date on state cannabis legislation
- TW will participate in quarterly local enrichment programs to gain acceptance from MA communities
- TW will boost the local economy by creating revenue, jobs, and beneficial cannabis supplements
- TW will help normalize cannabis consumption in society by creating dialogue and education initiatives to bring awareness to the legitimate health benefits of the products
- Massachusetts State Police Chief has stated support for state laws (including cannabis industry) and will protect those who are under the law and compliant with all rules and regulations
- Treeworks will establish market share with superior product line
- The team will exemplify professionalism in all facets of this business

## Operational Plan

### Products

#### Distillate Pen

- Distillate filled vape cartridges with Bamboo tips
- Cartridges will come in both .5 gram and 1 gram sizes
- Simple vapor pen design provides an easy, enjoyable, and healthier smoking experience with no carcinogens

#### Tincture

- Alcohol and MCT Oil based THC, CBD and THC-A
- **Flavors:** Honey Lemon, Peppermint
- CBD and THC-A have no psychoactive properties
- Tinctures are ideal for medicinal uses
- Easy dose control with a clearly labeled dropper

#### Soft Chew

- Fruit flavored soft chew infused with cannabis
- **Flavors:** Blueberry, Lemon, Coconut, Lime, Strawberry
- Vegan chew with greater market appeal
- Easy and convenient treat with reduced activation time

#### Salve

- Medicinal pain and burn cream for topical use
- Non psychoactive properties
- Created with coconut oil and beeswax
- Infused with essential oils that promote healing
- A great way for non conventional users to get the benefits of cannabis

#### Chocolate

- Chocolate bars infused with cannabis
- **Flavors:** Milk chocolate, milk chocolate raspberry, dark chocolate mint, dark chocolate coffee
- Tasty chocolate treat that makes consumption delicious and easy
- Evenly distributed THC amounts for accurate 5 mg dosage



## Location

- 6 West St., Hatfield, MA, direct access to I-91 South and North, and easy access to I-90 and Rt. 2
  - Easy for vendors and suppliers to access location
  - Convenient for distribution to the many businesses supplying/buying TW products
- TW facility is all encompassing for the business by housing:
  - Kitchen
  - Warehouse
  - Supply inventory
  - Offices

## Supply and Inventory

	Ingredients	Product Packaging and Supplies
Soft Chew	<ul style="list-style-type: none"><li>• Gelatin</li><li>• Rice syrup</li><li>• Cane sugar</li><li>• Carrot juice concentrate</li><li>• Beet juice</li><li>• Citric acid</li></ul>	<ul style="list-style-type: none"><li>• Bags from recycled material</li><li>• Cooking supplies</li></ul>
Tincture	<ul style="list-style-type: none"><li>• High quality grain alcohol</li><li>• MCT Liquid Coconut Oil</li><li>• Food grade essential Oils</li><li>• Food grade vegetable glycerin</li></ul>	<ul style="list-style-type: none"><li>• 2oz. amber glass dropper bottles</li><li>• Cooking supplies</li><li>• Cheese cloth</li></ul>
Vaporizer Cartridges	<ul style="list-style-type: none"><li>• Distillate</li><li>• Cannabis terpenes</li></ul>	<ul style="list-style-type: none"><li>• Cartridge w/ wooden tip</li><li>• Batteries</li><li>• Recycled cardboard packaging</li></ul>
Pain Salve	<ul style="list-style-type: none"><li>• Olive Oil</li><li>• Coconut Oil</li><li>• Essential Oils</li><li>• Beeswax</li></ul>	<ul style="list-style-type: none"><li>• 1 and 2 oz glass jars</li></ul>
Chocolate	<ul style="list-style-type: none"><li>• Chocolate</li><li>• Caramel</li><li>• Peanuts</li><li>• Almonds</li></ul>	<ul style="list-style-type: none"><li>• Foil wrapped</li><li>• Recycled outer packaging</li></ul>

\*All Treeworks products will use child resistant packaging in compliance with the CCC regulations

- Food ingredients will aim to come from local, organic farmers
  - Those ingredients not available locally will be sourced from sustainable companies
- The cannabis will come from credible Massachusetts growers that adhere to all state regulations

- Cannabis distributors will be limited in the initial phases

### Inventory Management

- Treeworks will maintain ingredient stock for 1 month of production initially
- Perishable ingredients will be stored in containers that prolong shelf life and minimize spoiling
- Inventory will be handled and managed in compliance with Massachusetts CCC regulations

## Production and Distribution

### Stages of Production



### Labor Strategy

- Pay all employees a competitive wage
- High retention rate through competitive pay and positive workplace environment
- Less turnover saves money and time on training and registering employees as “marijuana establishment agents” per CCC regulations
- Simplicity in product base offering 5 core items, maximize efficiency

### Production of Goods

Table represents amount of goods Treeworks will be able to produce in a normal business week

- All production will take place in the Treeworks facility

Chews	Chocolate	Tincture	Salve	Vaporizer Cartridge
360 Packs Pack: 20 5g Chews	250 Bars 2oz Bars	750 Bottles 2oz each	1000 Jars 1&2oz Jars	1200 Cartridges ½ Gram Carts.

- Quality management will ensure all products meet rigorous standards before they leave the facility



## **Future Growth**

### **Increasing Profits**

- Upon a successful launch:
  - Fine tune operating procedures, increase operating capacity, and add additional employees
  - Gauging products on best gross margin while appealing to the core mission and remaining at the forefront of the market

### **Adding to Product line**

- Treeworks will remain competitive by introducing new products into the market regularly

### **Future Products**

- **Chocolates**
  - Turtles
  - Chocolate covered espresso beans
  - Chocolate covered blueberries
- **Salves**
  - Burn cream
  - Itch cream
  - Sex lube
- **Candies**
  - Hard Candy
  - Tropical Fruit Chews
  - Maple Caramels
- **Tinctures**
  - THC-A tinctures
  - Rick Simpson Oil Capsules
- **Extractions**
  - Rosin
  - Sauce
- **Cartridges**
  - Premium full spectrum cartridges
- **Drinks**
  - Kombucha
  - Energy drink
  - Sparkling water
- **Coconut/cacao seed balls and Macaroons**

### **Facility expansion**

- Intra state expansion of production facilities to neighboring states
- Expand TW production sq. footage to meet operating capacity needs as demand grows
- Increase capacity and adapt marketing and nation-wide sales strategy upon federal legalization of cannabis

### **License Expansion**

- **Social Consumption**  
Incorporate cannabis cafe within 2 years of opening
  - This allows direct sales of TW products to consumers and will tap into a new cannabis market



- The cafes will be modeled as a comfortable, fun, and creative space, selling a variety of cannabis and non-cannabis products
- Original start up cafe located in a downtown setting
- TW will incorporate innovative transportation to and from the cafe for “guests who ingest”
- **Retail, Delivery + Cultivation**  
Explore additional cannabis licensing opportunities
  - **Retail:** Open small retail shop in neighboring town
  - **Delivery:** Incorporate TW delivery service to distribute TW products to dispensaries statewide and distribute other cannabis companies’ products as well
  - **Cultivation:** Incorporate microbusiness license and do cultivation as well as manufacturing

## Business Organization

### Ownership

- Milo Childs Campolo: Director of Product Development
- MacKae Freeland: Director of Marketing
- Tim Kane: Director of Operations
- John Markes: Director of Finance & Compliance

### Treeworks Team

- **Chemist, Cannabis Oil Extractor** (*1 employee*)
  - Refine raw cannabis flower into various oils through different extraction techniques
- **Head of Sales** (*1 employee*)
  - Lead the TW Sales team and ensure TW products and name reaches every corner of the state
- **Production Manager** (*1 employee*)
  - Oversee all kitchen production and packaging and ensure the highest level of batch quality and consistency
- **Cartridge Filling and Packaging** (*2-10 employees*)
  - Fill, cap and package distillate vaporizer cartridges for sale
- **Kitchen Production** (*2-10 employees*)
  - Produce and package infused edibles and tinctures for sale
- **Sales Representatives** (*1-3 employees*)
  - Visit all retail locations in MA and distribute products and merchandise
- **PT Accountant** (*1 employee*)
  - Balance the books, keep financial records

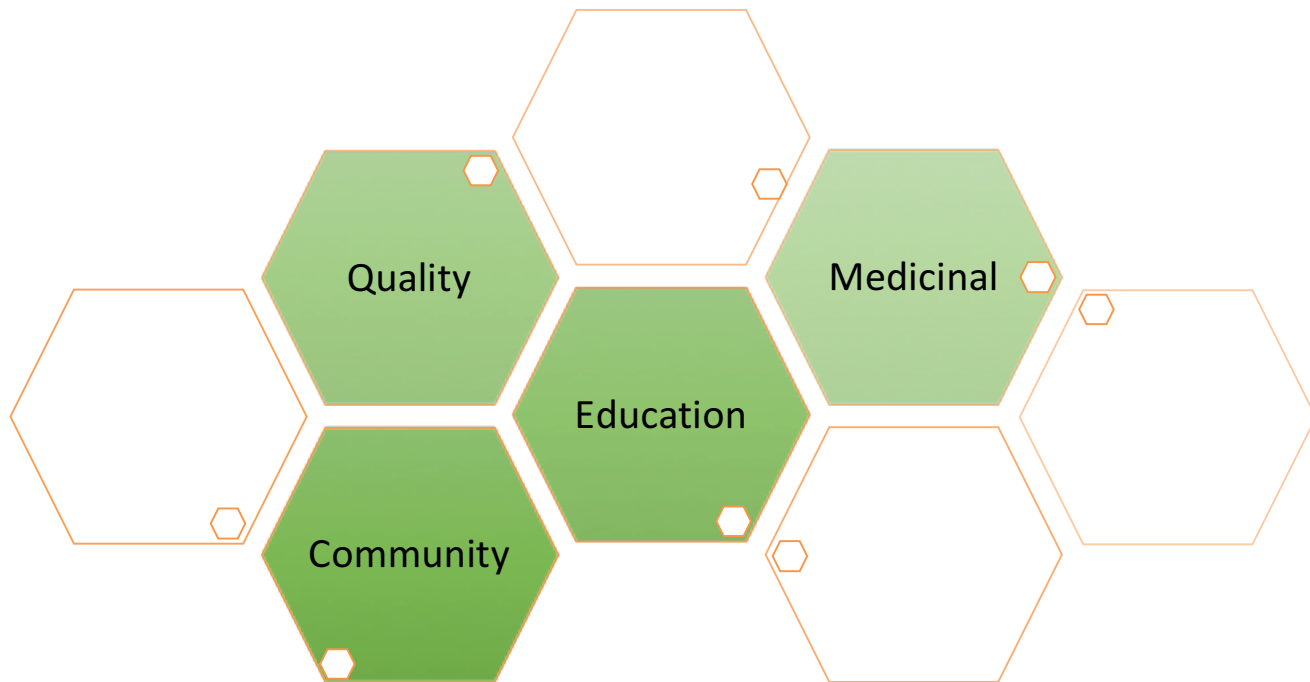
### Exit Strategy

Treeworks will operate an efficient and profitable cannabis manufacturing business. TW will expand production, diversify product line, increase market share and be a positive presence in the Western Mass community. Profits will be seen within 2 years of opening and enable a call of preferred stocks within 3-5 years of opening. TW owners will consider selling business if the appropriate business opportunity and sale price is presented. TW owners will consider owning and operating business long term if the right scenario presents.



## Value Proposition

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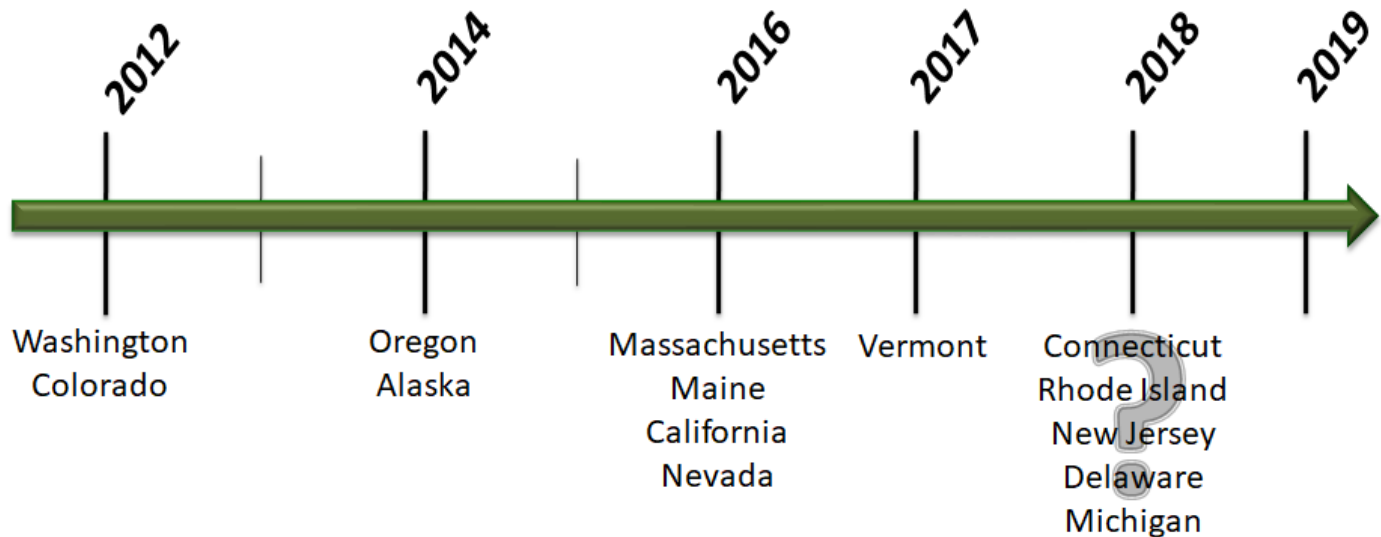
- **Quality**
  - Sourcing and using the highest quality raw ingredients available. Avoiding long ingredient lists, artificial ingredients and GMOs. All cannabis will be sourced locally
- **Medicinal**
  - TW goal is not to get everyone “high”, but rather to provide alternative forms of recreational and medical cannabis consumption. Much of the product mix will be THC infused, however it is the goal to specifically address medicinal needs through our tinctures. CBD, THC-A, and high dosage THC tinctures will be available to service the medical consumer
- **Educational**
  - Treeworks educates our consumers so they can choose a cannabis option that best serves their needs. Leaflets, workshops, and online resources will be available to guide consumers to the right purchase
- **Community**
  - Weekly Workshops “Cooking with Cannabis” teaching the public healthful ways to incorporate cannabis into their diet
  - Speaking at local cannabis events about benefits and diversity of cannabis
  - Treeworks quarterly volunteering: All owners participate in mandatory quarterly volunteer day to benefit the local community
    - Spring: Tree planting on Earth Day April 22, 2019
    - Summer: Trail work in state forest land. TBD
    - Fall: Source to sea clean-up, Connecticut River Conservancy
    - Winter: Treeworks Community Dinner (cannabis-free): Dec. 29, 2018

## Industry Analysis

### Industry Analysis

The cannabis industry is in a transitioning phase between the introduction stage and the growth stage

#### Timeline of Recreational legalization of cannabis in US states; when ballot initiative passed



\*Note: Vermont passed recreational cannabis through legislature, not ballot initiative

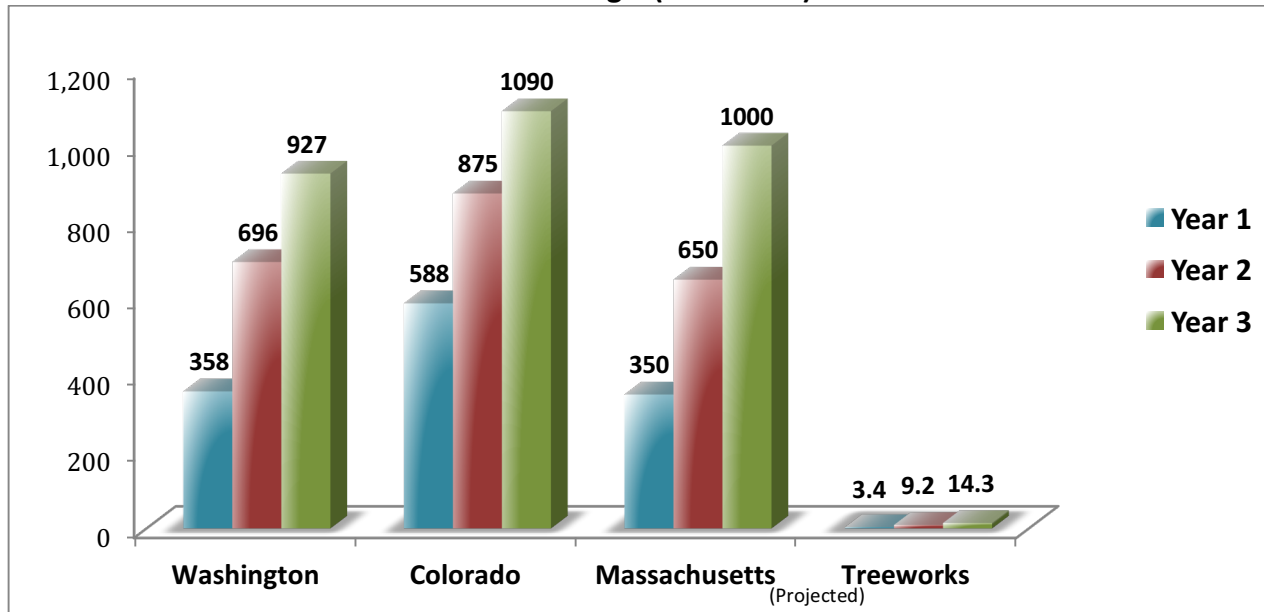
#### Nationally:

- US Projects 21 billion dollars in cannabis sales in 2021
- Majority of market not educated on benefits of cannabis
- High growth among businesses in Colorado, California, Oregon, Nevada, Alaska, and Washington
- Cannabis use in America has been growing fastest in older populations
- 455% increase over the last 14 years in ages 55-64, and a 333% increase in seniors age 65+
- Medical market and non-psychoactive THC-A and CBD products target non-traditional cannabis users
- Regular consumers spend approximately \$640 per year on cannabis products

#### Locally:

- Massachusetts recreational sales will begin as early as July 2018
- Massachusetts projects high sales immediately
- Mass Dept. of revenue projects tax revenue of \$44-82 million dollars for fiscal year 2019, which begins July 1, 2018
- Assuming maximum taxation rate of 20%, estimated \$220-410 million dollars in sales by year 1 of cannabis industry
- Total population of MA 6.9 million residents. 5.3 million are 21 and over
- Population 840 people per square mile
- 17.6% of surveyed adults smoked cannabis in past year in Massachusetts
- Massachusetts 3rd wealthiest US State w/personal per capita income of \$39,810
- Closest recreational legal state to New York, Connecticut and large metropolitan area

### State Cannabis Sales in First 3 Years of Rec Legal (In Millions)

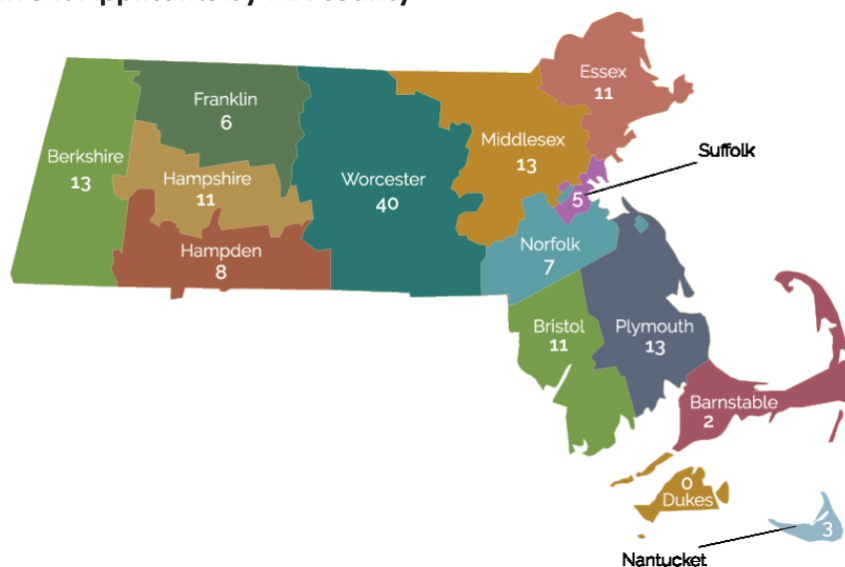


### Legal Environment

- Recreational cannabis legal in Massachusetts for adults 21+
- Cannabis products legally consumed on personal property
- All products must be tested by an independent testing laboratory before being distributed for sale
- Illegal to operate motor vehicles under the influence of cannabis. Sobriety tests for cannabis still being developed and changed
- CCC Final Regulations for the cannabis industry in Massachusetts published March 24th, 2018

## Competition

### Current Applicants by MA county



### As of 9/20/2018 # of applications under review in MA

- 47 Cultivator
- 46 Retail
- 39 Product Manufacturer
- 3 Microbusiness (Tier 1 cultivator and Manufacturer)
- 3 Research Facility
- 3 Independent Testing Laboratory
- 2 Transporter

These **143** applications represent **73** different business entities

79 RMD Priority (Existing Medical Marijuana Business)

61 General Applicants

3 Economic Empowerment Applicants

### Competitive Analysis

- In Massachusetts, the CCC is considering 143 applicants for recreational permits
- All Pre-existing Medical Cannabis Operations are vertically integrated as cultivators, product manufacturers and retail
- Western Mass Pre-existing Medical Cannabis Operations include:
  - NETA in Northampton, MA, Theory Wellness in Sheffield, MA, Heka Health in Westfield, MA, INSA in Easthampton, MA
- Additional competition to Treeworks from new general pool applicants as *solely Product Manufacturer*  
Product Manufacturer Applicants: **Baked Bean LLC, Uxbridge**; **Pioneer Valley Extracts LLC, Northampton**; **Stoned Puppy LLC, Northampton**; **T-Bear inc., Wareham**
- High demands for cannabis products are likely to initially overwhelm the supply upon legalization
- As market matures and more businesses gain entry, Treeworks looks to stay at forefront of industry through top-quality and diverse product line, and a creative branding and marketing strategy

### **Barriers to Entry**

- Full security measures and costs
- Zoning regulations and moratoriums in local towns
- Application competition
- Operating capital

### **Operational Challenges**

- Cash business
- Raw cannabis supply initially meeting production demands
- Variances in potency testing by 3<sup>rd</sup> party labs
- Constantly changing regulations specifically packaging and testing
- Cannabis Control Commission (CCC) compliance standards
- Federally illegal industry

### **Cannabis Scientific Research**

- Consumption of cannabis cannot induce overdose, regardless of potency or quantity
- Studies have shown cannabis can help with chronic pain, nausea, glaucoma, loss of appetite, muscle spasms, epilepsy, inflammation, nerve pain, cancer, and many more
- CBD and THC are two cannabinoids present in cannabis which have shown numerous health benefits

## **Competitive Advantage of Treeworks**

### **Production**

- Geographic location
  - Highly skilled labor pool, deep connections in Western MA
  - Lower rental costs in Western MA
- High Quality Products
  - No artificial ingredients
  - Superior flavor profiles

### **Packaging + Distribution**

- Great access to distribution routes directly off I-91 and equal distance to Rt 2 East and I-90 East
- Recycled packaging with sustainable focus
- Effective Treeworks branding with earthy design

### **Sales & Marketing**

- Strong community relations for marketing initiatives
- Ensure loyalty at P.O.S. through establishing relationships with retail associate “budtender”
- Auxiliary services and strong word-of-mouth create brand recognition for Treeworks products



Treeworks is thrilled to be at the forefront of this cutting edge, competitive, and diverse industry. The TW expert team comprised of Milo Childs Campolo, MacKae Freeland, and Tim Kane are more than prepared to keep up with the ever-changing and fast-growing cannabis market and will set the pace for competitors. Innovative ideas, and achievable financial projections have led to a confident outlook on the start of the company. Their diverse top-quality product mix, exceptionally experienced sales team, and extensive knowledge of the dynamic future of cannabis will help Treeworks pioneer the industry with great success.

Treeworks has its roots here in Massachusetts and is unbelievably dedicated to this region. The team will not only produce life enhancing products, but will support and contribute to the physical, mental, and spiritual health and well-being of its community. Beyond the community focus, Treeworks will make exceptional efforts to create a low impact and environmentally conscious company. Treeworks looks forward to exploring, sharing, and educating the community on the vast medicinal uses and benefits that the cannabis plant has to offer.

Thank you for reading. Welcome to our family tree.

## **Plan for Obtaining Liability Insurance**

- 1.) Treeworks of Massachusetts LLC (“Treeworks”) plans to purchase via its insurance agent, Corcoran & Havlin Insurance 287 Linden Street, Wellesley MA 02482, to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Corcoran and Havlin has received a completed application for all required insurance.

*Contact at Corcoran and Havlin: Mark Sawyer, SVP  
781-566-5103*

- 2.) Letter from Mark Sawyer, Contact at Corcoran and Havlin, SVP:

This letter is provided as evidence to the Massachusetts governing authority for Cannabis licensing that our insurance firm has been engaged by **Treeworks of Massachusetts, LLC** to provide all necessary and required insurances for your operations and the process to secure these insurance coverages are underway. We are in the process of securing the following:

- Commercial General Liability and Products Liability insurance in the amounts of \$1,000,000 per occurrence and \$2,000,000 aggregate limits
- Workers’ Compensation Insurance
- Property and all other related business insurance customary to this type of operation. (below is a cargo quote)

Once the policies are secured and bound our offices will provide formal binders of insurance as evidence to the MA cannabis governing authority





## 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, Timothy Kane, (*insert name*) certify as an authorized representative of Treeworks of MA LLC (*insert name of applicant*) that the applicant has executed a host community agreement with Hatfield (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 12/4/2018 (*insert date*).

Timothy Kane

Signature of Authorized Representative of Applicant

### Host Community

I, Edmund Jaworski, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Hatfield, (*insert name of host community*) to certify that the applicant and Town of Hatfield (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on December 4, 2018 (*insert date*).

[Signature]

Signature of Contracting Authority or  
Authorized Representative of Host Community

# Attachment C

August 20, 2018

To whom it may concern,

Hoping summer has been treating you well. Starting up a new business can be tough. That is why the support of neighbors and town residents is much needed and appreciated. On behalf of Treeworks of Massachusetts, a start up cannabis product manufacturing company, our team of local individuals invites you to join our community outreach meeting. We are hoping for our new business to be located at 3 West Street West Hatfield MA 01088. The outreach meeting will be held at the Smith Academy High School on August 29<sup>th</sup>, at 6:00 PM. We will be giving a small presentation and answering questions. Please come to ask questions and support a local company.

Thanks,  
Best regards

Treeworks of MA

CREDIT LEGALS  
115 CONZ ST  
NORTHAMPTON, MA 01060

Cust#:22224  
Ad#:17279  
Phone#:413-586-1700  
Date:08/20/2018

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Salesperson: DANE KUTTLE	Classification: Legals	Ad Size: 1.0 x 2.10
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Advertisement Information:

Description	Start	Stop	Ins.	Cost/Day	Total
Daily Hampshire Gazette	08/22/2018	08/22/2018	1	96.57	96.57

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Payment Information:

Date:	Order#	Type
08/20/2018	17279	CreditCard

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Total Amount: 96.57

Tax: 0.00

Total Payments: 96.57

Amount Due: 0.00

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- Thank you for your business!

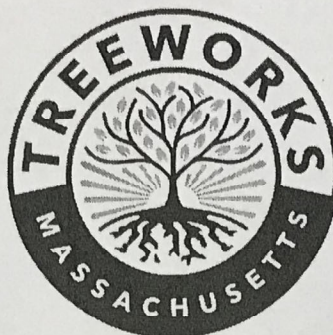
Ad Copy

**COMMUNITY MEETING**  
On August 29th, at 6 PM, Treeworks of MA LLC will be hosting their community outreach meeting. The meeting is located at Smith Academy at 34 School St, in Hatfield, MA. Residents of Hatfield are encouraged to attend to hear a short presentation about the business and ask any questions about the project. Treeworks is a cannabis product manufacturing business located at 3 West St. in Hatfield.

# Treeworks of Massachusetts

Attachment

B



RECEIVED AND POSTED  
*[Signature]*  
TOWN CLERK

AUG21 18 3:28

Invites you to our community outreach meeting

**When?**

6:00pm

August 29, 2018

**Where?**

Smith Academy High School

Please come and support our local start up. We will be giving a short presentation and answering questions about our company. Treeworks of Massachusetts is a start up cannabis product manufacturing company hoping to open its doors at 3 West Street in West Hatfield before the start of the new year.

Hope to see you there!

August 20, 2018

To whom it may concern,

Hoping summer has been treating you well. Starting up a new business can be tough. That is why the support of neighbors and town residents is much needed and appreciated. On behalf of Treeworks of Massachusetts, a start up cannabis product manufacturing company, our team of local individuals invites you to join our community outreach meeting. We are hoping for our new business to be located at 3 West Street West Hatfield MA 01088. The outreach meeting will be held at the Smith Academy High School on August 29<sup>th</sup>, at 6:00 PM. We will be giving a small presentation and answering questions. Please come to ask questions and support a local company.

Thanks,  
Best regards

Treeworks of MA



### **Plan to Remain Compliant with Local Zoning**

Treeworks of Massachusetts LLC (“Treeworks”) will remain compliant at all times with the local zoning requirements set forth in the Hatfield Zoning Articles 11&12. In accordance with Zoning Article 12 Section 5.29 Use Regulations Treeworks’ proposed Product Manufacturing space is located in the Business Zoning District designated for Product Manufacturing.

In compliance with CCC Regulation 935 CMR 500.110(3) and Hatfield Meeting Warrant Article 11 7B.5 (C) , the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

In compliance with Hatfield Zoning Article 11 7B.4(B) Treeworks’ proposed location is zoned in accordance with the bylaws in the Business Zoning District and with enough parking as required in Section 5.7.2 for buildings for manufacture, assembly, processing or packaging.

As required by Hatfield’s Zoning By-laws, Treeworks has received a Special Permit and Site Plan Approval, from the Planning Board: **Hatfield Zoning By-Law 5.3.3 Special Permit Applications.**

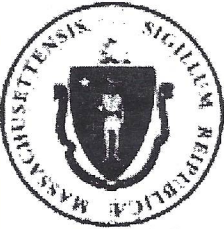
Treeworks will apply for any other local permits required to operate a Product Manufacturing Business at the proposed location of 3 West Street, Hatfield MA. Treeworks will comply with all conditions and standards set forth in any local permit required to operate a Product Manufacturing Business at Treeworks’ proposed location.

Treeworks is in compliance with 5.3.6 Public Hearing Requirements as well as CCC Regulation 500.101 (7) Community Outreach Meetings and held a meeting on August, 29<sup>th</sup>, 2018.

Treeworks has already attended several meetings with the Planning Board and Board of Selectmen to discuss Treeworks’ plans for a proposed Product Manufacturer Business and has executed a Host Community Agreement with Hatfield. Treeworks will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Treeworks’ Product Manufacturer Business remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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





**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$500.00

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

**Certificate of Organization**

(General Laws, Chapter )

Identification Number: 001329076

1. The exact name of the limited liability company is: TREEWORKS OF MASSACHUSETTS, LLC

**2a. Location of its principal office:**

No. and Street: 47 OLD STAGE RD.  
City or Town: WEST HATFIELD State: MA Zip: 01088 Country: USA

**2b. Street address of the office in the Commonwealth at which the records will be maintained:**

No. and Street: 47 OLD STAGE RD.  
City or Town: WEST HATFIELD State: MA Zip: 01088 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

MANUFACTURING - BAKERY SELLING TO RETAIL.

4. The latest date of dissolution, if specified:

**5. Name and address of the Resident Agent:**

Name: UNITED STATES CORPORATION AGENTS, INC.  
No. and Street: 101 BILLERICA AVE., BLDG. 5 SUITE 204  
City or Town: NORTH BILLERICA State: MA Zip: 01862 Country: USA

I, UNITED STATES CORPORATION AGENTS, INC. resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	TREEWORKS INC.	47 OLD STAGE RD. WEST HATFIELD, MA 01088 USA



8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	TREETWORKS INC.	47 OLD STAGE RD. WEST HATFIELD, MA 01088 USA

9. Additional matters:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 23 Day of May, 2018,**  
**CHEYENNE MOSELEY, ASST. SECRETARY, LEGALZOOM.COM, INC., A CA CORPORATION**  
*(The certificate must be signed by the person forming the LLC.)*

**EXHIBIT A**  
**BYLAWS OF**  
Treeworks, Inc.

## BYLAWS

### OF

#### **Treeworks, Inc., a Delaware Corporation**

### ARTICLE I

#### **Stockholders**

Section 1.1. **Annual Meetings.** An annual meeting of stockholders of Treeworks, Inc. (the "Corporation") shall be held for the election of directors on a date and at a time and place either within or without the state of Delaware fixed by resolution of the Board of Directors. Any other proper business may be transacted at the annual meeting.

Section 1.2. **Special Meetings.** Special meetings of the stockholders may be called at any time by the Board of Directors, the Chairman of the Board of Directors or the holders of shares entitled to cast not less than ten percent of the votes at the meeting, such meeting to be held on a date and at a time and place either within or without the state of Delaware as may be stated in the notice of the meeting. Business transacted at any special meeting of the stockholders shall be limited to the purposes stated in the notice.

Section 1.3. **Notice of Meetings.** Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote thereat. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at such stockholder's address as it appears on the records of the Corporation. Such notice shall state the place, date and hour of the meeting, and in the case of a special meeting, the general purpose for which the meeting is called.

Section 1.4. **Adjournments.** Any meeting of stockholders may be adjourned from time to time, to reconvene at the same or some other place. Notice need not be given of any such adjourned meeting if the date, time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.



Section 1.5. **Quorum.** At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these bylaws, the holders of a majority of the outstanding shares of stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the stockholders. In the absence of a quorum, any meeting of stockholders may be adjourned from time to time by the vote of a majority of the shares represented either in person or by proxy until a quorum is present or represented. Shares of its own capital stock belonging to the Corporation or to another Corporation where the majority of the voting power is held by the Corporation shall neither be entitled to vote nor counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 1.6. **Organization.** Meetings of stockholders shall be presided over by the Chairman of the Board of Directors, if any, or in the absence of the Chairman of the Board of Directors by the Vice Chairman of the Board of Directors, if any, or in the absence of the Vice Chairman of the Board of Directors by the President, or in the absence of the foregoing persons by a chairman designated by the Board of Directors, or in the absence of such designation by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary, an Assistant Secretary, shall act as secretary of the meeting, or in their absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

Section 1.7. **Voting.** Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share held by such stockholder which has voting power upon the matter in questions. Directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors. In all other matters, unless otherwise provided by law or by the certificate of incorporation or these bylaws, the affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote on the subject matter at a meeting in which a quorum is present shall be the act of the stockholders. Where a separate vote by class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes present in person or represented by proxy shall be the act of such class or classes, except as otherwise provided by law or by the certificate of incorporation or these bylaws.

Section 1.8. **Stockholder's Proxies.** Every person entitled to vote or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act by proxy with respect to such shares. No proxy shall be voted or acted on after three years from its date, unless the proxy provides for a longer period. Every proxy continues in full force and effect until revoked by the person executing it. Such revocation may be effected by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or as to any meeting by attendance at such meeting and voting in person by the person executing the proxy.



**Section 1.9. Fixing Date for Determination of Stockholders of Record.** In order that the Corporation may determine the stockholders entitled to notice of any meeting, the Board of Directors may fix a record date, which shall not be more than sixty nor less than ten days prior to the date of such meeting, nor shall the record date precede the date upon which the resolution fixing the record date is adopted by the Board of Directors. In order that the Corporation may determine the stockholders entitled to consent to corporate action without a meeting, the Board of Directors may fix a record date, which shall not precede, or be more than 10 days after, the date upon which the resolution fixing the record date is adopted by the Board of Directors. In order that the Corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or of any other lawful action, the Board of Directors may fix a record date, which shall not be more than sixty days prior to such action.

If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the business day next preceding the day on which notice is given or, if notice is waived, at the close of business on the business day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to give consent to corporate action in writing without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given; if prior action by the Board of Directors is required, then the record date shall be the close of business on the date the Board of Directors adopts the resolution taking such prior action, and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto, unless the Board of Directors sets a new record date.

**Section 1.10. Consent of Stockholders in Lieu of Meeting.** Except as otherwise provided in the certificate of incorporation, any action which may be taken at any annual or special meeting of the stockholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and shall be delivered to the Corporation. Every written consent shall bear the date of signature of each stockholder who signs the consent, and no written consent shall be effective unless, within 60 days of the earliest consent, written consents signed by a sufficient number of holders have been delivered to the Corporation.

Unless all stockholders entitled to vote consent in writing, prompt notice of any stockholder approval without a meeting shall be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that sufficient consents were delivered to the Corporation.

## ARTICLE II

### Board of Directors

Section 2.1. **Powers; Number; Qualifications.** The business and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under, the direction of the Board of Directors, except as otherwise provided by laws or in the certificate of incorporation. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by the Board of Directors.

Section 2.2. **Election; Term of Office; Resignation; Removal; Vacancies.** Each director shall hold office until a successor has been elected and qualified or until his or her earlier resignation or removal. Any director may resign effective upon giving written notice to the Chairman of the Board of Directors, the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. Any or all of the directors may be removed, with or without cause if such removal is approved by a majority of the outstanding voting shares then entitled to vote on the election of directors. Unless otherwise provided in the certificate of incorporation or in these bylaws, vacancies and newly-created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, although less than a quorum, or by the sole remaining director.

Section 2.3. **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such places within or without the state of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined notice thereof need not be given.

Section 2.4. **Special Meetings; Notice of Meetings; Waiver of Notice.** Special meetings of the Board of Directors may be held at any time or place within or without the state of Delaware whenever called by the Chairman of the Board of Directors, by the Vice Chairman of the Board of Directors, if any, or by any two directors. Reasonable notice shall be given by the person or persons calling the meeting unless a director signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of notice prior to the meeting or at its commencement.



**Section 2.5. Participation in Meetings by Conference Telephone Permitted.** Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or of such committee, as the case may be, through the use of conference telephone or similar communications equipment by means of which all members participating in such meeting can hear one another, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting.

**Section 2.6. Quorum; Adjournment; Vote Required for Action.** At all meetings of the Board of Directors a majority of the authorized number of directors shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the certificate of incorporation or these bylaws shall require a vote of a greater number.

**Section 2.7. Organization.** Meetings of the Board of Directors shall be presided over by the Chairman of the Board of Directors, or in the absence of the Chairman of the Board of Directors by the Vice Chairman of the Board of Directors, if any, or in their absence by a chairman chosen at the meeting. The Secretary, or in the absence of the Secretary an Assistant Secretary, shall act as secretary of the meeting, but in the absence of the Secretary and any Assistant Secretary the chairman of the meeting may appoint any person to act as secretary of the meeting.

**Section 2.8. Action by Directors Without a Meeting.** Any action required or permitted to be taken by the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board of Directors or of such committee, as the case may be, consent in writing to such action and such consent is filed with the minutes of the proceedings of the Board of Directors.

**Section 2.9. Compensation of Directors.** The Board of Directors shall have the authority to fix the compensation of directors for services in any capacity.

### ARTICLE III

#### Committees

**Section 3.1. Committees of Directors.** The Board of Directors may designate one or more committees, each consisting of one or more directors. Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors, except that no such committee shall have power or authority with respect to the following matters:

- a) Approving or adopting, or recommending to the stockholders, any action or matter expressly required by Delaware Corporation Law to be submitted to the stockholders for approval; or

b) The amendment or repeal of the bylaws, or the adoption of new bylaws.

Section 3.2. **Committee Rules.** Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may adopt, amend and repeal rules for the conduct of its business. In the absence of a provision by the Board of Directors or a provision in the rules of such committee to the contrary, each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these bylaws.

## ARTICLE IV

### Officers

Section 4.1. **Officers; Election.** As soon as practicable after the annual meeting of stockholders in each year, the Board of Directors shall elect a President and a Secretary, and if it so determines, elect from among its members a Chairman of the Board of Directors and a Vice Chairman of the Board of Directors. The Board of Directors may also elect one or more Vice Presidents, one or more Assistant Secretaries, and such other officers as the Board of Directors may deem desirable or appropriate and may give any of them such further designations or alternate titles, as it considers desirable.

Section 4.2. **Term of Office; Resignation; Removal; Vacancies.** Except as otherwise provided in the resolution of the Board of Directors electing any officer, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the Board of Directors or to the Chairman of the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective. The Board of Directors may remove any officer with or without cause at any time. Any such removal shall be without prejudice to the contractual rights of such officer, if any, with the Corporation, but the election of an officer shall not of itself create contractual rights. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled by the Board of Directors at any regular or special meeting.



Section 4.3. **Powers and Duties.** The officers of the Corporation shall have such powers and duties in the management of the Corporation as shall be stated in these bylaws or in a resolution of the Board of Directors which is not inconsistent with these bylaws and, to the extent not so stated, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

## ARTICLE V

### **Forms of Certificates; Loss and Transfer of Shares**

Section 5.1. **Forms of Certificates.** Every holder of shares in the Corporation shall be entitled to have a certificate signed in the name of the Corporation by (1) the President, any Vice President, Chairman of the Board of Directors or Vice Chairman, and (2) by the Chief Financial Officer, Treasurer, Assistant Treasurer, Secretary or Assistant Secretary. Each certificate shall state the number of shares and the class or series of shares owned by such stockholder. If such certificate is manually signed by one officer or manually countersigned by a transfer agent or by a registrar, any other signature on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

If the Corporation is authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences, relative or other special rights, qualifications, restrictions and limitations of each class or series shall be set forth in full or summarized on the face or back of the certificate representing such class or series of stock, provided that in lieu of the foregoing, there may be set forth on the back or face of the certificate a statement that the Corporation will furnish without charge to each stockholder who requests the powers, designations, preferences, relative or other special rights, qualifications, restrictions and limitations of such class or series.

Section 5.2. **Lost, Stolen or Destroyed Stock Certificates; Issuance of New Certificates.** The Corporation may issue a new share certificate or a new certificate for any other security in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or such owner's legal representative, to give the Corporation a bond sufficient to indemnify it against any claim that may be made against it (including any expense or liability) on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

## ARTICLE VI

### Records

Section 6.1. **Records.** The Corporation shall keep a stock ledger, a list of stockholders and other books and records as may be required to run the Corporation. The Secretary shall have the duty to record the proceedings of the meetings of the stockholders, the Board of Directors and any committees in a book to be kept for that purpose.

Section 6.2. **Form of Records.** Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account and minute books, may be kept on, or be in the form of, computer discs, magnetic tape, photographs, or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

## ARTICLE VII

### Miscellaneous

Section 7.1. **Fiscal Year.** The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 7.2. **Seal.** The Corporation may have a corporate seal which shall have the name of the Corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors. The corporate seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.



**Section 7.3. Waiver of Notice of Meetings of Stockholders, Directors and Committees.** Whenever notice is required to be given by law or under any provision of the certificate of incorporation or these bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent of notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any written waiver of notice unless required in the certificate of incorporation or these bylaws.

**Section 7.4. Interested Directors; Quorum.** No contract or transaction between the Corporation and one or more of its directors or between the Corporation and any other Corporation, firm or association in which one or more of its directors are directors, or have a financial interest, shall be void or voidable solely for this reason, or solely because such director or directors are present at the meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies the contract or transaction, or solely because his or her or their votes are counted for such purpose, if: (1) the material facts as to his or her relationship or interest and as to the contract or transaction are fully disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee authorizes, approves or ratifies the contract or transaction in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his or her relationship or interest and as to the contract or transaction are fully disclosed or are known to the stockholders and such contract or transaction is specifically approved by the stockholders in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 7.5. **Indemnification.** The Corporation shall have the power to indemnify to the full extent permitted by law any person made or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or such person's testator or instate is or was a director, officer or employee of the Corporation serves or served at the request of the Corporation as a director, officer, employee or agent of another enterprise. Expenses, including attorneys' fees, incurred by any such person in defending against such action, suit or proceeding may be paid in advance of the final disposition of such action, suit or proceeding by the Corporation upon receipt by it of an undertaking of such person to repay such expenses if it shall be ultimately determined that such person is not entitled to be indemnified by the Corporation. For purposes of this Section, the term "Corporation" shall include any predecessor of the Corporation and any constituent Corporation absorbed by the Corporation in consolidation or merger; the term "other enterprise" shall include any corporation, partnership, joint venture, trust or employee benefit plan; service "at the request of the Corporation" shall include services as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, its participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be indemnifiable expenses; and action by a person with respect to an employee benefit plan which such person reasonable believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation.

Section 7.6. **Amendment of Bylaws.** These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors. The stockholders entitled to vote, however, retain the right to adopt additional bylaws and may amend or repeal any bylaw whether or not adopted by them.

*[Remainder Intentionally Left Blank.]*

**ADOPTION OF BYLAWS BY SOLE INCORPORATOR**

**OF**

**Treeworks, Inc.**

The undersigned, as sole incorporator of Treeworks, Inc., a Delaware corporation (the "Corporation"), hereby adopts the attached bylaws as the bylaws of the Corporation.

Executed as of April 26, 2018.

A handwritten signature in black ink, appearing to be 'CM' or 'Cheyenne Moseley', written over a horizontal line.

By: Cheyenne Moseley, Assistant Secretary  
LegalZoom.com, Inc., Sole Incorporator

**CERTIFICATE BY SECRETARY OF ADOPTION  
OF BYLAWS BY SOLE INCORPORATOR**

**OF**

**Treeworks, Inc.**

The undersigned, Milo Childs Campolo, as Secretary of Treeworks, Inc., a Delaware corporation (the "Corporation"), hereby certifies the attached document is a true and complete copy of the bylaws of the Corporation and that such bylaws were duly adopted by the person appointed in the Certificate of Incorporation to act as the sole incorporator of the Corporation on the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of April 26, 2018.



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Milo Childs Campolo  
Secretary



**ACTION BY UNANIMOUS WRITTEN CONSENT IN  
LIEU OF ORGANIZATIONAL MEETING BY THE BOARD OF DIRECTORS  
OF  
Treeworks, Inc.,  
a Delaware Corporation**

The undersigned, constituting all of the members of the board of directors (the "Board") of Treeworks, Inc., a Delaware corporation (the Corporation), in lieu of holding a meeting of the Board, hereby consent to the taking of the actions set forth herein, and the approval and adoption of the following resolutions by this unanimous written consent ("Written Consent") pursuant to Section 141 of the Delaware General Corporation Law and the Bylaws of the Corporation:

Certificate of Incorporation

RESOLVED, that the Certificate of Incorporation of the Corporation filed with the Delaware Secretary of State hereby is adopted, ratified and affirmed in all respects.

RESOLVED FURTHER, that the Secretary of the Corporation is authorized and directed to insert a certified copy of the Certificate of Incorporation in the Corporation's minute book.

Stock Issuance

RESOLVED, that the officers of the Corporation are hereby authorized to issue and sell shares of common stock of the Corporation, \$0.001 par value (the "Shares"), which the Board hereby determines to be the fair market value of the Corporation's common stock as of the date hereof, to each person named below (the "Stockholder"), in the amounts specified opposite each name in exchange for cash or contributed property as follows:

<u>Name of Stockholder</u>	<u>Number of Shares</u>	<u>Total Purchase Price(\$)</u>
Mackae Freeland	28	\$16,667.00
Milo Childs Campolo	28	\$16,666.00
Timothy Kane	28	\$16,666.00
John Markes	16	\$50,000.00

RESOLVED FURTHER, that the Board hereby determines that the consideration to be received for the above-mentioned Shares is adequate for the Corporation's purposes, and that the sale and issuance of the Shares to each of the above-named persons shall be conditioned upon receipt by the Corporation of the purchase price of said Shares and final copies of all appropriate documentation required by Corporation.

RESOLVED FURTHER, that upon the issuance and sale in accordance with the foregoing resolutions, such Shares shall be validly issued, fully paid and non-assessable shares of common stock of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, (i) to take all actions necessary to comply with applicable laws with respect to the sale and issuance of the Shares, (ii) to thereafter execute and deliver on behalf of the Corporation, pursuant to the authorization above, share certificates representing the Shares set forth above, and (iii) to take any such other action as they may deem necessary or appropriate to carry out the issuance of the Shares and intent of these resolutions.

#### Election of Officers

RESOLVED, that the following individuals are hereby elected to serve in the offices of the Corporation set forth opposite their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

President: Mackae Freeland  
Treasurer: Timothy Kane  
Secretary: Milo Childs Campolo

#### Corporate Records and Minute Book

RESOLVED, that the officers of the Corporation are hereby authorized and directed to procure all corporate books, books of account and stock books that may be required by the laws of Delaware or of any foreign jurisdiction in which the Corporation may do business or which may be necessary or appropriate in connection with the business of the Corporation.

RESOLVED FURTHER, that the officers of the Corporation are authorized and directed to maintain a minute book containing the Certificate of Incorporation, as filed with and certified by the office of the Delaware Secretary of State and as may be amended from time to time, its Bylaws and any amendments thereto, and the minutes of any and all meetings and actions of the Board, Board committees and the Corporation's stockholders, together with such other documents, including this Written Consent, as the Corporation, the Board or the Corporation's stockholders shall from time to time direct and to ensure that an up to date copy is also kept at the principal executive office of the Corporation (as designated below).



#### Stocks Certificates

RESOLVED, that the form of Stocks certificate attached hereto has been presented to the Board for review and is hereby approved and adopted as the form Stocks certificate of the Corporation and the Secretary of the Corporation is directed to insert such form Stocks certificate in the minute book of the Corporation.

#### Ratification of Actions by Incorporator

RESOLVED, that the Action by Written Consent of the Sole Incorporator dated April 26, 2018 and all actions taken by the Corporation's sole incorporator, LegalZoom.com, Inc. and its agents, in connection with the formation of the Corporation are hereby in all respects approved, ratified and affirmed for and on behalf of the Corporation.

#### Annual Accounting Period

RESOLVED, that until otherwise determined by the Board the fiscal year of the Corporation shall end on December 31.

#### Principal Executive Office

RESOLVED, that the principal executive office of the Corporation shall initially be located at 47 Old Stage Road, West Hatfield, Massachusetts 01088.

#### Bank Accounts

RESOLVED, that the officers of the Corporation are hereby authorized and directed to establish, maintain and close one or more accounts in the name of the Corporation for the funds of the Corporation with any federally insured bank or similar depository; to cause to be deposited, from time to time, in such accounts, such funds of the Corporation as such officer deems necessary or advisable, and to designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts; and to make such rules and regulations with respect to such accounts as such officers may deem necessary or advisable, and to complete, execute and deliver any documents as banks and similar financial institutions customarily require to establish any such account and to exercise the authority granted by this resolution including, but not limited to, customary signature card forms and form banking resolutions.

RESOLVED FURTHER, that all form resolutions required by any such depository, if any, are adopted in such form used by such depository by this Board, and that the Secretary is authorized to certify such resolutions as having been adopted by the Board and directed to insert a copy of any such form resolutions in the minute book of the Corporation.

RESOLVED FURTHER, that any such depository to which a certified copy of these resolutions has been delivered by the Secretary of the Corporation is entitled to rely upon such resolutions for all purposes until it shall have received written notice of the revocation or amendment of these resolutions, as adopted by the Board.

#### Qualification to do Business

RESOLVED, that the officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to take such action as they may deem necessary or advisable to effect the qualification of the Corporation to do business as a foreign corporation in each state that the officers may determine to be necessary or appropriate, or to withdraw from or terminate the Corporation's qualification to do business in any such state.

RESOLVED FURTHER, that any resolutions which in connection with the foregoing shall be certified by the Secretary of the Corporation as having been adopted by the Board pursuant to this Written Consent shall be deemed adopted pursuant to this Written Consent with the same force and effect as if presented to the Board and adopted thereby on the date of this Written Consent, and shall be included in the minute book of the Corporation.

#### Payment of Expenses

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all expenses of the incorporation and organization of the Corporation, including reimbursing any person for such person's verifiable expenses therefor.

Agent for Service of Process in Delaware

RESOLVED, that United States Corporation Agents, Inc. shall be appointed the Corporation's agent for service of process in Delaware.

Authorization of Further Actions

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further actions they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified and confirmed in all respects as fully as if such actions had been presented to the Board for approval prior to such actions being taken.

IN WITNESS WHEREOF, each of the undersigned, being all the directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: April 26, 2018

Directors:



MacKae Freeland



Milo Childs Campolo



Timothy Kane

**EXHIBIT B**  
**FORM OF STOCK CERTIFICATE**





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

mass.gov/dor

Letter ID: L0762604160  
Notice Date: November 26, 2018  
Case ID: 0-000-268-774



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



TREWORKS OF MASSACHUSETTS, LLC.  
47 OLD STAGE RD  
WEST HATFIELD MA 01088-9514

### *Why did I receive this notice?*

The Commissioner of Revenue certifies that, as of the date of this certificate, TREWORKS OF MASSACHUSETTS, LLC. 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?*

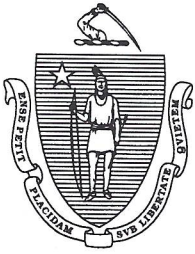
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

### *Visit us online!*

Visit [mass.gov/dor](http://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



William Francis Galvin  
Secretary of the  
Commonwealth

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

November 21, 2018

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**TREWORKS OF MASSACHUSETTS, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **May 23, 2018.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are: **NONE**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **TREWORKS INC.**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **TREWORKS INC.**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

## Diversity Plan

Treeworks of Massachusetts LLC (“Treeworks”) believes in creating and sustaining a robust policy of inclusivity and diversity. Treeworks recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. Treeworks is dedicated to creating a diverse culture in the workplace. Treeworks’ diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and LGBTQ+. Treeworks will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

Treeworks is looking to create strong diversity organizationally. We believe that we have an obligation to better serve our staff and community by creating diversity. The town of Hatfield in Hampshire County has low racial diversity, reporting over 95% white in the 2017 town census. By creating a diverse and vibrant staff, we enhance our ability to prosper as a business and bring a broader variety of experiences to a community in need of more diversity. A well-focused, comprehensive diversity plan is a core function to a healthy and successful business.

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

- Inclusion of Treeworks’ zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose Treeworks’ goal for a diverse workforce;
- Postings in suitable areas for employee communication;
- Formal presentations made to management and employees on diversity initiatives.

### Goal #1

Treeworks will promote diversity and support the local economy through purchasing goods and services from vendors, contractors, and professional service providers that are owned and operated by individuals that have cultural and ethnically diverse characteristics. In selecting potential contractors, subcontractors, vendors and suppliers, Treeworks will first contract with small and diverse businesses. Treeworks’ goal is to maintain diverse organization, vendor, and contractor spending at or above 20% of total related expenses.

Program instituted to achieve this goal:

Treeworks has established working business relationships with diverse cannabis businesses in the licensing phase. These include: Eagle Eye Transport (Transportation) and New England Craft Cultivators (Retail). Treeworks has hired consultants with diverse backgrounds. These include: Brendan Baker, Lauren Grahek, Daniel McCormick and Jacqueline McGrane.

Treeworks will seek out diverse and minority-owned business relationships in considering all purchases.

Measurements instituted to achieve this goal:

Treeworks accountant will measure the businesses total spending and spending on goods and services from vendors, contractors and professional service providers that are owned and operated by diverse individuals, as defined by the commission. We will self-report upon applying for re-licensing what % total spending was with diverse businesses and compare to 20% stated goal.

## Goal #2

Treeworks will promote diversity by hiring a diverse staff. Treeworks will hire 50% of its staff that are minorities, persons with disabilities, women, and members of the LGBTQ Community. Treeworks will specifically look to hire persons that fall under multiple diverse categories.

Programs instituted to achieve this goal:

Treeworks will specifically state that we are seeking to hire minorities, persons with disabilities, women, and members of the LGBTQ community with every job posting. Treeworks will post jobs in the Daily Hampshire Gazette, Springfield Republican and Greenfield Recorder during our initial hiring phase, and then at a minimum of once annually afterwards.

Measurements instituted to achieve this goal:

Treeworks will count the number of individuals hired who are women, minorities, persons with disabilities and members of the LGBTQ community. This number will be assessed from the total number of individuals hired to ensure that 50% of all individuals hired fall within the goal.

## Goal #3

Treeworks will institute internal diversity training for staff.

Programs instituted to achieve this goal

Every employee will be required to attend Treeworks diversity training for 1 day annually. We have hired Meg Mott to run the training.

Meg Mott has taught about restorative justice in her law classes at Marlboro College in Vermont since 1999. She currently works as the temporary reentry coordinator at the Brattleboro Community Justice Center and is a Diversity Training Consultant. Her email is [megmott@marlboro.edu](mailto:megmott@marlboro.edu)

Measurements instituted to achieve this goal:

Treeworks will report to the commission on progress regarding our internal diversity training annually upon re licensing. Treeworks will offer a report on total employees, employees hired during year of review, and % of employees who have successfully attended and completed diversity training. Treeworks will aim to have at least 90% of employees hired prior to annual training complete the training.



Treeworks will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of Marijuana Establishments.

Any actions taken, or programs instituted by Treeworks will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Treeworks will report the progress and success of our Diversity Plan with each license renewal through the CCC.

The Operations Manager at Treeworks Timothy Kane will be responsible for auditing the Diversity Plan. The audit report setting forth the Company's performance in fulfilling the goals of the Plan will contain:

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

The total number of persons employed

- The total number of men employed
- The total number of women employed
- The total number of veterans
- The total number of service-disabled veterans
- The total number of LGBTQ community employed
- The total number of members of each racial minority employed

## **Maintaining of Financial Records**

Treeworks of Massachusetts LLC's ("Treeworks") operating policies and procedures ensure financial records are accurate and maintained in compliance with the CCC's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the CCC may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
  - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - Sales records including the quantity, form, and cost of marijuana products; and
    - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
  - Utilizing a point-of-sale (POS) system approved by the CCC, in consultation with the DOR, and a sales recording module approved by DOR;
  - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the CCC upon request, that the monthly analysis has been performed;
  - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
  - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;

- Maintaining such records that would allow for the CCC and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
- Additional written business records will be kept, including, but not limited to, records of:
  - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
  - Fees paid under 935 CMR 500.005 or any other section of the CCC's regulations; and
  - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the CCC's regulations.



## **Personnel Policies Including Background Checks**

### **Overview**

Treeworks of Massachusetts LLC (“Treeworks”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. Treeworks will keep, at a minimum, the following personnel records:

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

### **Job Descriptions**

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

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

**Security Agent:** Security Agents monitor Treeworks’ security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the Treeworks facility by verifying appropriate ID

cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

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

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

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

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

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

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

- Oversee hiring and release of Treeworks agents;
- Review and revise Treeworks personnel policies and procedures in consultation with the executive management team and department managers;



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

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

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

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

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

### Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Treeworks and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;

- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

### Staffing Plan and Business Hours

#### Hiring and Recruitment

Treeworks' Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated or whether specific positions need to be created in response to company needs. Treeworks' hiring practices will include but are not limited to the following and apply to all types of working situations including hiring, firing, promotions, harassment, training, wages and benefits:

- Equal Employment Opportunity Commission (EEOC) Compliance;
- Treeworks' Diversity Plan and Community Initiatives;
- Treeworks' Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- State and Federal Minimum Wage Requirements; and
- Non-Disclosure and Non-Complete Agreements

#### Standards of Conduct

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

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

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

#### *Violence and Weapons in the Workplace*

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

#### *At-Will Employment*

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

#### *Alcohol and drug policy*

Treeworks will be a 100% Alcohol, smoke, and drug-free work environment. Any employee of Treeworks who chooses to disobey our drug-free workplace will be terminated.

#### *Additional grounds for termination*

Any agent who diverts marijuana, engages in unsafe practices, or is convicted or enters a guilty plea for a felony charge of distribution of a drug to a minor will be terminated immediately.

#### *Workplace Attire*

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

#### Business Hours for Marijuana Product Manufacturer facility

Monday: 8 a.m.- 6pm

Tuesday: 8 a.m.- 6pm

Wednesday: 8 a.m.- 6pm

Thursday: 8 a.m.- 6pm

Friday: 8 a.m.- 6pm

Saturday: 8 a.m.- 6pm

Sunday: CLOSED

## Overview of Personnel Policies and Procedures

### *Standard Employment Practices*

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

### *Advancement*

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

### *Written Policies*

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

### *Investigations*

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

### *Designated Outside Counsel*

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

## Job Status

### *Job Classifications*

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

### *Work Schedules*

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department

manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

#### *Mandatory Meetings and Community Service Days*

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

Treeworks will provide 150 hours of community service yearly per Host Agreement signed with the town of Hatfield.

#### *Breaks*

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

#### *Performance Reviews*

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at 6-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect the employee's overall performance.

#### *Leave Policies*

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

All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least 2 weeks in advance and approved by the employee's department manager. Treeworks will determine which holidays will be observed and which departments will not be required to work. Treeworks will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

Treeworks anticipates observing the following holidays:

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

#### *Disciplinary Policies*



### *Purpose*

Treeworks' discipline policy and procedure is designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Treeworks' discipline policy and procedure have been designed consistent with Treeworks' organizational values, best practices, and employment laws.

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

### *Procedure*

#### *Step 1: Counseling and Verbal Warning*

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

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

#### *Step 2: Written Warning*

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

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

#### *Step 3: Suspension and Final Written Warning*

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

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

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

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

#### *Step 4: Recommendation for Termination of Employment*

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

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

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

#### *Appeal Process*

Employees will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the employee performance and/or conduct issues while allowing for an equitable solution.

If the employee does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

### *Performance and Conduct Issues Not Subject to Progressive Discipline*

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

### *Documentation*

The employee will be provided copies of all progressive discipline documentation, including all performance improvement plans. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

### *Separation of Employment*

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

### *Types of Separation*

#### *1. Resignation*

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

#### *2. Retirement*

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

#### *3. Job Abandonment*

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

4. Termination

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

5. Reduction in Workforce

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

6. Release

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

*Exit Interview*

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

*Return of Property*

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

*Termination of Benefits*

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

*Rehire*

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

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

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

### Compensation

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

### *Selection Criteria*

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

### *Responsibilities*

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

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would



include base salaries, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

### *Management Responsibility*

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

### Agent Background Checks

- In addition to completing the CCC's agent registration process, all agents hired to work for Treeworks will undergo a detailed background investigation prior to being granted access to a Treeworks facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Treeworks pursuant to 935 CMR 500.100 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Treeworks will consider:
  - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
  - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
  - c. Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Treeworks will:
  - a. Comply with all guidance provided by the CCC and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.

- b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Treeworks will consider the following factors:
    - i. Time since the offense or incident;
    - ii. Age of the subject at the time of the offense or incident;
    - iii. Nature and specific circumstances of the offense or incident;
    - iv. Sentence imposed and length, if any, of incarceration, if criminal;
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
    - vi. Relationship of offense or incident to nature of work to be performed;
    - vii. Number of offenses or incidents;
    - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
    - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
    - x. Any other relevant information, including information submitted by the subject.
  - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- Upon adverse determination, Treeworks will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
    - After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by Treeworks along with any legal notices required.
  - All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the CCC.
  - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the CCC.
  - References provided by the agent will be verified at the time of hire.

- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Treeworks or the CCC.

## **Qualifications and Training**

Treeworks will ensure that all employees hired to work at a Treeworks facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

### **Qualifications**

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

Treeworks will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Treeworks discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent's employment will be terminated, and Treeworks will notify the CCC within one (1) business day that the agent is no longer associated with the establishment.

### **Training**

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Treeworks' agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

On or after July 1, 2019, all of Treeworks' current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the CCC to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. Treeworks' new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. Treeworks' owners, managers, and employees will then successfully complete the program once every year thereafter. Treeworks will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. Treeworks' records of responsible vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the CCC and any other state licensing authority upon request.

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

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





## **Quality Control and Testing**

### **Quality Control**

Treeworks of Massachusetts LLC (“Treeworks”) will comply with the following sanitary requirements:

1. Any Treeworks agent whose job includes contact with marijuana or nonedible marijuana products, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Treeworks agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
  - a. Maintaining adequate personal cleanliness; and
  - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Treeworks’ hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Treeworks’ production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Treeworks’ facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Treeworks will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Treeworks’ floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Treeworks’ facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Treeworks’ buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Treeworks will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in

- accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
  11. Treeworks will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
  12. Treeworks' plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
  13. Treeworks will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
  14. Treeworks will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
  15. Treeworks will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

Treeworks' vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

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

Treeworks will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the CCC, and any voluntary action by Treeworks to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

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

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

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

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

### Testing

Treeworks will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing of Treeworks' marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November 2016, published by the DPH. Testing of Treeworks' environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH.

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

Treeworks will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein, and will maintain the results of all testing for no less than one year.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Treeworks' marijuana at a laboratory providing marijuana testing services will comply

with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Treeworks for disposal or by the Independent Testing Laboratory disposing of it directly.



## **Recordkeeping Procedures**

### **General Overview**

Treeworks of Massachusetts LLC (“Treeworks”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Treeworks documents. Records will be stored at Treeworks in a locked room designated for record retention. All written records will be available for inspection by the CCC upon request.

### **Recordkeeping**

To ensure that Treeworks is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of Treeworks’ quarter-end closing procedures. In addition, Treeworks’ operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- **Corporate Records**: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
  - Insurance Coverage:
    - Directors & Officers Policy
    - Product Liability Policy
    - General Liability Policy
    - Umbrella Policy
    - Workers Compensation Policy
    - Employer Professional Liability Policy
  - Third-Party Laboratory Contracts
  - CCC Requirements:
    - Annual Agent Registration
    - Annual Marijuana Establishment Registration
  - Local Compliance:
    - Certificate of Occupancy
    - Special Permits
    - Variances
    - Site Plan Approvals
    - As-Built Drawings
  - Corporate Governance:
    - Annual Report
    - Secretary of State Filings



- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - Assets and liabilities;
  - Monetary transactions;
  - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
  - Sales records including the quantity, form, and cost of marijuana products;
  - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Treeworks, including members, if any.
- Personnel Records: At a minimum will include:
  - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Treeworks and will include, at a minimum, the following:
    - All materials submitted to the CCC pursuant to 935 CMR 500.030(2);
    - Documentation of verification of references;
    - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    - Documentation of periodic performance evaluations; and
    - A record of any disciplinary action taken.
    - Notice of completed responsible vendor and eight-hour related duty training.
  - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - Personnel policies and procedures; and
  - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
  - Treeworks will maintain the results of all testing for a minimum of one (1) year.

- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - Treeworks will use [POS Software] to maintain real-time inventory. [POS Software] inventory reporting meets the requirements specified by the CCC and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
  - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
  - Within ten (10) calendar days, Treeworks will provide written notice to the CCC of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and CCC were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by Treeworks for no less than one year or the duration of an open investigation, whichever is longer, and made available to the CCC and law enforcement authorities upon request.
- Visitor Records
  - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, Treeworks will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Treeworks agents present during the disposal or handling, with their signatures. Treeworks will keep disposal records for at least three (3)

years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the CCC.

- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the CCC upon request.
  - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the CCC upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
  - Treeworks will retain all shipping manifests for a minimum of one (1) year and make them available to the CCC upon request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
  - In the event Treeworks closes, all records will be kept for at least two (2) years at Treeworks' expense in a form (electronic, hard copies, etc.) and location acceptable to the CCC. In addition, Treeworks will communicate with the CCC during the closure process and accommodate any additional requests the CCC or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to Treeworks' operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
  - Security measures in compliance with 935 CMR 500.110;
  - Agent security policies, including personal safety and crime prevention techniques;
  - A description of Treeworks' hours of operation and after-hours contact information, which will be provided to the CCC, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - Storage of marijuana in compliance with 935 CMR 500.105(11);
  - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;

- Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
  - Diverted marijuana, which will be reported the Police Department and to the CCC;
  - Engaged in unsafe practices with regard to Treeworks operations, which will be reported to the CCC; or
  - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all executives of Treeworks, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Treeworks' website.
- Policies and procedures for the handling of cash on Treeworks premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;

- Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

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





## **Plan for Restricting Access to Age 21 and Older**

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

In the event Treeworks discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated and the CCC will be promptly notified, pursuant to 935 CMR 500.105(1)(l). Treeworks will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), Treeworks will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Treeworks will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising, including charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Treeworks will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana.”** Pursuant to 935 CMR 500.105(6)(b), Treeworks packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. Treeworks’ website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).



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You forwarded this message on Thu 2/13/2020 1:45 PM

Kravitz, Geoff <Kravitzg@amherstma.gov>

Tue 9/17/2019 2:46 PM

Mackae Freeland ∨



Dear McKae and Tim,

Thank you for reaching out to Amherst regarding volunteer opportunities in town. It was a pleasure speaking with each of you over the last few weeks. I'm excited that your company's plan for positive impact includes Amherst, an area of disproportionate impact, and glad that you were able to connect with our Community Participation Officers. We look forward to working with you once your state license has been approved.

Best regards,  
Geoff

**Geoff Kravitz**  
Economic Development Director  
Town of Amherst  
(413) 259-3079  
[kravitzg@amherstma.gov](mailto:kravitzg@amherstma.gov)

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December 26, 2019

Re: Donation Acceptance Letter from Treeworks of Massachusetts, LLC

Dear Cannabis Control Commission,

It is with great pleasure that we accept a partnership and **\$4,000** annual donation from **Treeworks of Massachusetts** to open for adult use cannabis operations in Hudson, Massachusetts. Payments for the Positive Impact Plan to Cannabis Center of Excellence, INC and will be affected annually upon the anniversary date of obtaining a provisional license for operation.

Cannabis Center of Excellence, INC is a 501c3 that was established Cannabis Community Care and Research Network (C3RN) is a registered public benefit corporation (B Corp) based out of Worcester, MA. C3RN hosts a network of dedicated academics, industry, healthcare providers, consumers and patients that aim to end the stigma around medical and adult use cannabis through research and education. C3RN and Holyoke Community College host a Cannabis Education Center workforce and business opportunities for those who have been disadvantaged by the drug war, are unemployed or under employed. Learn more here: [www.cannacenterofexcellence.org](http://www.cannacenterofexcellence.org) and [www.cannabiseducationcenter.org](http://www.cannabiseducationcenter.org). C3RN has established a non-profit 501c3 organization Cannabis Center of Excellence, INC. which will manage a scholarship program for the HCC Cannabis Education Center.

### **C3RN Positive Impact Plan Activities**

**Treeworks of Massachusetts** annual donation will be used to support scholarships for students to a certificate workforce training and internship program offered through the Cannabis Education Center at Holyoke Community College and Cannabis Center of Excellence, Inc. Scholarships will be given to students who are unemployed or under-employed, have been disproportionately impacted by the drug war, and/or other criteria identified by the CCC as eligible for social equity program. Certificates of completion can be provided to **Treeworks of Massachusetts**, the CCC, and learners.

Treeworks of Massachusetts agrees to partner in the following ways:

1. Promotion of the training program for the purpose of recruiting participants;
2. Sharing of expertise of company staff as well as offering the opportunity for site visits when permitted by the MA Cannabis Control Commission;
3. Participating in mock interviews and other job readiness components of the training;
4. Participation in internship and job placement activities, including but not limited to job fairs;



5. Financial support to the Cannabis Center of Excellence INC 501 (c) 3 (non-profit) for the purpose of providing scholarships to individuals of need seeking to enroll in the occupational training and internship program of the CEC; and,
6. Provide feedback to HCC and C3RN on a regular basis including but not limited to information regarding best practices.

It is \$3,000 to sponsor one student for workforce training and a scholarship.

Treeworks of Massachusetts commits to participating to the best of its ability in the engagement outlined above.

And therefore, the company, Treeworks of Massachusetts commits to:

1. Donate \$4000 upon the first year of operation to Cannabis Center of Excellence INC to a scholarship pool for individuals for training and internships to help individuals pursue a career in cannabis. This payment will be made to when the client receives its provisional license.
2. Date and Duration of Agreement: 12/28/19

Payment will be made to the 501c3 non-profit Cannabis Center of Excellence INC. This letter and subsequent agreements (MOA) are subject to the laws of the Commonwealth of Massachusetts and the rules and regulations of the MA CCC.

Sincerely,

A handwritten signature in black ink, appearing to read "Marion McNabb", with a stylized, flowing script.

Marion McNabb, MPH, DrPH  
CEO, Cannabis Community Care and Research Network (C3RN)

President, Cannabis Center of Excellence, INC

[marion@c3researchnetwork.com](mailto:marion@c3researchnetwork.com)

## Plan to Positively Impact Areas of Disproportionate Impact

### Overview

Treeworks of Massachusetts LLC (“Treeworks”) is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is Treeworks’ intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception and stigma associated with marijuana use.

### Treeworks’ Team

Treeworks currently employs one individual, including executives and board members, who reside in an area of disproportionate impact. Treeworks’ team consists of 4 individuals who have previously held positions in organizations that primarily serve areas of disproportionate impact or where primary responsibilities included economic education, resource provision, or empowerment to disproportionately impacted individuals or communities.

### Goal #1

Treeworks’ goal will be to maintain a staff with 25% of individuals that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. Treeworks will specifically target employees from local communities Greenfield, Holyoke, Amherst and Springfield. Treeworks will also strive to maintain a staff comprised of at least 10% of individuals that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise.

### Programs instituted to achieve this goal:

Treeworks will post job openings during initial hiring phase, and at a minimum of once annually each in the Daily Hampshire Gazette (Amherst, Holyoke), Springfield Republican (Springfield, W. Springfield, Holyoke) and Greenfield Recorder (Greenfield). Job postings will include the statement that Treeworks is seeking applicants who live in the towns determined as areas of disproportionate impact by the CCC. Specifically targeting Holyoke, Springfield, Greenfield, Amherst and West Springfield. Postings will also include that Treeworks is seeking applicants with a drug-related CORI.

Treeworks will offer assistance in transportation for employees, including encouraging ride-sharing and purchasing bus passes for applicants without their own form of transportation. Our 3 West St facility is located in very close proximity to a bus stop in Hatfield on the FRTA Route 31 (Northampton-Greenfield) Bus. This stop is easily accessible for employees from Greenfield or via transfer in Northampton from PVRTA Route B43 (Amherst-Northampton) or PVRTA Routes R41 and B48 (Holyoke-Northampton) .

### Measurements for this goal:

Treeworks will count the number of employees who currently reside or have lived for 5 of the past 10 years in areas of disproportionate impact. Treeworks will count the number of employees who have a drug-related CORI. These numbers will be assessed from the total number of individuals hired to ensure that Treeworks is meeting the stated goals.

## Goal #2

Treeworks will partner with towns of disproportionate impact including Greenfield, Amherst, and Holyoke to volunteer staff hours for community service.

Program instituted to achieve this goal

Treeworks will create an employee volunteer program (EVP). This comprehensive EVP will provide employees a paid day's work of company mandated volunteer hours. We have communicated initially with the town of Amherst, specifically the town's program "Get Involved" to sign up for a clean-up day on the Mill River in Amherst upon licensing. We are currently in communication with Holyoke and Greenfield regarding the allocation of volunteer hours in their communities. Literature on other volunteer opportunities will be provided with total employee volunteer hours equaling 8 hrs./person employed/per year in any one of the areas of disproportionate impact listed above.

Measurements for this goal:

Treeworks will keep track of employee volunteer hours (EVH) annually. For each license renewal Treeworks will report statistics on number of persons employed during the year and total EVH. Employee census will be taken quarterly and averaged throughout the year to create this number.

For example:

If Treeworks has 4 employees (including owners) to start Q1 2020 6 employees (including owners) to start Q2 2020 8 employees (including owners) to start Q3 2020 12 employees (including owners) to start Q4 2020  $4+6+8+12 / 4 = 7.5$  = average employee census So  $7.5 * 8$  hours/employee = Minimum of 60 total EVH in areas of disproportionate impact

## Goal #3

Treeworks will help promote restorative justice by working with the law offices of Marvin Cable and local communities of disproportionate impact to educate on expungement of records. Past arrests for possessing a small amount of marijuana can be expunged. This is no longer a crime and strong job candidates are being denied work as a result of background checks. Our goal for year 1 of partnership is to help 20 people fill out forms to have records expunged.

Program instituted to achieve this goal

Treeworks will partner with Extravaganja Holyoke and local counsel the law offices of Marvin Cable and provide annual clinic on expungements for individuals with past drug offenses on their record. These clinics will be held at the event in Holyoke annually, and seek to attract individuals from areas of disproportionate impact.

Measurements for this goal: Treeworks will count the amount of people who have been helped to fill out expungement document. This number will be assessed against the stated goal of 20 people helped for year 1 and reported to the CCC during license renewal. Goals for future years will be derived from the success and experience during year 1 of partnering with the event.



#### Goal #4

Treeworks will pursue relationships with local community college Holyoke Community College, including but not limited to, supporting scholarship funds, providing internships for business students and offering educational seminars.

Program instituted to achieve this goal

Treeworks is contributing \$4,000.00 towards two scholarships at Holyoke Community College. The scholarships are specifically targeting students from disproportionately impacted communities or students with prior drug convictions

The Cannabis Workforce Training Program is offered by Holyoke Community College and the Cannabis Community Care and Research Network, an approved Social Equity Vendor. The culinary portion is launching this fall. The remaining sections will begin in the Spring 2020 semester.

Treeworks will donate \$4,000 towards the 2 scholarships.

Measurements for this goal

Scholarships given to 2 students from areas of disproportionate impact or students with prior drug convictions. Treeworks will report back to CCC annually with reports about scholarships.

Progress

Progress and success of this plan will be documented and provided for the CCC upon renewal (one year from provisional licensure, and each year thereafter).

Treeworks will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments.

Any actions taken, or programs instituted by Treeworks, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.