



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR282284
Original Issued Date: 01/10/2020
Issued Date: 01/10/2020
Expiration Date: 01/10/2021
Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Bask, Inc. Federal Tax Identification Number EIN/TIN: [REDACTED]
Phone Number: 774-305-4749 Email Address: info@cometobask.com
Business Address 1: 2 Pequod Road Business Address 2:
Business City: Fairhaven Business State: MA Business Zip Code: 02719
Mailing Address 1: 2 Pequod Road Mailing Address 2:
Mailing City: Fairhaven Mailing State: MA Mailing Zip Code: 02719

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RPA201988

RMD INFORMATION

Name of RMD: Bask, Inc.
Department of Public Health RMD Registration Number: 16
Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 33
Role: Director Other Role: Director, Secretary, Chief Financial Officer
First Name: Melanie Middle Name: Last Name: Dixon Suffix:
Gender: Female User Defined Gender:
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 33
Role: Director Other Role: Director, President, Treasurer
First Name: Timothy Middle Name: Last Name: Keogh Suffix:
Gender: Male User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)
Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control: 33
Role: Director Other Role: Director
First Name: JoAnne Middle Name: Last Name: Leppanen Suffix:
Gender: Female 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: Pequod Principal Solutions, LLC Entity DBA: DBA City:
Entity Description: Domestic Limited Liability Company
Foreign Subsidiary Narrative:
Entity Phone: 508-758-2536 Entity Email: chapman.dickerson@gmail.com Entity Website:
Entity Address 1: 8 River Road Entity Address 2:
Entity City: Mattapoisett Entity State: MA Entity Zip Code: 02739
Entity Mailing Address 1: 8 River Road Entity Mailing Address 2:
Entity Mailing City: Mattapoisett Entity Mailing State: MA Entity Mailing Zip Code: 02739
Relationship Description: Sole shareholder of Bask, Inc.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Melanie Middle Name: Last Name: Dixon Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Director on the Board of Directors, Secretary, Chief Financial Officer

Close Associates or Member 2

First Name: Timothy Middle Name: Last Name: Keogh Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director on the Board of Directors, President, Treasurer

Close Associates or Member 3

First Name: JoAnne Middle Name: Last Name: Leppanen Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director on the Board of Directors

Close Associates or Member 4

First Name: Chapman Middle Name: Last Name: Dickerson Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Chief Executive Officer of Bask, Inc.; Manager of Pequod Principal Solutions, LLC

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Bask, Inc. Entity DBA:
Email: info@cometobask.com Phone: 774-305-4749
Address 1: 2 Pequod Road Address 2:
City: Fairhaven State: MA Zip Code: 02719
Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$50000 Percentage of Initial Capital: 100
Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name: Timothy Owner Middle Name: Owner Last Name: Keogh Owner Suffix:
Entity State Business Identification Number: 20141070942 Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID:
Entity Legal Name: AmeriCann, Inc. Entity DBA:
Entity Description: Lender and consultant to cannabis companies
Entity Phone: 303-862-9000 Entity Email: info@americann.co Entity Website: www.americann.co
Entity Address 1: 1550 Wewatta Street Entity Address 2: 2nd Floor
Entity City: Denver Entity State: CO Entity Zip Code: 80202 Entity Country: USA
Entity Mailing Address 1: 1550 Wewatta Street Entity Mailing Address 2: 2nd Floor
Entity Mailing City: Denver Entity Mailing State: CO Entity Mailing Zip Code: 80202 Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 2 Pequod Road

Establishment Address 2:

Establishment City: Fairhaven

Establishment Zip Code: 02719

Approximate square footage of the establishment: 10320

How many abutters does this property have?: 16

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Bask_Fairhaven COM Documentation_Redacted.pdf	pdf	5d01570469291617ba8605c2	06/12/2019
Certification of Host Community Agreement	Bask_Fairhaven HCA Cert.pdf	pdf	5d015735c70e2b132b315662	06/12/2019
Plan to Remain Compliant with Local Zoning	Bask_Plan to Remain Compliant with Local Zoning_Fairhaven.pdf	pdf	5d02624dc70e2b132b315873	06/13/2019

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	Bask_Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	5d447839bc4ba7387cf4f4c2	08/02/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director **Other Role:** Director, Secretary, Chief Financial Officer

First Name: Melanie **Middle Name:** **Last Name:** Dixon **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 2

Role: Director **Other Role:** Director, President, Treasurer

First Name: Timothy **Middle Name:** **Last Name:** Keogh **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 3

Role: Director **Other Role:** Director

First Name: JoAnne **Middle Name:** **Last Name:** Leppanen **Suffix:**

RMD Association: RMD Owner

Background Question: no

Individual Background Information 4

Role: Executive / Officer Other Role: Chief Executive Officer
First Name: Chapman Middle Name: Last Name: Dickerson Suffix:

RMD Association: RMD Owner

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION
Entity Background Check Information 1

Role: Parent Company Other Role: Sole Shareholder
Entity Legal Name: Pequod Principal Solutions, LLC Entity DBA: Federal Tax Identification Number EIN/TIN:

Entity Description: Domestic limited liability company

Phone: 508-758-2536 Email: chapman.dickerson@gmail.com

Primary Business Address 1: 8 River Road Primary Business Address 2:
Primary Business City: Mattapoisett Primary Business State: MA Principal Business Zip Code: 02739

Additional Information: Sole shareholder of Bask, Inc.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Table with 5 columns: Document Category, Document Name, Type, ID, Upload Date. Rows include Bylaws, Articles of Organization, Secretary of Commonwealth - Certificate of Good Standing, and Department of Revenue - Certificate of Good standing.

No documents uploaded

Massachusetts Business Identification Number: 001383591

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Table with 5 columns: Document Category, Document Name, Type, ID, Upload Date. Rows include Proposed Timeline, Plan for Liability Insurance, and Business Plan.

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Bask_Plan for Obtaining Marijuana.pdf	pdf	5d018f23748dc71348c38bdb	06/12/2019
Separating recreational from medical operations, if applicable	Bask_Plan for Separating Recreational from Medical Operations.pdf	pdf	5d018f2dacc50017edd62ac1	06/12/2019
Restricting Access to age 21 and older	Bask_Plan for Restricting Access.pdf	pdf	5d018f9a33099617d7945556	06/12/2019
Prevention of diversion	Bask_Prevention of Diversion.pdf	pdf	5d018faa748dc71348c38bdf	06/12/2019
Storage of marijuana	Bask_Storage of Marijuana.pdf	pdf	5d018fb964ca8317f4fcb897	06/12/2019
Transportation of marijuana	Bask_Transportation of Marijuana.pdf	pdf	5d018fcac70e2b132b315766	06/12/2019
Inventory procedures	Bask_Inventory Procedures.pdf	pdf	5d01900441a4321320f288f6	06/12/2019
Quality control and testing	Bask_Quality Control and Testing.pdf	pdf	5d01901458ad7e1336c27d26	06/12/2019
Dispensing procedures	Bask_Dispensing Procedures.pdf	pdf	5d01902c748dc71348c38be3	06/12/2019
Record Keeping procedures	Bask_Recordkeeping Procedures.pdf	pdf	5d019040622b7c1357f71a9b	06/12/2019
Maintaining of financial records	Bask_Maintaining of Financial Records.pdf	pdf	5d01904a64ca8317f4fcb89b	06/12/2019
Qualifications and training	Bask_Qualifications and Training.pdf	pdf	5d019076c70e2b132b31576a	06/12/2019
Security plan	Bask_Security Plan.pdf	pdf	5d025fea58ad7e1336c27e30	06/13/2019
Personnel policies including background checks	Bask_Personnel Policies.pdf	pdf	5d026006748dc71348c38cf0	06/13/2019
Diversity plan	Bask_Diversity Plan.pdf	pdf	5deeb4d2ea4df3530e64853f	12/09/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

HOURS OF OPERATION

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



BUSINESS PLAN
ADULT-USE RETAILER ESTABLISHMENT
2 PEQUOD ROAD
FAIRHAVEN, MA 02719

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BUSINESS SUMMARY

INTRODUCTION – WHAT MAKES BASK UNIQUE?

Bask, Inc. (“Bask”) was founded in 2013 with a mission to bring unparalleled medical marijuana to registered qualifying patients in the Commonwealth. It is one of the first seventeen licensed medical marijuana operators in the state, and with the advent of the Massachusetts adult-use cannabis industry, Bask believes that its expertise will be equally valued by consumers in the adult-use market.

Quality, safety and testing standards for medical and adult-use cannabis vary in every state. Even the most informed patients and consumers have no choice but to rely upon their state's minimum quality testing standards to ensure product safety, consistency and efficacy. The result is that consumers often lack confidence in cannabis products. Bask's mission is both proactive and directly responsive to these consumer concerns. Our team of industry experts have gained extensive knowledge of cannabis sampling, testing and quality practices from years of operational experience. Bask's retail customers can rely on the safety of Bask's adult-use products.

Bask has a competitive advantage over most other Massachusetts retailers. The company currently operates a vertically-integrated Registered Marijuana Dispensary in Fairhaven and intends to expand its cultivation and product manufacturing operations to a state-of-the-art facility in Freetown. Accordingly, in what is expected to be a highly competitive market, and with a potential state-wide supply shortage of marijuana flower and manufactured products for the foreseeable future, Bask will be able to source its product at lower cost than its competitors, with corresponding price benefits to consumers. The result will be very profitable retail stores with significant economic and financial benefits for its associated host communities like Fairhaven.

Bask will provide its consumers with the latest information available to enable them to become informed and responsible cannabis consumers. Bask's retail locations will offer consumers reliable information on the health-conscious use of cannabis, dosing recommendations, administration devices and techniques, the impact of interactions with other medications and possible side effects of the products, among other issues.

PRODUCTS TO BE SOLD

The product line proposed for Bask's adult-use retail facility will largely overlap with Bask's current menu offered to patients (with certain exceptions for dosing limitations). Indeed, experience shows that many individuals with qualifying medical conditions do not choose to register with the state as medical marijuana patients but will still seek access to medical marijuana products and specialized medical educational services through an adult-use dispensary.

As some customers prefer to purchase raw flower, the company will provide a range of Sativa, Indica, and Hybrid strains, including high Cannabidiol (“CBD”) strains. Bask will have a unique suite of High CBD:THC “Ratio” Products to address a spectrum of wellness needs. Products to be sold will include, but not be limited to, the following:

- Bubble hash
- Live Rosin
- Shatter
- Distillates
- Live Resin
- Chocolate Bars
- Baked Goods
- Honey Sticks
- Lozenges
- Caramels
- Tinctures

COMMUNICATION & MARKETING

Bask will communicate with customers through:

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

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

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

All marketing, advertising, and branding produced by or on behalf of Bask will include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a ½)(xxvi): “This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when

under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA.”

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

EXPERIENCE SUMMARY

THE COMPANY’S MASSACHUSETTS INDUSTRY ROOTS

Bask is a licensed Medical Marijuana Treatment Center that currently operates at 2 Pequod Road in Fairhaven. Bask proposes to locate its cultivation and product manufacturing operations in a newly-developed campus in Freetown, which will greatly expand Bask’s total canopy size. Once the Freetown cultivation and product manufacturing facility is licensed by the Commission for adult-use operations, the company will be better leveraged to meet market demand at its Fairhaven retailer facility (and for Bask’s wholesale agreements).

UNIQUE PROFESSIONAL TEAM

Bask brings a uniquely qualified group of professionals dedicated to delivering superior, highly effective cannabis-based wellness solutions and product offerings.

Chapman “Chappy” Dickerson: Chappy is a Veteran of the United States Army and has approximately a decade of experience in the cannabis industry. Chapman started his career in medical marijuana at a collective in Colorado where he studied operational procedures and methods for quality control, processing, procurement and cultivation. He returned to Rhode Island to become a registered medical marijuana caregiver where he designed and built a cultivation and processing facility that provided safe, reliable, and consistent access to medical marijuana for registered patients and three dispensaries. Chapman was responsible for overseeing cultivation in all phases of growth and processing. Additionally, he implemented a seed-to-sale software platform that allowed for grow production and tracking management, real-time inventory tracking and online ordering. Chapman founded Dickerson Farms, LLC, a MMJ consulting company that provided clients assistance with identifying suitable dispensary locations, designing facilities, improving planned operations, developing business plans, and navigating the regulatory landscape. To address the broadening scope and density of work from Dickerson Farms, Chapman founded CES with the goal of implementing proven horticultural practices, systems, efficiency and sustainability to the medical marijuana industry.

JoAnne Leppanen: JoAnne has approximately a decade of experience in the marijuana industry through her roles with the Rhode Island Patient Advocacy Coalition and Bask. At RIPAC, JoAnne served as an advocate and resource for more than 18,000 licensed medical marijuana patients and their caregivers. She has worked with the Rhode Island General Assembly and state agencies as regulations were added and the RI Medical Marijuana Act was amended. She is a Member of the Legislative Oversight Committee on Compassion Centers in RI. JoAnne has designed and implemented educational forms for patients, medical professionals, law enforcement, policy makers, and the public on the medical use of marijuana, and she has served as an expert to cities and towns, including the Mayor's Marijuana Task Force in Pawtucket. JoAnne has also worked with Bask over the past several years to plan and develop its operations in Fairhaven.

Tim Keogh: Tim has been involved in the cannabis industry for 8 years and brings a unique combination of real estate development and cannabis advocacy to Bask. As a member of the Board of Directors, Tim works with the Executive Management Team at Bask to implement proven business and operational practices and systems. Tim brings a national perspective to Bask through his role as CEO of AmeriCann, Inc. which is developing sustainable cannabis cultivation facilities and GMP Certified product manufacturing facilities.

Together, this team is prepared to use its experience in building out first-class production, manufacturing and dispensing facilities and providing superior products, service and education to cannabis consumers.

LOCAL ZONING

Bask will remain compliant at all times with the local zoning requirements set forth in the Town of Fairhaven's Zoning Bylaw. In accordance with Fairhaven's Zoning Bylaw, Bask's proposed Marijuana Retailer Establishment is located in the Medical Marijuana Overlay District designated for a Marijuana Retailer Establishment.

In compliance with 935 CMR 500.110(3), 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.

As required by Fairhaven's Zoning Bylaw, Bask will apply for a Special Permit and Site Plan Review, as applicable, from the local Special Permit Granting Authority (Fairhaven's Planning Board). Bask will apply for any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. Bask will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Retailer Establishment at Bask's proposed location.

Bask has already attended several meetings with various municipal officials and boards to discuss Bask's plans for a proposed Marijuana Retailer Establishment and has executed a Host Community Agreement with Fairhaven. Bask will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Bask's Marijuana Retailer

Establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

RETAIL OPERATIONS

In accordance with 935 CMR 500.140(3), access to Bask's retail facility will be limited to verified individuals 21 years of age and older. Prior to entering the dispensary, a customer must present a valid, government-issued photo identification to a Bask security agent to determine whether the customer is 21 years of age or older. Once the customer's identity and age are verified, the security agent will permit the customer to enter the establishment's sales area.

Once inside the sales area, the customer will enter a queue to obtain individualized service from a Bask agent who will help the customer select from the available products and complete the transaction. Prior to checkout, customers will be required to confirm their identities and ages a second time. The checkout also activates the seed-to-sale tracking system that will be compliant with 935 CMR 500.105(8). Sales will be limited to one (1) ounce of marijuana flower or five (5) grams of marijuana concentrate per adult use consumer transaction. All required taxes will be collected at the point of sale.

Once a customer has selected products for purchase, a Bask agent will collect the requested items from a secure product storage area. The agent will then scan each product's barcode into the Commission-approved point of sale system. All products will be packaged in tamper and child-resistant, resealable packaging that is compliant with 935 CMR 500.105(5) and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

In the event a Bask agent determines a consumer would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. Bask will use the point of sale system to accept payment and complete the sale. The system will back up and securely cache each sale for inspection.

In compliance with 935 CMR 500.140(8), Bask will provide educational materials designed to help consumers make informed marijuana product purchases. The educational materials will describe the various types of products available, as well as the types and methods of responsible consumption. The materials will offer education on titration, which is the method of using the smallest amount of product necessary to achieve the desired effect. Additional topics discussed in the education materials will include potency, proper dosing, the delayed effects of edible marijuana products, substance abuse and related treatment programs, and marijuana tolerance, dependence, and withdrawal.

For the first thirty (30) days of retail operations in Fairhaven, Bask proposes to conduct a soft opening by utilizing a smart phone application to reserve a spot in line at the Fairhaven Dispensary. Participants will receive a text message or email 10 minutes in advance of being able to enter the facility. Implementing this system for the first month will help to

prevent a potential overflow of customers, mitigate traffic impacts, educate customers about safe access to the facility, and allow for efficient customer flow inside the facility. Oversight over the number of customers in the facility will be the responsibility of trained security agents stationed at the entry, exit and the middle security points of the facility. Prior to the end of the first month, Bask proposes to meet with representatives from the Town and the Police Department to discuss the need for continuing this system.

Bask has contracted with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for customers, employees and the local community.

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

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

Only eligible consumers 21 years of age and older with a valid government-issued ID and Bask's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity. All agents and visitors will be required to visibly display an ID badge, and Bask will maintain a current list of individuals with access. On-site consumption of marijuana by customers, Bask's employees and visitors will be prohibited. Bask will have security personnel on-site during business hours. Additional information on Bask's security plan is available in the Security Plan document included with this submission.

ENERGY AND WATER CONSERVATION

As required by the Commission's regulations, Bask will develop policies and procedures for energy efficiency and conservation that will include:

1. 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;
2. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;

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

Lighting and HVAC will utilize energy efficient technologies, including LED-lighting and Energy-Star appliances. Restroom and handwashing facilities will implement low water appliances. Bask will also implement a strict recycling program and will seek to utilize recyclable packaging for all products.

BENEFITS TO THE MUNICIPALITY

Bask looks forward to continue working cooperatively with Fairhaven to ensure that Bask operates as a responsible, contributing member of the Fairhaven community. Fairhaven stands to benefit in various ways, including but not limited to the following:

- Jobs for Local Residents: The retail facility will employ approximately 30-35 full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits: A Host Community Agreement with significant monetary donations will provide the Town with additional financial benefits beyond local property taxes.
- Access to Safe, Medical-Grade Product: Bask will allow qualified consumers 21 years of age and older in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants.
- Education: Bask's staff has been trained and working with patients on cannabis and cannabis consumption. This knowledge and experience will benefit qualified consumers 21 years of age and older in the Commonwealth by education on the different products available and methods of consumption.
- Partnering with a Responsible Company: Bask is comprised of experienced operators and professionals who have already been thoroughly vetted by the Medical Use of Marijuana Program and have worked with the Fairhaven community over the course of years.

JOBS FOR LOCAL RESIDENTS

In addition to the state-level requirements included in Bask's Plan for Positive Impact and Diversity Plan, Bask will prioritize the hiring of Fairhaven residents for its operations. Bask will rely on local legal, architectural, engineering, and construction groups to provide assistance throughout local permitting processes. Unless a qualified individual cannot be

recruited from Fairhaven (and surrounding towns and cities), staffing will rely exclusively on the local citizenry.

MONETARY BENEFITS

A successful retail marijuana establishment can provide economic value to Fairhaven in several ways. First and foremost, Fairhaven will receive direct payments of three percent (3%) of the gross revenues derived from sales at the location as a community impact fee allowable under M.G.L. c. 94G. Fairhaven will also receive an additional three percent (3%) of the gross revenues of the sales through a local option sales tax. A projection of anticipated payments to Fairhaven based upon the revenue estimates set forth above is as follows:

	Year 1	Year 2	Year 3	Year 4	Year 5
Gross Revenue	3,000,000	3,500,000	3,750,000	4,000,000	4,250,000
3% Community Impact Fee	90,000	105,000	112,500	120,000	127,500
3% Local Option Sales Tax	90,000	105,000	112,500	120,000	127,500
Year Total to Town	180,000	210,000	225,000	240,000	255,000

ACCESS TO SAFE, MEDICAL-GRADE PRODUCT

Bask will allow qualified consumers in the Commonwealth to have access to high-quality marijuana and marijuana products that are tested for cannabinoid content and contaminants. Our team of industry experts have gained extensive knowledge of cannabis sampling, testing and quality practices from years of operational experience. Bask’s retail customers can rely on the safety of Bask’s adult-use products. As some customers prefer access to raw flower, the company will provide a range of Sativa, Indica, and Hybrid strains, including high-Cannabidiol (“CBD”) strains. Bask will develop a unique suite of High CBD:THC “Ratio” Products to address a spectrum of wellness needs.

PARTNERING WITH A RESPONSIBLE COMPANY

As an experienced marijuana business that has been thoroughly vetted by the Massachusetts Medical Use of Marijuana Program and is currently operating in the Commonwealth, Bask is confident that will be a compliant and responsible partner for the

Town of Fairhaven. Bask has the experience, financial backing and team expertise to operate a secure, compliant and successful retail marijuana establishment.

CLOSING REMARKS

Bask has the experience and know-how to safely and efficiently serve customers with high quality, consistent, laboratory-tested medical grade cannabis and cannabis products. Bask hopes to bring its high-quality standards to adult-use consumers to provide them with a safe and clean community environment. Bask's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and secure environment for both consumers and staff and will help deter and prevent diversion.

Bask is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans and growth strategies. Bask will leverage both its expertise and existing operations to provide maximum value to customers and higher fee payments to Fairhaven. Bask looks forward to working cooperatively with the Town of Fairhaven for years to come.

PLAN FOR OBTAINING LIABILITY INSURANCE

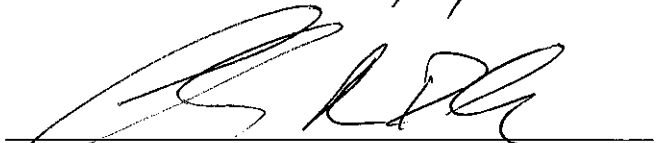
Bask, Inc. (“Bask”) plans to contract with Dowling & O’Neil Insurance Agency to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Bask will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Bask will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow will be replenished within 10 business days. Bask will keep reports documenting compliance with 935 CMR 500.105(10).

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).

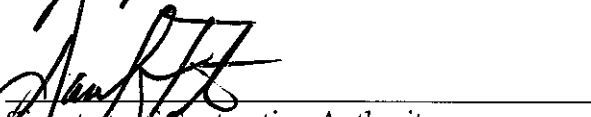
Applicant

I, Chapman R. Dickerson, (*insert name*) certify as an authorized representative of Bask, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Fairhaven, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 1/24/2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Daniel Trefts, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Fairhaven, MA (*insert name of host community*) to certify that the applicant and Fairhaven, MA (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 1/28/19 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

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

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

1. The Community Outreach Meeting was held on December 13, 2018 *(insert date)*.
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on December 6th, 2018 *(insert date)*, which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A *(please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document)*.
3. A copy of the meeting notice was also filed on December 4, 2018 *(insert date)* with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B *(please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document)*.
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on December 7th, 2018 *(insert date)*, which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C *(please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee)*.

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

6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Prosecutors ramp up foreign lobbying probe in New York

By Eric Tucker, Desmond Butler & Chad Day
The Associated Press

WASHINGTON — Spinning off from the special counsel's Russia probe, prosecutors are ramping up their investigation into foreign lobbying by two major Washington firms that did work for former Trump campaign chairman Paul Manafort, according to people familiar with the matter.

The investigation had been quiet for months since special counsel Robert Mueller referred it to authorities in Manhattan because it fell outside his mandate of determining whether the Trump campaign coordinated with Russia.

But in a flurry of new activity, Justice Department prosecutors in the last several weeks have begun interviewing witnesses and contacting lawyers to schedule additional questioning related to the Podesta Group and Mercury Public Affairs, the people familiar with the inquiry said. They spoke to The Associated Press on condition of anonymity because they were not authorized to discuss the ongoing work.

The New York work underscores the broad effects of Mueller's investigation, extending well beyond the central question of President Donald Trump and collusion. Mueller has made clear he will not turn away if he discovers alleged crimes outside the scope of his inquiry; instead, he refers them out in investigations that may linger on even after the special counsel's work concludes. Other Justice Department referrals from Mueller have ended in guilty pleas, including the hush money payment case of Trump's former lawyer Michael Cohen.

The investigation reflects how Mueller, in latching onto an obscure law, has shined a light on high-dollar lobbying practices that have helped foreign governments find powerful allies and advocates



Paul Manafort, President Donald Trump's former campaign chairman, leaves the Federal District Court after a hearing in Washington recently. [JOSE LUIS MAGANA/THE ASSOCIATED PRESS]

in Washington. It's a practice that has spanned both parties and enriched countless former government officials, who have leveraged their connections to influence American politics.

In New York, Mueller's referral prompted a fresh look at the lobbying firms of Washington insiders Tony Podesta and Vin Weber, who have faced scrutiny for their decisions not to register as foreign agents for Ukrainian lobbying work directed by Manafort.

Podesta is a longtime Democratic operative whose brother, John Podesta, ran Hillary Clinton's 2016 presidential campaign; Weber is a former Republican congressman from Minnesota. Neither man has been charged with any crimes. Their firms have defended the decisions by saying they relied on the advice of outside attorneys.

Mueller's referral also involved Greg Craig, a former White House counsel for President Barack Obama. Craig supervised a report authored on behalf of the Ukrainian government, and Mueller's team has said Manafort helped Ukraine hide that it paid more

than \$4 million for the work. CNN reported in September that prosecutors were weighing charges against Craig.

It's unclear if the renewed interest will produce charges or if prosecutors are merely following up on Mueller's referral.

Lawyers for Weber and Craig and a spokeswoman for Podesta declined to comment. The U.S. attorney's office in Manhattan didn't return an email seeking comment.

Mercury spokesman Michael McKeon said the firm has "always welcomed any inquiry since we acted appropriately at every step of the process, including hiring a top lawyer in Washington and following his advice. We'll continue to cooperate as we have previously."

Foreign lobbying work was central to Mueller's case against Manafort and his longtime associate Rick Gates, two high-profile Trump campaign officials who pleaded guilty earlier this year and have been interviewed extensively by prosecutors.

The Podestas have been frequent targets of Trump and his associates, who have repeatedly demanded to know why

Tony Podesta has not been arrested and charged. Trump confidant Roger Stone, for instance, has insisted a 2016 tweet of his that appeared to presage the release by WikiLeaks of John Podesta's emails — "Trust me, it will soon be the Podesta's time in the barrel" — was instead a reference to the brothers' foreign connections getting them into the hot seat.

In September, Manafort admitted to directing Mercury and the Podesta Group to lobby in the U.S. on behalf of a Ukrainian political party and Ukraine's government, then led by President Viktor Yanukovich, Manafort's longtime political patron.

While doing the lobbying, neither the Podesta Group nor Mercury registered as foreign agents under a U.S. law known as the Foreign Agents Registration Act, or FARA, which requires lobbyists to declare publicly if they represent foreign leaders, governments or their political parties.

The Justice Department has rarely prosecuted such cases, which carry up to five years in prison, but has taken a more aggressive tack lately.

Saudi-funded lobbyist paid for 500 rooms at Trump's hotel after 2016 election

By David A. Fahrendthold & Jonathan O'Connell
Washington Post

WASHINGTON, D.C. — Lobbyists representing the Saudi government reserved blocks of rooms at President Trump's D.C. hotel within a month of Trump's election in 2016 — paying for an estimated 500 nights at the luxury hotel in just three months, according to organizers of the trips and documents obtained by The Washington Post.

At the time, these lobbyists were reserving large numbers of D.C.-area hotel rooms as part of an unorthodox campaign that offered U.S. military veterans a free trip to Washington — then sent them to Capitol Hill to lobby against a law the Saudis opposed, according to veterans and organizers.

At first, Saudi lobbyists put the veterans up in Northern Virginia. Then, in December 2016, they switched most of their business to the Trump International Hotel in downtown Washington. In all, the lobbyists spent more than \$270,000 to house six groups of visiting veterans at the Trump hotel, which Trump still owns.

Those bookings have fueled a pair of federal lawsuits alleging Trump violated the Constitution by taking improper payments from foreign governments.

During this period, records show, the average nightly rate at the hotel was \$768. The lobbyists who ran the trips say they chose Trump's hotel strictly because it offered a discount from that rate and had rooms available, not to curry favor with Trump.

"Absolutely not. It had nothing to do with that. Not one bit," said Michael Gibson, a Maryland-based political operative who helped organize the trips.

Some of the veterans who stayed at Trump's hotel say they were kept in the dark about the Saudis' role in the trips. Now, they wonder if they were used twice over: not just to deliver someone else's message to Congress, but also to deliver business to the Trump

Organization. "It made all the sense in the world, when we found out that the Saudis had paid for it," Henry Garcia, a Navy veteran from San Antonio who went on three trips. He said the organizers never said anything about Saudi Arabia when they invited him.

He believed the trips were organized by other veterans, but that puzzled him, because this group spent money like no veterans group he had ever worked with. There were private hotel rooms, open bars, free dinners. Then, Garcia said, one of the organizers who had been drinking minibar champagne mentioned a Saudi prince.

"I said, 'Oh, we were just used to give Trump money,'" Garcia said.

The Washington firm Qorvis/MSLGroup, which has long represented the Saudi government in the United States, paid the organizers of the "veterans fly-in" trips, according to lobbying disclosure forms. The firm declined to comment.

The Saudi Embassy did not respond to questions for this story. Trump hotel executives, speaking on the condition of anonymity to discuss their clients, said they were unaware at the time that Saudi Arabia was ultimately footing the bill and declined to comment on the rates they offer to guests.

The existence of the Saudi-funded stays at Trump's hotel were reported by several news outlets last year. But reviews of emails, agendas and disclosure forms from Saudi lobbyists and interviews this fall with two dozen veterans provide far more detail about the extent of the trips and the organizers' interactions with veterans than have previously been reported.

That reporting showed a total of six trips, during which the groups grew larger after the initial visit and the stays increased over time. The Post estimated the Saudi government paid for more than 500 nights in Trump hotel rooms, based on planning documents and agendas given to the veterans, and conversations with organizers.

2 US warplanes crash off Japan; 1 rescued, 6 missing

By Mari Yamacuchi
The Associated Press

TOKYO — Two American warplanes crashed into the Pacific Ocean off Japan's southwestern coast after a midair collision early Thursday, and rescuers found one of the seven crew members in stable condition while searching for the others, officials said.

The U.S. Marine Corps said that the 2 a.m. crash involved an F/A-18 fighter jet and a KC-130 refueling aircraft during regular training after the planes took off from their base in Iwakuni, near Hiroshima in western Japan.

The crash took place 200 miles off the coast.

Japan's Defense Ministry said the aircraft carrying seven crew members in total collided and crashed into the sea south of the Muroto Cape on Shikoku island in southwestern Japan.

The Maritime Self-Defense



This March, 2018, photo shows a F/A-18 jet at United States Marine Corps air station in Iwakuni, western Japan. Two American warplanes crashed into the Pacific Ocean off Japan's southwestern coast after a midair collision early Thursday, and rescuers found one of the seven crew members in stable condition while searching for the others, officials said. [KYODO NEWS VIA AP]

Force, which dispatched aircraft and vessels to join in the search operation, said Japanese rescuers found one of the crew

members in stable condition. The Marine Corps said the rescued crew was taken to a hospital at its base in Iwakuni and was being treated, but did not provide any other details.

Japanese officials said two crew members were in the F/A-18, and five others in the KC-130.

Residents return to California town leveled by wildfire

By Don Thompson and Olga R. Rodriguez
The Associated Press

PARADISE, Calif. — Joyce and Jerry McLean sifted through twisted metal and broken glass Wednesday on the property where their mobile home once stood, hoping to find precious family possessions that might have survived the devastating California wildfire that leveled Paradise.

They were among hundreds of residents who were finally allowed back into neighborhoods on the east side of town a month after the blaze killed at least 85 people and destroyed about 14,000 homes.

The couple, wearing white hazmat suits and leather gloves, searched for his gold wedding band, a Bible that belonged to his great-grandmother and Christmas ornaments their son made when he was a boy.

"We didn't own expensive things, but we had a lot of memory things," said Joyce McLean, 73. "If I can find a little piece of his family or just a little piece of my son, I

would be happy."

Earlier in the day, a long line of cars waited in a cold drizzle at a checkpoint to enter areas where evacuation orders had been lifted for an area where 4,700 people once lived.

Crews in yellow rain slickers were still clearing debris from burned homes and removing trees from streets littered with melted plastic trash cans and hollowed vehicles on tireless rims.

Some residents have been allowed back into nearby communities in the fire zone, but Wednesday marked the first time residents of Paradise got a firsthand look at what was left of their town of 27,000 people that was hit the hardest by the blaze.

More than 50,000 people in Paradise and the neighboring communities of Magalia and Concow were forced to quickly flee the towering, wind-driven flames that charred 240 square miles. Authorities said 10 people were still unaccounted Wednesday for in what was the deadliest U.S. wildfire in at least a century.

Joyce McLean said she had seen photos on social media of her burned home and knew one of the only things that survived was an American flag still flying on its pole.

"We lost everything but the clothes on our backs," she said about their harrowing dash for safety.

In their search Wednesday, they found tools that belonged to Jerry McLean's father and a set of souvenir spoons that belonged to Joyce McLean's mother, but there was no sign of the precious items they had hoped to find.

"I don't think we're going to find the Bible, not much chance," said Jerry McLean, 72.

Joyce McLean said the thought of returning after the fire had made her nervous and emotional, but she wanted to at least recover the flag.

"I think something was telling us to be there," she said about the images she saw on social media. "The only thing that was standing was the flagpole, with the flag still flying, and our welcome sign with our name and address."

Rebecca Rogers of Chico came to support her friend, Jennifer Christensen, who lost her Paradise home in the fire.

Rogers believes she found the remains of Christensen's cat, Marble, under what used to be her friend's bed. Rogers was in tears when she approached the McLeans to ask for a bag to gather the remains.

PUBLIC ANNOUNCEMENT CONCERNING A PROPOSED HEALTH CARE PROJECT

Southcoast Health System, Inc., located at 101 Page Street, New Bedford, MA 02740 ("Southcoast") (the "Applicant") intends to file a Determination of Need application ("Application") with the Massachusetts Department of Public Health ("DPH") for a substantial capital expenditure by Southcoast Hospitals Group, Inc. at its Tobey Hospital campus, located at 43 High Street, Wareham, MA 02571. The Project includes the renovation and expansion of the existing emergency department at the Tobey Hospital campus. The total value of the Project based on the total capital expenditure is estimated to be approximately \$25,095,000. The Applicant does not anticipate any price or service impacts on the Applicant's existing patient panel as a result of the Project. Any ten taxpayers of Massachusetts may register in connection with the intended Application by no later than January 9, 2019 by contacting the Department of Public Health, Determination of Need Program, 250 Washington Street, 6th Floor, Boston, MA 02108.

Notice is hereby given that a

Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday December 13 at 7:00 PM at Cleary's Pub, 111 Huttleston Ave, Fairhaven, MA 02719

The proposed Marijuana Cultivator, Marijuana Product Manufacturer, Marijuana Retailer and Marijuana Transporter is anticipated to be located at **2 Pequod Rd. Fairhaven, MA 02719**. The proposed Marijuana Establishment will be the same location as the existing medical marijuana dispensary. There will be an opportunity for the public to ask questions.

The Perfect Holiday Gift!

Gift Card Sale

Receive **\$20 Bonus Card** For every \$100 worth of Gift Cards Purchased

THE PASTA HOUSE ITALIAN GRILLE

100 Alden Rd, Fairhaven • 508-993-9913
www.thepastahouse.net

BASK

RECEIVED
TOWN CLERK

2018 NOV 30 P 2:51

FAIRHAVEN,
MASS.

Notice of Public Meeting

Notice is hereby given that a Community Outreach Meeting for a Proposed Cannabis Establishment is scheduled for:

Date: Thursday, December 13th 2018

Time: 7:00PM

Location: Cleary's Pub 111 Huttleston Ave, Fairhaven MA 02719

The proposed Marijuana Cultivator, Marijuana Product Manufacturer, Marijuana Retailer and Marijuana Transporter is anticipated to be located at:

Bask, Inc. 2 Pequod Road, Fairhaven MA 02719.

The proposed Marijuana Establishment will be the same location as the existing medical marijuana dispensary. There will be an opportunity for the public to ask questions.

If you have any questions about this meeting or have comments about the proposal please contact:

Timothy Keogh
President, Bask Inc.
Tim@cometobask.com
774-305-4749

BASK

Attachment C

Bask, Inc.
2 Pequod Road
Fairhaven, MA 02719
Telephone (774) 305-4749
E-mail Tim@cometobask.com
www.cometobask.com

November 28th, 2018

To Whom it may concern:

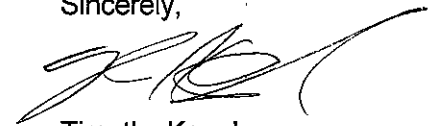
Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Thursday December 13 at 7:00 PM at:

Clary's Pub 111 Huttleston Ave, Fairhaven MA 02719

The proposed Marijuana Cultivator, Marijuana Product Manufacturer, Marijuana Retailer and Marijuana Transporter is anticipated to be located at 2 Pequod Rd. Fairhaven, MA 02719. The proposed Marijuana Establishment will be the same location as the existing medical marijuana dispensary. There will be an opportunity for the public to ask questions.

Please feel free to contact me with any questions,

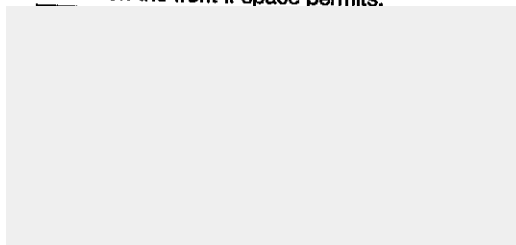
Sincerely,



Timothy Keogh
President

SENDER: COMPLETE THIS SECTION

- Complete items 1, 2, and 3.
- Print your name and address on the reverse so that we can return the card to you.
- Attach this card to the back of the mailpiece, or on the front if space permits.



9590 9402 3526 7275 5593 65

7018 0360 0001 8541 4286

PS Form 3811, July 2015 PSN 7530-02-000-9053

COMPLETE THIS SECTION ON DELIVERY

A. Signature Agent
 Addressee

B. Received by (Printed Name) C. Date of Delivery
 D. K. Sender 12/8/15

D. Is delivery address different from item 1? Yes
 If YES, enter delivery address below: No

3. Service Type
- Adult Signature
 - Adult Signature Restricted Delivery
 - Certified Mail®
 - Certified Mail Restricted Delivery
 - Collect on Delivery
 - Collect on Delivery Restricted Delivery
 - Insured Mail
 - Insured Mail Restricted Delivery (over \$500)
 - Priority Mail
 - Registered Delivery
 - Return Receipt for Merchandise
 - Signature Confirmation
 - Signature Confirmation Restricted

1000

Domestic Return

PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Bask, Inc. (“Bask”) will remain compliant at all times with the local zoning requirements set forth in the Town of Fairhaven’s Zoning Bylaw. In accordance with Fairhaven’s Zoning Bylaw, Bask’s proposed Marijuana Retailer Establishment is located in the Medical Marijuana Overlay District designated for a Marijuana Retailer Establishment.

In compliance with 935 CMR 500.110(3), 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.

As required by Fairhaven’s Zoning Bylaw, Bask will apply for a Special Permit and Site Plan Review, as applicable, from the local Special Permit Granting Authority (Fairhaven’s Planning Board). Bask will apply for any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. Bask will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Retailer Establishment at Bask’s proposed location.

Bask has already attended several meetings with various municipal officials and boards to discuss Bask’s plans for a proposed Marijuana Retailer Establishment and has executed a Host Community Agreement with Fairhaven. Bask will continue to work cooperatively with various municipal departments, boards, and officials to ensure that Bask’s Marijuana Retailer Establishment remains compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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

FORM MUST BE TYPED

FORM MUST

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

Bask, Inc., which has submitted the
 Articles of Entity Conversion, is licensed and approved to
 engage in the purposes stated on said document.

Stacy Collins
 Executive Director
 Cannabis Control Commission

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

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

- (3) The plan of entity conversion was duly approved in accordance with the law.

- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Bask, Inc.

ARTICLE II

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

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

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	100,000	.001

ARTICLE IV

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

ARTICLE V

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

ARTICLE VI

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

See Article VI Continuation Sheet

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
2 Pequod Road, Fairhaven, Massachusetts 02719
- b. The name of its initial registered agent at its registered office:
Melanie Dixon
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Timothy Ryan Keogh

Treasurer: Timothy Ryan Keogh

Secretary: Melanie Jade Dixon

Director(s): Joanne Leppanen, Timothy Ryan Keogh, Melanie Jade Dixon

- d. The fiscal year end of the corporation:
July 31
- e. A brief description of the type of business in which the corporation intends to engage:
Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.
- f. The street address of the principal office of the corporation:
2 Pequod Road, Fairhaven, MA 02719
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

2 Pequod Road, Fairhaven, MA 02719, which is
(number, street, city or town, state, zip code)

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



Signed by: _____
(signature of authorized individual)

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

on this 29 day of March, 2019

ARTICLE VI: CONTINUATIONS

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

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

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

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

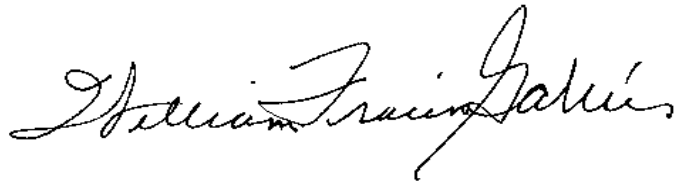
E. **SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT.** ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY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

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

THE COMMONWEALTH OF MASSACHUSETTS

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

May 13, 2019 04:01 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

**BYLAWS
OF
BASK, INC.**

BYLAWS OF BASK, INC.

ARTICLE I: GENERAL

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

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

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

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

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

ARTICLE II: SHAREHOLDERS

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

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

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

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President, Vice President (if any) or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than fifteen (15) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

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

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

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

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

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

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

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

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

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

(a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.

(b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.

(c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.

(d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

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

Section 2.06 *Reserved*

Section 2.07 Fixing the Record Date. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, the record date shall be the date specified by the Board of Directors in the notice of the meeting. If no date is specified by the Board of Directors, the record date shall be the close of business on the day before the notice of the meeting is mailed to shareholders. If no notice is sent, the record date shall be the date set by the law applying to the type of action to be taken for which a record date must be set.

In the case of action by written consent of the shareholders without a meeting, the record date shall be (a) the date fixed by the board of directors or (b) the date that the first shareholder signs the written consent if no date has been fixed by the board.

A record date fixed under this Section may not be more than seventy (70) days before the meeting or action requiring a determination of shareholders. A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date.

Section 2.08 Quorum of and Action by Shareholders. A quorum shall be present for action on any matter at a shareholder meeting if a majority of the votes entitled to be cast on the

matter by a voting group is represented at the meeting in person or by proxy. A voting group includes all shares of one (1) or more classes or series that are entitled, by law or the Articles of Entity Conversion, to vote and to be counted together collectively on a matter at a meeting of shareholders.

Once a quorum for a voting group has been established at a meeting, the shareholders in that voting group represented in person or by proxy at the meeting are deemed present for quorum purposes for the remainder of the meeting and for any adjournment unless:

- a. The shareholder attends the meeting solely to object to defective notice or the conduct of the meeting on other grounds and does not vote the shares or take any other action at the meeting.
- b. The meeting is adjourned and a new record date is set for the adjourned meeting.

The shareholders in a voting group represented in person or by proxy at a meeting of shareholders, even if not comprising a quorum, may adjourn the meeting as to the voting group until a time and place as may be determined by a vote of the holders of a majority of the shares of the voting group represented in person or by proxy at that meeting. If the meeting is adjourned for more than one hundred and twenty (120) days after the date fixed for the original meeting, a new record date must be fixed by the Board of Directors; notice of the meeting must be given to the shareholders who are members of the voting group as of the new record date, and a new quorum for the meeting must be established.

Section 2.09 *Reserved*

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

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

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

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

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

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

Section 2.15 Automatic Divestiture. If, during anytime while the Corporation holds a local or state marijuana business license, any of the following occur to a shareholder or to a member of an entity that is a shareholder of the Corporation, all interests of that shareholder in the Corporation (the "Affected Shareholder") will automatically and immediately terminate, and the Affected Shareholder will cease to be a shareholder:

- (a) The Affected Shareholder is charged with or convicted of any criminal offense, if a conviction of the offense in question would, pursuant to the applicable laws and regulations, disqualify the Affected Shareholder from having an ownership interest in

a marijuana business; *however*, where an Affected Shareholder is only charged with a criminal offense and not convicted, and where the applicable cannabis regulatory body and any other local or state licensing authority upon request have agreed to defer pursuing any action against the Corporation's marijuana business license(s) based upon such charges, or where any such actions of the applicable cannabis regulatory body and local licensing authorities are subject to a stay order, then the Affected Shareholder's shares shall not be subject to divestiture under this Section 2.15;

(b) The Affected Shareholder or any entity that it owns or controls incurs a revocation of any Massachusetts marijuana business license, and it is determined by the Board that such revocation has a material adverse effect upon the issuance or continued good standing of the Corporation's marijuana business license;

(c) The applicable cannabis regulatory body or local licensing authority issues a formal recommendation stating that the Affected Shareholder is unfit to have an ownership or economic interest in a marijuana business;

(d) The applicable cannabis regulatory body or local licensing authority issues a formal recommendation against the issuance to the Corporation of a marijuana business license or revokes a marijuana business license, which recommendation cites the participation of the Affected Shareholder as a material factor in the decision, or the applicable cannabis regulatory body or local licensing authority conditions the issuance of a marijuana business license on the Corporation removing the Affected Shareholder in the Corporation;

(e) The applicable cannabis regulatory body or local licensing authority advises the Corporation in writing, or it is otherwise determined by court order, that a decision on the Corporation's marijuana business license is being delayed beyond one (1) year following the filing of the Corporation's application for a marijuana business license, and the Corporation is advised before or after said date that the sole reason for such delay is the participation of or concerns about the Affected Shareholder;

(f) The Affected Shareholder demonstrates a repeated failure to attend meetings with the applicable cannabis regulatory body or any local licensing authority as required for Corporation business to be conducted. As used herein, repeated failure to attend shall be demonstrated by failure to attend any meeting without good cause, or any two (2) meetings with any licensing authority.

(g) The Affected Shareholder fails to provide information to the applicable cannabis regulatory body which is requested by or required by the applicable cannabis regulatory body.

(h) If the Affected Shareholder is a partnership or other business entity and not a natural person, a member of the Affected Shareholder is disqualified from obtaining an ownership interest in a licensed marijuana business by final written determination of the applicable cannabis regulatory body, unless, unless such member is divested from the Affected Shareholder in a timely manner.

Section 2.16 Redemption of Shares Following Automatic Divestiture.

(a) The Corporation shall continue in existence notwithstanding the automatic termination of any Affected Shareholder pursuant to Section 2.15 above. Notwithstanding any provision of this Agreement to the contrary, if the Affected Shareholder is a corporate entity and the occurrence of any of the events enumerated in Section 2.15, above, is due to a member, shareholder, manager, director or officer of the Affected Shareholder, the Affected Shareholder shall have an option to reclaim its shares and shall be restored to its ownership position before the divestiture events occurred if the Board, a court of law or the applicable cannabis regulatory body provides a written assurance or order that Affected Shareholder has removed the member, shareholder, manager, director or officer that caused any of the events enumerated in Section 2.15, above, pursuant to the terms of the Affected Shareholder's governing documents.

(b) The Corporation shall be liable for the terminated ownership interest of the Affected Shareholder as follows:

(i) The Corporation and the Affected Shareholder shall determine the fair market value of the Affected Shareholder's shares by a mutually agreed upon third party appraisal.

(ii) If the Affected Shareholder and the Corporation cannot agree on a third-party appraisal, they shall both individually choose and pay for their own appraisal and the differences, if any, between the two valuations of the Affected Shareholder's shares shall be averaged and used for calculating the Payoff Note (as defined herein).

(iii) Once the value of the Affected Shareholder's shares is determined in relation to the Corporation's fair market value, the Corporation shall deliver a note (the "**Payoff Note**") to the Affected Shareholder for [fifty percent (50%)]¹ of the asset value of Affected Shareholder's shares. The Payoff Note may be payable over a five (5) year period and may bear interest at a rate equal to the prime rate of interest as announced from time to time by the Wall Street Journal or may be discounted (using the same rate) to present value if an earlier payoff is required under the applicable laws and regulations. The terms of the Payoff Note may include equal monthly payments and shall be reasonable and customary for a transaction of this type. The Corporation may sell the Affected Shareholder's shares, in accordance with the terms of these Bylaws, to finance the Payoff Note or for any other lawful reason.

ARTICLE III: DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be three (3) until changed by an amendment to these Bylaws

¹ Client to confirm figure.

duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be:

- (a) Joanne Leppanen;
- (b) Timothy Ryan Keogh; and
- (c) Melanie Jade Dixon.

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

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

Section 3.04 Vacancies and Newly Created Directorships. Vacancies and newly created directorships, whether resulting from an increase in the size of the Board of Directors, from the death, resignation, disqualification or removal of a Director or otherwise, may be filled by election at an annual or special meeting of shareholders called for that purpose or/solely by the affirmative vote of a majority of the remaining Directors then in office, even though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

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

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

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

Section 3.07 Meetings of Directors.

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

(b) Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President (if any), Chairman of the Board, the Secretary, by any two (2) Directors or by one (1) Director in the event that

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

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

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

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

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

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

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

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

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Amend or repeal bylaws or adopt new bylaws.
- (d) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.
- (e) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.

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

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

ARTICLE IV: OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or

more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

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

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

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

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

ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS

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

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

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

ARTICLE VI: SHARE CERTIFICATES AND TRANSFER

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

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

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

"Transfer" means to, directly or indirectly, sell, transfer, assign, pledge, encumber, hypothecate or similarly dispose of, either voluntarily or involuntarily, by operation of law or otherwise, or to enter into any contract, option or other arrangement or understanding with respect to the sale, transfer, assignment, pledge, encumbrance, hypothecation or similar disposition of, any shares owned by a person or any interest (including a beneficial interest) in any shares or share equivalents owned by a person.

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

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

ARTICLE VII: CORPORATE RECORDS AND INSPECTION

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

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

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

ARTICLE VIII: MISCELLANEOUS

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

Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion. Unless the context requires otherwise, the general provisions, rules of construction and the definitions of Chapter 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

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

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

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

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

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

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

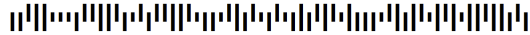
ARTICLE IX: AMENDMENT OF BYLAWS

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

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



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BASK, INC.
2 PEQUOD RD
FAIRHAVEN MA 02719-4736

Why did I receive this notice?

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

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

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

What if I have questions?

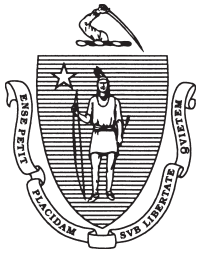
If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: May 14, 2019

To Whom It May Concern :

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

is a domestic corporation organized on **May 13, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19050270620

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

Processed by:

DISPENSING PROCEDURES

In accordance with 935 CMR 500.140(3), access to Bask, Inc. 's ("Bask") establishment will be limited to verified individuals 21 years of age and older. Prior to entering the dispensary, a customer must present a valid, government-issued photo identification to an Bask security agent to determine whether the customer is 21 years of age or older. Once the customer's identity and age are verified, the security agent will permit the customer to enter the establishment's sales area.

Once inside the sales area, the customer will enter a queue to obtain individualized service from an Bask agent who will help the customer select from the available products and complete the transaction. Prior to checkout, customers will be required to confirm their identities and ages a second time. The checkout also activates the seed-to-sale tracking system that will be compliant with 935 CMR 500.105(8). Sales will be limited to one (1) ounce of marijuana flower or five (5) grams of marijuana concentrate per consumer transaction. All required taxes will be collected at the point of sale.

Once a customer has selected products for purchase, an Bask agent will collect the requested items from a secure product storage area. The agent will then scan each product's barcode into the Commission-approved point of sale system. All products will be packaged in tamper and child-resistant, resealable packaging that is compliant with 935 CMR 500.105(5) and properly labeled with warnings, strain information, cannabinoid profile, and other information detailed in 935 CMR 500.105.

In the event an Bask agent determines a consumer would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. Bask will use the point of sale system to accept payment and complete the sale. The system will back up and securely cache each sale for inspection.

Pursuant to 935 CMR 500.140(6)(d), Bask will conduct a monthly analysis of its equipment and sales data to confirm that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. If any such malware is found, Bask will immediately report the occurrence to the Commission and assist in any subsequent investigation. Bask will maintain records of these monthly analyses and will make them available for inspection by the Commission upon request. Further, Bask will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. Bask will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

Bask places a premium on cleanliness, hygiene, and proper product storage to achieve and maintain successful operation of the business. In addition to regularly sanitizing surfaces with products kept separately and away from marijuana products, Bask staff will ensure personal hygiene including washing hands throughout the day and before handling or dispensing any marijuana products. All products available for sale will have been tested for cannabinoid content and contaminants by a licensed Independent Testing Laboratory and subjected to Bask's policies

and procedures for quality control.

In compliance with 935 CMR 5001.140(8), Bask will provide educational materials designed to help consumers make informed marijuana product purchases. The educational materials will describe the various types of products available, as well as the types and methods of responsible consumption. The materials will offer education on titration, which is the method of using the smallest amount of product necessary to achieve the desired effect. Additional topics discussed in the education materials will include potency, proper dosing, the delayed effects of edible marijuana products, substance abuse and related treatment programs, and marijuana tolerance, dependence, and withdrawal.

DIVERSITY PLAN

Overview

Bask, Inc. (“Bask”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations.¹

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

Goals

In order for Bask to promote equity for the above-listed groups in its operations, Bask has established the following goals:

1. Increasing the number of individuals from the above-listed groups working at Bask’s facilities and providing tools to ensure their success; at least 10% of Bask’s workforce will be comprised of individuals from the above-listed groups; and
2. Increasing the number of individuals from the above-listed groups in management and executive positions at Bask and providing tools to ensure their success; at least 5% of Bask’s management and executive positions will be held by individuals from the above-listed groups.

Programs

Bask has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

1. Advertising employment opportunities, and tracking the number of individuals falling into the above-listed demographics that apply, with Massachusetts career centers in Fairhaven, Freetown, Taunton and the surrounding local communities to Bask’s marijuana establishment operations; advertisements will be placed as employment opportunities arise at Bask but not less than twice annually; advertisement placements may be adjusted based on the number of responses received from the above-listed demographics.
2. Providing semi-annual training programs in the areas of cannabis cultivation and cannabis product manufacturing for individuals falling into the above-listed demographics to promote their entry into the marijuana industry.

¹ As per 935 CMR 500.101(1)(c)(8)(k) as promulgated on 11/1/19 and the Commission’s *Guidance on Required Positive Impact Plans and Diversity Plans* as revised 2/25/19. For purposes of this Diversity Plan, Bask is interpreting “[p]eople of all gender identities and sexual orientations” to mean people identifying as LGBTQ+.

Measurements

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

Program 1: Advertise employment opportunities tailored to individuals falling into the above-listed demographics with career centers in in Fairhaven, Freetown, Taunton and the surrounding local communities to Bask's marijuana establishment operations.

- Metrics: 1) The number of employment opportunity advertisements placed with career centers in Fairhaven, Freetown, Taunton and the surrounding local communities to Bask's marijuana establishment operations; 2) The number of employment inquiries and applications received as a result of such advertisements; and 3) The number of individuals falling into the above-referenced demographics who inquired or applied for employment as a result of such advertisements that are employed at Bask.

Program 2: Provide semi-annual training programs in the areas of cannabis cultivation and cannabis product manufacturing for individuals falling into the above-listed demographics to promote their entry into the marijuana industry.

- Metrics: 1) The number of training sessions hosted; and 2) The number of individuals falling into the above-reference demographics that attended the training sessions.

Additional Metric: Measure the number of individuals falling into the above-referenced demographics who are employed in executive, management or other key staff roles at Bask upon receipt of Bask's first "Commence Operations" designation from the Commission; and 2) The number of promotions to executive, management or other key staff roles at Bask for individuals falling into the above-referenced demographics one year following receipt of a provisional license from the Commission, and annually thereafter.

Beginning upon receipt of Bask's first Provisional License from the Commission to operate a marijuana establishment in the Commonwealth, Bask will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The Chief Executive Officer will review and evaluate Bask's measurable outcomes no less than annually to ensure that Bask is meeting its commitments. Bask is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

In the event that Bask is not meeting its commitments, Bask will conduct a Company-wide survey soliciting feedback on programs and metrics and how Bask can be more successful in its commitments and in promoting equity generally.

Acknowledgements

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

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

MAINTAINING OF FINANCIAL RECORDS

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee 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 Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
 - If colocated with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
- Additional written business records will be kept, including, but not limited to, records of:

- Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
- Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
- Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.

PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Bask, Inc. (“Bask”) 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. Bask 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 Bask, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to Bask 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 Bask facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the Bask 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 Bask 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 Bask’s security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the Bask 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 Bask 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 Bask facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort Bask 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 BioTrack THC system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring Bask's policies and procedures for waste disposal are adhered to.

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

- Oversee hiring and release of Bask agents;
- Review and revise Bask personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for Bask 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.

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

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

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

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

Agent Personnel Records

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

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

- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

Staffing Plan and Business Hours

Hiring and Recruitment

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

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

Standards of Conduct

Bask is committed to maintaining an environment conducive to the health and well-being of customers and employees. It is Bask's mission to provide a professional workplace free from harassment and discrimination for employees. Bask 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 Bask's values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

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

Employees are expected to maintain the highest degree of professional behavior. Any harassment

or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at Bask employees or customers is also condemned and will be promptly addressed.

Violence and Weapons in the Workplace

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

At-Will Employment

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

Workplace Attire

The required attire for registered agents at Bask 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.

Hours of Operation (Subject to Approval by the Special Permit Granting Authority)

Monday: 9:00 a.m. to 9:00 p.m.
Tuesday: 9:00 a.m. to 9:00 p.m.
Wednesday: 9:00 a.m. to 9:00 p.m.
Thursday: 9:00 a.m. to 9:00 p.m.
Friday: 9:00 a.m. to 9:00 p.m.
Saturday: 9:00 a.m. to 9:00 p.m.
Sunday: 9:00 a.m. to 9:00 p.m.

Overview of Personnel Policies and Procedures

Standard Employment Practices

Bask values the contributions of its management and staff positions. Bask 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

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

Investigations

Bask 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

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

Job Status

Job Classifications

Positions at Bask 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 personnel will be notified if their attendance is required. Certain personnel, such as housekeeping staff, may not be required to attend. Each department will have a mandatory weekly meeting scheduled by the department manager. The department managers will provide agendas for all meetings and will report to their executive manager.

Breaks

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

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at six-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 an employee's overall performance.

Leave Policies

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

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

Bask 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

Bask's progressive discipline policies and procedures are designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Bask's progressive discipline policies and procedures have been designed consistent with Bask's organizational values, best practices, and state and federal employment laws.

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

Procedure

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an

employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem and/or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

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

Step 2: Written Warning

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

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

Step 3: Suspension and Final Written Warning

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

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

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

exemption status.

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

Step 4: Recommendation for Termination of Employment

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

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

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

Appeal Process

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

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

Performance and Conduct Issues Not Subject to Progressive Discipline

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

Documentation

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

Separation of Employment

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

Types of Separation

1. Resignation

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

2. Retirement

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

3. Job Abandonment

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

4. Termination

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

5. Reduction in Workforce

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

6. Release

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

Exit Interview

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

as mutually agreed upon.

Return of Property

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

Termination of Benefits

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

Health Insurance

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

Rehire

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

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

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

Compensation

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

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at Bask, 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 Bask.

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

Management Responsibility

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

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Bask will undergo a detailed background investigation prior to being granted access to a Bask facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Bask 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), Bask 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, Bask will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Bask 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, Bask 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 Bask along with any legal notices required.
 - All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
 - Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
 - References provided by the agent will be verified at the time of hire.
 - As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
 - As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Bask or the Commission.

QUALIFICATIONS AND TRAINING

Bask, Inc. (“Bask”) will ensure that all employees hired to work at an Bask 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 twenty-one (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.

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

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Bask’s agents will complete training 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 Bask’s current owners, managers, and employees, that are involved in the handling and sale of marijuana at the time of licensure or renewal of licensure, as applicable, will have attended and successfully completed a Responsible Vendor Program to be designated a “responsible vendor.” Bask’s new, non-administrative employees involved in the handling and sale of marijuana will complete the Responsible Vendor Program within ninety (90) days of the date they are hired. Bask’s owners, managers, and employees involved in the handling and sale of marijuana will then successfully complete the program once every year thereafter. Bask will maintain records of responsible vendor training program compliance for four (4) years and will make them available during normal business hours for inspection by the Commission and any other state licensing authority upon request.

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

1. Marijuana’s effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;
4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and

6. Other significant state laws and rules affecting operators, such as:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability and license sanctions and court sanctions;
 - Waste disposal and health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale and conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records and privacy issues; and
 - Prohibited purchases and practices.

QUALITY CONTROL AND TESTING

Quality Control

Bask, Inc. (“Bask”) will process marijuana in a safe and sanitary manner. Bask 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.

Bask will comply with the following sanitary requirements:

1. Any Bask agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Bask 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. Bask’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in Bask’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Bask’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Bask 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. Bask’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Bask’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Bask’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Bask 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. Bask will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
 12. Bask's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
 13. Bask will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
 14. Bask will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms;
 15. Bask 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; and
 16. Bask's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

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

Bask 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 Bask's marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November 2016, published by the DPH. Testing of 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.

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

the assessment of the source of contamination.

Bask 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 Bask's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the marijuana establishment for disposal or by the Independent Testing Laboratory disposing of it directly.

RECORDKEEPING PROCEDURES

General Overview

Bask, Inc. (“Bask”) 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 Bask documents. Records will be stored at Bask in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

To ensure that Bask 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 Bask’s quarter-end closing procedures. In addition, Bask’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

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

- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products;

- Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Bask, 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 Bask and will include, at a minimum, the following:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - Documentation of verification of references;
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - Documentation of periodic performance evaluations; and
 - A record of any disciplinary action taken.
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
 - Bask 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
 - Bask will use BioTrack THC to maintain real-time inventory. BioTrack THC inventory reporting meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten (10) calendar days, Bask will provide written notice to the Commission 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 Commission 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 Bask for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities 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, Bask 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 Bask agents present during the disposal or handling, with their signatures. Bask will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - Bask will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and

the name and title of the presenter(s).

- Closure
 - In the event Bask closes, all records will be kept for at least two (2) years at Bask's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Bask will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.

- Written Operating Policies and Procedures: Policies and Procedures related to Bask's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Agent security policies, including personal safety and crime prevention techniques;
 - A description of Bask's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - Storage of marijuana in compliance with 935 CMR 500.105(11);
 - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - Alcohol, smoke, and drug-free workplace policies;
 - A plan describing how confidential information will be maintained;
 - Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported the Police Department and to the Commission;
 - Engaged in unsafe practices with regard to Bask operations, which will be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
 - A list of all executives of Bask, 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 Bask's website.

- Policies and procedures for the handling of cash on Bask 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

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

PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Bask, Inc. (“Bask”) Marijuana Establishment will only be accessible to individuals 21 years of age or older with a verified and valid, government-issued photo identification. In the event Bask is permitted to co-locate a retail Medical Marijuana Treatment Center at the proposed location, the retail dispensary will also be accessible to individuals under the age of 21 who are in possession of a valid Medical Use of Marijuana Program ID card demonstrating the individual is a registered patient or caregiver.

Before an individual may enter the facility, an Bask security agent will inspect the individual’s proof of identification and confirm that the individual is at least 21 years of age. Bask’s trained security agents will be on-site during business hours to observe, report and prevent loitering, solicitation, diversion of marijuana and marijuana product, and access by individuals under the age of 21.

If Bask discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21 who is not a registered patient, the agent will be immediately terminated, and the Commission will be promptly notified. Bask also will not hire as agents any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors.

In compliance with 935 CMR 500.105(4), Bask 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. Bask 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.

Bask will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings that may attractive to minors. 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.”**

Bask’s packaging will be tamper or child-resistant, and 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.

Bask’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website.

PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Bask, Inc. (“Bask”) has developed plans to ensure virtual and physical separation between medical and adult use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

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

In compliance with 935 CMR 500.140(10), Bask will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of Bask’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

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

In addition to virtual separation, Bask will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers, and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area, a temporary or semi-permanent barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. Registered patients/caregivers 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue.

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

BASK’S PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Bask, Inc. (“Bask”) is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

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

To support such populations, Bask has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact New Bedford, Fall River and Taunton (“Target Communities”).

Goals

In order for Bask to positively impact the Target Communities, Bask has established the following goals:

1. Improve the environment in the Target Communities. As described above, the Target Communities are Taunton, Fall River, and New Bedford, which are 3 of the 29 Commission-identified communities of disproportionate impact and;
2. Reduce barriers to entry in the commercial cannabis industry for residents of the Target Communities

Programs

Bask has developed specific programs to effectuate its stated goals to positively impact the Target Communities. Such programs will include the following:

1. Participate in at least four (4) neighborhood clean-up events or beautification programs in the Target Communities, including Operation Clean Sweep in New Bedford;
2. Provide one (1) cannabis cultivation workshop and one (1) capital raising workshop for Massachusetts residents that have past drug convictions or those with parents or spouses who have drug convictions or who live in the Target Communities; and
3. Establish hiring preferences for employees and contractors that reside in the Target Communities, whereby qualified candidates for open job postings with equal qualifications will be selected if they self-identify as a resident of one of the Target Communities. At least 10% of Bask’s workforce will be comprised of residents of the Target Communities.

Measurements

The CEO and Board of Directors will administer the Plan and will be responsible for developing measurable outcomes to ensure Bask continues to meet its commitments. Such measurable outcomes, in accordance with Bask’s goals and programs described above, include:

- The number of community clean-ups that Bask participates in (at least 4) and the Bask employees involved;
- The number of cultivation and fundraising workshops hosted (at least 2) and the number of people from the Target Communities that participated; and
- The number of employees and contractors that are employed or retained by Bask from the Target Communities.

Beginning upon receipt of Bask’s first “Commence Operations” designation from the Commission to operate a marijuana establishment in the Commonwealth, Bask will utilize the proposed measurements to assess its Plan and will account for demonstrating proof of success or progress of the Plan upon the yearly renewal of the license. The CEO and Board of Directors will review and evaluate Bask’s measurable outcomes no less than Annually to ensure that Bask is meeting its commitments. Bask is mindful that demonstration of the Plan’s progress and success will be submitted to the Commission upon renewal.

In the event that Bask is not meeting its commitments, Bask will conduct a Company-wide survey soliciting feedback on programs and metrics and how Bask can be more successful in this Plan.

Acknowledgements

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