



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR281735
Original Issued Date: 08/07/2020
Issued Date: 08/07/2020
Expiration Date: 08/07/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: 202 Trading Company, Inc. d/b/a Bud Barn

Phone Number: 508-414-0689 Email Address: nicholsma31@gmail.com

Business Address 1: 682 Spring Street Business Address 2:

Business City: Winchendon Business State: MA Business Zip Code: 01475

Mailing Address 1: 25 Palmer Rd. Mailing Address 2:

Mailing City: Framingham Mailing State: MA Mailing Zip Code: 01702

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Woman-Owned Business

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 20

Role: Director Other Role:

First Name: John Last Name: Daly Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: Percentage Of Control: 20

Role: Executive / Officer Other Role:

First Name: Mary Last Name: Nichols 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:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: Percentage Of Control: 20

Role: Executive / Officer Other Role:

First Name: Marla Last Name: La Grassa 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:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: Percentage Of Control: 20

Role: Director Other Role:

First Name: Ryan Last Name: Nichols 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 5

Percentage Of Ownership: Percentage Of Control: 20

Role: Director Other Role:

First Name: Robert Last Name: Barela Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: Percentage of Ownership: 70

Entity Legal Name: CRJ Group, Inc, Entity DBA: DBA City:

Entity Description: Owner/Parent Company

Foreign Subsidiary Narrative:

Entity Phone: 508-414-0689 Entity Email: jldalyjr@yahoo.com Entity Website:

Entity Address 1: 25 Palmer Road Entity Address 2:

Entity City: Framingham Entity State: MA Entity Zip Code: 01702

Entity Mailing Address 1: 25 Palmer Road Entity Mailing Address 2:

Entity Mailing City: Framingham Entity Mailing State: MA Entity Mailing Zip Code: 01702

Date generated: 12/03/2020

Relationship Description: CRJ Group is 70% owner of 202 Trading Company, Inc.

Entity with Direct or Indirect Authority 2

Percentage of Control: **Percentage of Ownership:** 11

Entity Legal Name: Mezzanine InvestCo Mass, LLC.

Entity DBA:

**DBA
City:**

Entity Description: Owner

Foreign Subsidiary Narrative:

Entity Phone: 713-471-8714

Entity Email:
robert.barela@tceassoc.com

Entity Website:

Entity Address 1: 14781 MEMORIAL

Entity Address 2: #572

Entity City: HOUSTON

Entity State: TX

Entity Zip Code: 77079

Entity Mailing Address 1: 14781 MEMORIAL

Entity Mailing Address 2: #572

Entity Mailing City: HOUSTON

Entity Mailing State: TX

Entity Mailing Zip Code:
77079

Relationship Description: Mezzanine InvestCo Mass, LLC. owns 11% of 202 Trading Company, Inc.

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Walter

Last Name: LaGrassa

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Walter LaGrassa is the husband of Marla LaGrassa who is a Director of 202 Trading Company, Inc. As a business owner and well known figure in Winchendon, Walter assisted 202 Trading Company, Inc. with some of the required municipal paperwork needed for this application. The 202 Company, Inc. Board of Directors has designated Walter as a authorized representative of the Company.

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Mary

Last Name: Nichols

Suffix:

Types of Capital: Monetary/Equity **Other Type of Capital:** **Total Value of the Capital Provided:** \$70000 **Percentage of Initial Capital:** 100

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 682 Spring Street

Establishment Address 2:

Establishment City: Winchendon

Establishment Zip Code: 01475

Approximate square footage of the establishment: 2500

How many abutters does this property have?: 9

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HCA Certification.pdf	pdf	5e6a78f39e668e468af08120	03/12/2020
Plan to Remain Compliant with Local Zoning	202 Plan to Remain Compliant with Zoning_V2.0.pdf	pdf	5e8f62b4482e703583b7c8d6	04/09/2020
Certification of Host Community Agreement	202 Trading Company, Inc. RFI Response_LaGrassa.pdf	pdf	5eb37fab5f1314349d5f7d56	05/06/2020
Community Outreach Meeting Documentation	COM Certification 05182020.pdf	pdf	5ec29622ddb8c72d5360b5fa	05/18/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	202 Plan for Positive Impact_V2.2.pdf	pdf	5ec2975b0f6f0d34840b4141	05/18/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director Other Role:
 First Name: John Last Name: Daly Suffix:
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 2

Role: Executive / Officer Other Role:
 First Name: Mary Last Name: Nichols Suffix:
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 3

Role: Executive / Officer Other Role:
 First Name: Marla Last Name: LaGrassa Suffix:
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 4

Role: Director Other Role:
 First Name: Ryan Last Name: Nichols Suffix:
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 5

Role: Director **Other Role:**
First Name: Robert **Last Name:** Barela **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 6

Role: Other (specify) **Other Role:** Authorized Representative
First Name: Walter **Last Name:** LaGrassa **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company **Other Role:**
Entity Legal Name: CRJ Group, Inc. **Entity DBA:**
Entity Description: Parent Company, Majority ownership of 70%
Phone: 508-414-0689 **Email:** jldalyjr@yahoo.com
Primary Business Address 1: 25 Palmer Road **Primary Business Address 2:**
Primary Business City: Framingham **Primary Business State:** MA **Principal Business Zip Code:** 01702
Additional Information: CRJ Group is a 70% owner 202 Trading Company, Inc.

Entity Background Check Information 2

Role: Partner **Other Role:**
Entity Legal Name: Mezzanine InvestCo Mass, LLC **Entity DBA:**
Entity Description: Mezzanine InvestCo Mass, LLC owns 11% of 202 Trading Company, Inc.
Phone: 713-471-8714 **Email:** robert.barela@tceassoc.com
Primary Business Address 1: 14781 MEMORIAL **Primary Business Address 2:** # 572
Primary Business City: Houston **Primary Business State:** TX **Principal Business Zip Code:** 77079
Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	COGS 3302020.pdf	pdf	5e834c97554b033566ccfc26	03/31/2020
Secretary of Commonwealth - Certificate of Good Standing	SOS COGS.pdf	pdf	5e83613d172cbc3545974f11	03/31/2020
Bylaws	202 bylaws.pdf	pdf	5e8bbf645f1da0353e2b388d	04/06/2020
Articles of Organization	202 Trading Co. Articles of Organization.pdf	pdf	5e8bc01a482e703583b7beee	04/06/2020
Secretary of Commonwealth - Certificate of Good Standing	DUA Certificate.pdf	pdf	5e8bc15d961ad539052be8a8	04/06/2020

Articles of Organization	202 Trading Company, Inc. RFI Response.pdf	pdf	5eb37ad0504715348b1e1025	05/06/2020
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No documents uploaded

Massachusetts Business Identification Number: 001432238

Doing-Business-As Name: Bud Barn

DBA Registration City: Winchendon

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	202 Timeline.pdf	pdf	5e8be024b014bf38e46ce883	04/06/2020
Plan for Liability Insurance	202 Liability Insurance Plan.pdf	pdf	5e8be086b7c619391b8ba1c8	04/06/2020
Business Plan	202 Trading Company Business Plan_V2.0.pdf	pdf	5eb37b5c502f482d4898ef5d	05/06/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	202 Policy for Separating Recreational from Medical Operations.pdf	pdf	5e8be116554b033566cd1480	04/06/2020
Security plan	202 Security Plan.pdf	pdf	5e8be3202b97cf38fa376511	04/06/2020
Qualifications and training	202 Qualifications and Training Policy and Procedure.pdf	pdf	5e8bed9dbddf0438d21dd063	04/06/2020
Plan for obtaining marijuana or marijuana products	202 Plan to Obtain Marijuana or Marijuana Products.pdf	pdf	5e8bee93f0445c357cb07ee5	04/06/2020
Restricting Access to age 21 and older	202 Policy for Limiting Access to Age 21 and Older.pdf	pdf	5e8bef7681ed8a355b8d936c	04/06/2020
Prevention of diversion	202 Policy and Procedure for the Prevention of Diversion.pdf	pdf	5e8bf052482e703583b7bf57	04/06/2020
Storage of marijuana	202 Policy and Procedure for Storage of Marijuana.pdf	pdf	5e8f63672eba6d38ef1667d8	04/09/2020
Inventory procedures	202 Policy for Inventory.pdf	pdf	5e8f63ce1cdd2e3910a5402b	04/09/2020
Transportation of marijuana	202 Policy and Procedure for the Transportation of Marijuana.pdf	pdf	5e8f651b9a385038d9d8bbd6	04/09/2020
Quality control and testing	202 Policy for Quality Control and Product Testing.pdf	pdf	5e8f65992b97cf38fa376e2a	04/09/2020
Dispensing procedures	202 Dispensing Procedure.pdf	pdf	5e8f670c2eba6d38ef166800	04/09/2020
Personnel policies including background checks	202 Personnel Policies and Background Checks.pdf	pdf	5e8f67aa5f1da0353e2b4251	04/09/2020
Record Keeping procedures	202 Record Keeping Procedure.pdf	pdf	5e8fab5fb3c49635509ebf92	04/09/2020
Maintaining of financial records	202 Maintaining of Financial Records Policy and Procedure.pdf	pdf	5e8fae6db014bf38e46cf2ee	04/09/2020

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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: 10:00 AM	Monday To: 8:00 PM
Tuesday From: 10:00 AM	Tuesday To: 8:00 PM
Wednesday From: 10:00 AM	Wednesday To: 8:00 PM
Thursday From: 10:00 AM	Thursday To: 8:00 PM
Friday From: 10:00 AM	Friday To: 9:00 PM
Saturday From: 10:00 AM	Saturday To: 9:00 PM
Sunday From: 11:00 AM	Sunday To: 6:00 PM

Host Community Agreement Certification Form

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

Applicant

I, Walter Labrassa, (*insert name*) certify as an authorized representative of 202 Trading Co., LLC (*insert name of applicant*) that the applicant has executed a host community agreement with the town of Winchendon (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 11/25/2019 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Keith Hickey, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the town of Winchendon (*insert name of host community*) to certify that the applicant and the town of Winchendon (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 11/25/2019 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how 202 Trading Company, Inc. will remain in compliance with local codes, ordinances, and bylaws for the physical address of our Marijuana Establishment at 682 Spring Street in Winchendon, which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana

Background

On May 21, 2018 the Town of Winchendon approved a zoning by-law regulating the time place and manner of Marijuana Establishments. This by-law Article 6.2, amended on October 28, 2019 allows Marijuana Retailers in the Medical/Adult Use Marijuana Facilities Retail Overlay District (the “MFROD”). 682 Spring Street is located in Area C of the 4 areas outlined in the MFROD. The by-law also called for a local licensing provision from the Board of Selectmen. 202 Trading Company will apply for our local license from the Board of Selectmen once we receive our Provisional License from the Commission.

In May of 2018 the Town posted a Request for Qualifications (“RFQ”) for parties interested in obtaining an Adult Use Marijuana Retail License from the Town. 202 Trading Company responded to the RFQ and was selected by the Town to move forward in the process. On November 25, 2019 202 Trading Company held its Community Outreach Meeting at the Board of Selectmen Meeting. After our presentation the Board of Selectmen unanimously voted to empower the Town Manger execute a Host Community Agreement with us.

The Marijuana by-law also requires us to apply and receive a Special Permit from the Winchendon Planning Board. A special permit is granted for a period of 2 years and shall lapse if substantial use or construction has not commenced by such date, except for good cause shown. 202 Trading company will apply for our Special Permit in April of 2020.

202 Trading Company, LLC. has reviewed this by-law in its entirety and has developed plans and strategies on compliance with all of the requirements and special permit conditions.

Ongoing Compliance

202 Trading Company is committed to remaining in compliance with all with local codes, ordinances, and bylaws. We will engage the services of a compliance consultant who will make periodic assessments of our operation for compliance with all applicable local, state and federal laws and regulations, including zoning and special permit compliance.

We will remain in contact with municipal officials including the Town Manager, Planning Director and other applicable officials to ensure that there is an open line of communication. We will remain up to date with all zoning by-laws and/or licensing changes and requirements to ensure that 202 Trading Company, Inc. remains in compliance.



May 6, 2020

Additional Information Required dated May 6, 2020 for 202 Trading Company, Inc. d/b/a Bud Barn

Walter LaGrassa is the husband of Marla LaGrassa who is a Director of 202 Trading Company Inc. Walter is a respected business owner in the Town of Winchendon and has a pre-existing relationship with many of the Towns residents and officials. The 202 Trading Company, Inc. Board of Directors chose Walter as its “authorized representative” when engaging with Town Officials. This is the reason that Walter signed Host Community Agreement certification and the Community Outreach Meeting Attestation Form.

Although Walter does not have any ownership or control of 202 Trading Company, Inc., to be fully transparent, we have added him as a Close Associate in the application as well as included all of his required background check documents.

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, Walter LaGrassa, (insert name) attest as an authorized representative of 202 Trading Co. LLC (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 November 25, 2019 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on November 17, 2019 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on November 5, 2019 (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 Nov 5, 2019 (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.

Gardner News, The



Attachment A

Publication Name:

Gardner News, The

Publication URL:

www.thegardnernews.com/

Publication City and State:

Gardner, MA

Publication County:

Worcester

Notice Popular Keyword Category:

Notice Keywords:

Notice Authentication Number:

202003291419367397242

1239071861

Notice URL:

[Back](#)

Notice Publish Date:

Tuesday, November 12, 2019

Notice Content

LEGAL NOTICE Community Outreach Meeting Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday November 25, 2019 at 6:30pm at the Winchendon Town Hall 109 Front St. Winchendon, MA 01475. The proposed Adult Use Retail Marijuana Establishment is anticipated to be located at 682 Spring Street. Any person wishing to participate or

provide comment is strongly encouraged to attend where there will be an opportunity for the public to ask questions. Reasonable accommodation will be attempted upon written request to the Selectmen's Office prior to the meeting. The meeting room is accessible to persons with disabilities. By: Winchendon Board of Selectmen Audrey LaBrie, Chair (978) 297-0085 NOv12-1t

[Back](#)

Attachment A

LEGAL NOTICE
Community Outreach Meeting

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By: Winchendon Board of Selectmen
Audrey LaBrie, Chair
(978) 297-0085

NOv12-11

Attachment A

Published in Gardner News
11/12/2019

RECEIVED

NOV -- 5 2019 11:25 AM
US

LEGAL NOTICE
Community Outreach Meeting

WINCHENDON TOWN CLERK

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday November 25, 2019 at 6:30pm at the Winchendon Town Hall 109 Front St. Winchendon, MA 01475. **The proposed Adult Use Retail Marijuana Establishment is anticipated to be located at 682 Spring Street.** Any person wishing to participate or provide comment is strongly encouraged to attend where there will be an opportunity for the public to ask questions. Reasonable accommodation will be attempted upon written request to the Selectmen's Office prior to the meeting. The meeting room is accessible to persons with disabilities.

By: Winchendon Board of Selectmen
Audrey LaBrie, Chair
(978) 297-0085

Publication Date: November 9, 2019
Gardner News



300 foot Abutters List Report

Winchendon, MA
November 05, 2019

Subject Property:

Parcel Number: 9-0-157
CAMA Number: 9-0-157
Property Address: 682 SPRING ST

Mailing Address: LAGRASSA WALTER D & MARLA E
555 CLARK STREET
GARDNER, MA 01440

Abutters:

Parcel Number: 6-0-84
CAMA Number: 6-0-84
Property Address: NORTH ASHBURNHAM RD

Mailing Address:

Parcel Number: 9-0-10
CAMA Number: 9-0-10
Property Address: 672 SPRING ST

Mailing Address:

Parcel Number: 9-0-11
CAMA Number: 9-0-11
Property Address: 678 SPRING ST

Mailing Address:

Parcel Number: 9-0-15
CAMA Number: 9-0-15
Property Address: 10 GARDNER RD

Mailing Address:

Parcel Number: 9-0-153
CAMA Number: 9-0-153
Property Address: SPRING ST

Mailing Address:

Parcel Number: 9-0-16
CAMA Number: 9-0-16
Property Address: GARDNER RD

Mailing Address:

Parcel Number: 9-0-23
CAMA Number: 9-0-23
Property Address: SPRING ST

Mailing Address:

Parcel Number: 9-0-24
CAMA Number: 9-0-24
Property Address: NORTH ASHBURNHAM RD

Mailing Address:

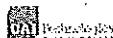
Parcel Number: 9-0-363
CAMA Number: 9-0-363
Property Address: OFF GARDNER RD

Mailing Address:

Charles J. Bevilacqua
Attests to this being a Certified List of Abutters per the Winchendon Board of Assessors

Date/

11/05/19



www.cai-tech.com

Data shown on this report is provided for planning and informational purposes only. The municipality and CAI Technologies are not responsible for any use for other purposes or misuse or misrepresentation of this report.

11/5/2019

Page 1 of 1

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NOV - 5 2019

11:25 AM
WS

LEGAL NOTICE
Community Outreach Meeting

WINCHENDON TOWN CLERK

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Monday November 25, 2019 at 6:30pm at the Winchendon Town Hall 109 Front St. Winchendon, MA 01475. **The proposed Adult Use Retail Marijuana Establishment is anticipated to be located at 682 Spring Street.** Any person wishing to participate or provide comment is strongly encouraged to attend where there will be an opportunity for the public to ask questions. Reasonable accommodation will be attempted upon written request to the Selectmen's Office prior to the meeting. The meeting room is accessible to persons with disabilities.

By: Winchendon Board of Selectmen
Audrey LaBrie, Chair
(978) 297-0085

Publication Date: November 9, 2019
Gardner News

Sent 11/5/2019



Plan to Positively Impact Areas of Disproportionate Impact

V2.0

202 Trading Company, Inc. is committed to do our part in positively impacting areas of disproportionate impact. Our plan focuses on employment preferences and the use of suppliers, contractors and other partners.

Our Retail Marijuana Establishment in Winchendon is in an extremely rural area of the State and our model is geared towards a smaller type of establishment. We will only have 4-5 Point of Sales stations and employ approximately 10 full time employees and a handful of part-time employees outside of the executive management team.

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

Any actions taken, or programs instituted, by the 202 Trading Company will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

Plan for Positive Impact Populations ("Program Populations"):

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, specifically Fitchburg.
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.

EMPLOYMENT PROGRAM- There are no "Areas of Disproportionate Impact" within a 10-mile radius of our Retail Marijuana Establishment ("RME"); The closest community identified as an area of Disproportionate Impact is Fitchburg which is over 13 miles away. It is our plan to engage employees from Fitchburg when possible.

1. 202 Trading Company will give hiring preference to individuals who meet the Program Populations that are outlined above.

2. 202 Trading Company will engage with The North Central Career Centers at 100 Erdman Way Leominster, MA which as a Massachusetts One Stop Career Center that serves Fitchburg. 202 Trading Company will post all job postings through this organization and will engage in job fairs and other services that are offered.
 - a. Approximately 60 days prior to our anticipated opening date we will hold our first job fair.
 - b. Subsequent job fairs will be held as needed.
3. All job postings will also be directly sent to North Central Massachusetts Minority Coalition, the Spanish American Center and the United Hmong of Massachusetts. These are Fitchburg based organizations.
4. We will also advertise our job postings in the Fitchburg Sentinel and Enterprise, on our website and through social media (LinkedIn, Twitter and Facebook)
 - a. All job posting will promote our priority hiring policy for individuals who meet the Program Populations outlined above.
 - b. Our first job posting will begin when we receive Provisional Licensure from the Commission.
 - i. Second and subsequent postings will be done as needed.

Goals- Our goals for the Employment Program is to have at least 30% of our employees meet the criteria of the Program Populations that are outlined above. We aim to target past or present residents of the geographic “areas of disproportionate impact,” specifically Fitchburg and Massachusetts residents who have past drug convictions or whose parents or spouses who have drug convictions.

Measurement- We will measure the success of the Employment Program on an ongoing basis as we begin to hire to ensure that we are doing all we can to meet our goal. After 6 months of operation, and every 6 months thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of employees who meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of applicants that meet the Program Population criteria;
3. The number of applicants that meet the Program Population criteria and if not hired, a description of the reason why; and
4. The number of job offers to applicants that meet the Program Population criteria and the reason (if known) what the applicant did not take the position

SUPPLIER, CONTRACTOR and PARTNER PROGRAM- This program is aimed at providing a positive impact to individuals or companies whose owners or employees meet the Program Populations outlined above, by engaging with these companies as suppliers, contractors and industry partners.

1. 202 Trading Company will give preference to suppliers and Contractors whose owners or employees meet the Program Populations outlined above.
2. We will actively recruit these individuals or companies and promote this Program when sourcing these services.

3. We will give priority to Commission-designated Economic Empowerment Priority applicants when sourcing wholesale products.
 - a. We will source and engage with Marijuana Cultivators and Product Manufacturers who are Economic Empowerment Applicants and give them priority when sourcing products.

Goals- Our goals for the Supplier, Contractor and Partner Program is to have at least 20% of our suppliers, contractors and wholesale partners meet the criteria of the Program Populations that are outlined above. We aim to target past or present residents of the geographic “areas of disproportionate impact,” specifically Fitchburg and Massachusetts residents who have past drug convictions or whose parents or spouses who have drug convictions.

Measurement- We will measure the success of the Supplier, Contractor and Partner Program on an ongoing basis as we begin to contract individuals and companies for these services to ensure that we are doing all we can to meet our goal. After 6 months of operation, and every 6 months thereafter, we will conduct a comprehensive evaluation of the Program and make necessary changes if needed. This comprehensive evaluation will include:

1. The number and percentage of suppliers and contractors that we have engaged with that meet the criteria of the Program Populations that are outlined above;
2. The number and percentage of bids received from these individuals and companies that meet the Program Population criteria;
3. The number of individuals and companies that meet the Program Population criteria and if not contracted with, a description of the reason why;
4. The number and percentage of Commission-designated Economic Empowerment Priority applicants that we have contracted with as our wholesale partners; and
5. The number and percentage of Commission-designated Economic Empowerment Priority applicants that we have engaged with that did not result in a wholesale agreement and the reasons why.

Annual Measurements- One year from our receipt of Provisional License and annually thereafter, 202 Trading Company, Inc. will conduct a comprehensive written evaluation of the programs outlined above. The purpose of the evaluation will be to measure the goals or that are outlined in this Plan. This written evaluation will be available to the Commission for review during the License renewal process.



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

mass.gov/dor

Letter ID: L0800709696
Notice Date: March 29, 2020
Case ID: 0-000-802-671



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



JOHN DALY
202 TRADING COMPANY, INC.
25 PALMER RD
FRAMINGHAM MA 01702-6035

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, 202 TRADING COMPANY, 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: March 30, 2020

To Whom It May Concern :

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

202 TRADING COMPANY, INC.

is a domestic corporation organized on **March 26, 2020** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

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

Secretary of the Commonwealth

Certificate Number: 20030563120

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

Processed by: ili

BYLAWS

202 TRADING COMPANY, INC.

ARTICLE I

SHAREHOLDERS

Section 1. Annual Meeting. The Corporation will hold an annual meeting of shareholders on the first Monday of February in each year (or if that day is a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 o'clock a.m., unless a different hour and date is fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, will be for electing directors and for such other purposes as are specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. If an annual meeting is not held at the time fixed in accordance with these bylaws or the time for an annual meeting is not fixed in accordance with these bylaws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting in lieu of the annual meeting, and the meeting will have all of the effect of an annual meeting.

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

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

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

Section 5. Waiver of Notice. A shareholder may waive any notice required by law, the Articles of Organization, or these bylaws before or after the date and time stated in the notice. The waiver will be in writing, be signed by the shareholder entitled to the notice, and be delivered to the Corporation for inclusion with the records of the meeting. A shareholder's attendance at a meeting: (a) waives objection to lack of notice or defective notice of the meeting, unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Quorum.

(a) Unless otherwise provided by (i) law, or (ii) the Articles of Organization, (iii) these bylaws or (iv) a resolution of the Directors, requiring satisfaction of a greater quorum requirement, a majority of the votes entitled to be cast on the matter constitutes a quorum for action on that matter.

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

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

Section 8. Action at Meeting. If a quorum exists, favorable action on a matter, other than the election of Directors, is taken if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number of affirmative votes is required by law, or the Articles of Organization, these bylaws or a resolution of the Board of Directors requiring receipt of a greater affirmative vote of the shareholders. Directors are elected by a majority of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot will be required for such election unless requested by a shareholder present or represented at the meeting and entitled to vote in the election.

Section 9. Action without Meeting by Written Consent.

(a) Action taken at a shareholders' meeting may be taken without a meeting if the action is taken either: (i) by all shareholders entitled to vote on the action; or (ii) to the extent permitted by the Articles of Organization, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting. The action will be evidenced by one or more written consents that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the Corporation for inclusion with the records of meetings within 60 days of the earliest dated consent delivered to the Corporation as required by this Section. A consent signed under this Section has the effect of a vote at a meeting.

(b) If action is to be taken pursuant to the consent of voting shareholders without a meeting, then at least seven days before the action pursuant to the consent is taken, the Corporation will give notice (but only if it is required to give such notice pursuant to Section 7.04 of Chapter 156D), which complies in form with the requirements of Article III, of the action (i) to nonvoting shareholders in any case where such notice would be required by law if the action were to be taken pursuant to a vote by voting shareholders at a meeting, and (ii) if the action is to be taken pursuant to the consent of less than all the shareholders entitled to vote on the matter, to all shareholders entitled to vote who did not consent to the action. The notice will contain, or be accompanied by, the same material that would have been required by law to be sent to shareholders in or with the notice of a meeting at which the action would have been submitted to the shareholders for approval.

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

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

Section 12. Form of Shareholder Action.

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

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

Section 13. Shareholders List for Meeting.

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

(b) The shareholders list will be available for inspection by any shareholder, beginning two business days after notice is given of the meeting for which the list was prepared

and continuing through the meeting: (i) at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held; or (ii) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. If the meeting is to be held solely by means of remote communication, the list will be made available on an electronic network.

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

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

ARTICLE II

DIRECTORS

Section 1. Powers. All corporate power will be exercised by or under the authority of, and the business and affairs of the Corporation will be managed under the direction of, its Board of Directors.

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

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

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

Section 5. Tenure. The terms of all Directors will expire at the next annual shareholders' meeting following their election. A decrease in the number of Directors does not shorten an incumbent Director's term. The term of a Director elected to fill a vacancy will

expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she will continue to serve until his or her successor is elected and qualified or until there is a decrease in the number of Directors.

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

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

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

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

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

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

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

Section 13. Action at Meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or

to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

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

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

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

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

Section 18. Standard of Conduct for Directors.

(a) A Director will discharge his or her duties as a Director, including his or her duties as a member of a committee: (i) in good faith; (ii) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (iii) in a manner the Director reasonably believes to be in the best interests of the Corporation. In determining what the Director reasonably believes to be in the best interests of the Corporation, a Director may consider the interests of the Corporation's employees, suppliers, creditors and customers,

the economy of the state, the region and the nation, community and societal considerations, and the long-term and short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

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

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

Section 19. Conflict of Interest.

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

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

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

(iii) the transaction was fair to the Corporation.

(b) For purposes of this Section, and without limiting the interests that may create conflict of interest transactions, a Director of the Corporation has an indirect interest in a transaction if: (i) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (ii) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Corporation.

(c) For purposes of clause (i) of subsection (a), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this Section by a

single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under clause (i) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

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

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

ARTICLE III

MANNER OF NOTICE

All notices under these bylaws will conform to the following requirements:

Section 1. Notice will be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

Section 2. Notice may be communicated in person; by telephone, voice mail, telegraph, teletype, or other electronic means; by mail; by electronic transmission; or by messenger or delivery service. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television, or other form of public broadcast communication.

Section 3. Written notice by electronic transmission, if in comprehensible form, is effective: (a) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (b) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (c) if by a posting on an electronic network together with separate notice to the shareholder of such specific posting, directed to an electronic

mail address furnished by the shareholder for the purpose, upon the later of (i) such posting and (ii) the giving of such separate notice; and (d) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission will, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

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

Section 5. Oral notice is effective when communicated if communicated in a comprehensible manner.

ARTICLE IV

OFFICERS

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

Section 2. Appointment. The officers will be appointed by the Board of Directors. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board of Directors. Each officer has the authority and will perform the duties set forth in these bylaws or, to the extent consistent with these bylaws, the duties prescribed by the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other officers.

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

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

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

take office until the effective date. An officer's resignation will not affect the Corporation's contract rights, if any, with the officer.

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

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

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

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

Section 10. Standards Of Conduct For Officers. An officer will discharge his or her duties: (a) in good faith; (b) with the care that a person in a like position would reasonably exercise under similar circumstances; and (c) in a manner the officer reasonably believes to be in the best interests of the Corporation. In discharging his or her duties, an officer, who does not have knowledge that makes reliance unwarranted, is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (a) one or more officers or employees of the Corporation whom the officer reasonably believes to be reliable and competent with respect to the information, opinions, reports or statements presented; or (b) legal counsel, public accountants, or other persons retained by the Corporation as to matters involving skills or expertise the officer reasonably believes are matters (i) within the particular person's professional or expert competence, or (ii) as to which the particular person merits confidence. An officer will not be liable to the Corporation or its shareholders for any decision to take or not to take any action taken, or any failure to take any action, as an officer, if the duties of the officer are performed in compliance with this Section.

ARTICLE V

PROVISIONS RELATING TO SHARES

Section 1. Issuance and Consideration. The Board of Directors may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or

intangible property or benefit to the Corporation, including cash, promissory notes, services performed, contracts for services to be performed, or other securities of the Corporation. Before the Corporation issues shares, the Board of Directors will determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors will determine the terms upon which the rights, options, or warrants for the purchase of shares or other securities of the Corporation are issued and the terms, including the consideration, for which the shares or other securities are to be issued.

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

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

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

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

Section 6. Transfers. Subject to the restrictions, if any, stated or noted on the certificates, shares may be transferred on the books of the Corporation by the surrender to the Corporation or its transfer agent of the certificate therefor, properly endorsed, or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed and with such proof of the authenticity of signature as the Corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Articles of Organization or by these bylaws, the Corporation will be entitled to treat as the shareholder the person in whose name shares are registered in the records of the Corporation for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the Corporation in accordance with the requirements of these bylaws. It will be the duty of each shareholder to notify the Corporation of his or her post office address and of his or her taxpayer identification number.

ARTICLE VI

CORPORATE RECORDS

Section 1. Records to be Kept.

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

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

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

(ii) its bylaws or restated bylaws and all amendments to them currently in effect;

(iii) resolutions adopted by its Board of Directors creating one or more classes or series of shares, and fixing their relative rights, preferences, and limitations, if shares issued pursuant to those resolutions are outstanding;

(iv) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years;

(v) all written communications to shareholders generally within the past three years, including the financial statements furnished under Section 16.20 of the MBCA for the past three years;

(vi) a list of the names and business addresses of its current Directors and officers; and

(vii) its most recent annual report delivered to the Massachusetts Secretary of the Commonwealth.

Section 2. Inspection of Records by Shareholders.

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

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

(i) excerpts from minutes reflecting action taken at any meeting of the Board of Directors, records of any action of a committee of the Board of Directors while acting in place of the Board of Directors on behalf of the Corporation, minutes of any meeting of the shareholders, and records of action taken by the shareholders or Board of Directors without a meeting, to the extent not subject to inspection under Section 2 of this Article;

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

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

(c) A shareholder may inspect and copy the records described in Section 2 (b) of this Article only if:

(i) his or her demand is made in good faith and for a proper purpose;

(ii) he or she describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(iii) the records are directly connected with his or her purpose; and

(iv) the Corporation has not determined in good faith that disclosure of the records sought would adversely affect the Corporation in the conduct of its business.

(d) For purposes of this Section, “shareholder” includes a beneficial owner whose shares are held in a voting trust or by a nominee on his or her behalf.

Section 3. Scope of Inspection Right.

(a) A shareholder’s agent or attorney has the same inspection and copying rights as the shareholder represented.

(b) The Corporation may, if reasonable, satisfy the right of a shareholder to copy records under Section 2 of this Article by furnishing to the shareholder copies by photocopy or other means chosen by the Corporation including copies furnished through an electronic transmission.

(c) The Corporation may impose a reasonable charge, covering the costs of labor, material, transmission and delivery, for copies of any documents provided to the shareholder. The charge may not exceed the estimated cost of production, reproduction, transmission or delivery of the records.

(d) The Corporation may comply at its expense, with a shareholder’s demand to inspect the record of shareholders under Section 2(b)(iii) of this Article by providing the shareholder with a list of shareholders that was compiled no earlier than the date of the shareholder’s demand.

(e) The Corporation may impose reasonable restrictions on the use or distribution of records by the demanding shareholder.

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

ARTICLE VII

INDEMNIFICATION

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

“Corporation” includes any domestic or foreign predecessor entity of the Corporation in a merger.

“Director” or “officer” means an individual who is or was a Director or officer, respectively, of the Corporation or who, while a Director or officer of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of

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

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

"Expenses" include counsel fees.

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

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

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

Section 2. Indemnification of Directors and Officers.

(a) Except as otherwise provided in this Section, the Corporation will indemnify to the fullest extent permitted by law an individual who is a party to a proceeding because he or she is a Director or officer against liability incurred in the proceeding if: (i) (x) he or she conducted himself or herself in good faith; and (y) he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and (z) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (ii) he or she engaged in conduct for which he or she will not be liable under a provision of the Articles of Organization authorized by Section 2.02(b)(4) of the MBCA or any successor provision to such Section.

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

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

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

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

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

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

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

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

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

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

Section 5. Notification and Defense of Claim; Settlements.

(a) In addition to and without limiting the foregoing provisions of this Article and except to the extent otherwise required by law, it will be a condition of the Corporation's obligation to indemnify under Section 2 of this Article (in addition to any other condition provide in these bylaws or by law) that the person asserting, or proposing to assert, the right to be indemnified, must notify the Corporation in writing as soon as practicable of any action, suit, proceeding or investigation involving such person for which indemnity will or could be sought, but the failure to so notify will not affect the Corporation's objection to indemnify except to the

extent the Corporation is adversely affected thereby. With respect to any proceeding of which the Corporation is so notified, the Corporation will be entitled to participate therein at its own expense and/or to assume the defense thereof at its own expense, with legal counsel reasonably acceptable to such person. After notice from the Corporation to such person of its election so to assume such defense, the Corporation will not be liable to such person for any legal or other expenses subsequently incurred by such person in connection with such action, suit, proceeding or investigation other than as provided below in this subsection (a). Such person will have the right to employ his or her own counsel in connection with such action, suit, proceeding or investigation, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof will be at the expense of such person unless (i) the employment of counsel by such person has been authorized by the Corporation, (ii) counsel to such person will have reasonably concluded that there may be a conflict of interest or position on any significant issue between the Corporation and such person in the conduct of the defense of such action, suit, proceeding or investigation, or (iii) the Corporation will not in fact have employed counsel to assume the defense of such action, suit, proceeding or investigation, in each of which cases the fees and expenses of counsel for such person will be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation will not be entitled, without the consent of such person, to assume the defense of any claim brought by or in the right of the Corporation or as to which counsel for such person will have reasonably made the conclusion provided for in clause (ii) above.

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

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, or who, while a Director or officer of the Corporation, serves at the Corporation's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 7. Application of this Article.

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

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

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

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

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

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation will end on December 31.

ARTICLE IX

AMENDMENTS

Section 1. The power to make, amend or repeal these bylaws will be in the shareholders. If authorized by the Articles of Organization, the Board of Directors may also make, amend or repeal these bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in the MBCA, the Articles of Organization, or these bylaws, requires action by the shareholders.

Section 2. Not later than the time of giving notice of the meeting of shareholders next following the making, amending or repealing by the Board of Directors of these bylaws, notice stating the substance of the action taken by the Board of Directors will be given to all shareholders entitled to vote on amending the bylaws. Any action taken by the Board of Directors with respect to the bylaws may be amended or repealed by the shareholders.

Section 3. Approval of an amendment to the bylaws that changes or deletes a quorum or voting requirement for action by shareholders must satisfy both the applicable quorum and voting requirements for action by shareholders with respect to amendment of these bylaws and also the particular quorum and voting requirements sought to be changed or deleted.

Section 4. No provision of the bylaws dealing with quorum or voting requirements for shareholders, may be adopted, amended or repealed by the Board of Directors.

Section 5. A provision of the bylaws that fixes a greater or lesser quorum requirement for action by the Board of Directors, or a greater voting requirement, than provided for by the MBCA may be amended or repealed by the shareholders, or by the Board of Directors if authorized pursuant to Section 1 of this Article IX.

Section 6. If the Board of Directors is authorized to amend the bylaws, approval by the Board of Directors of an amendment to the bylaws that changes or deletes a quorum or voting requirement for action by the Board of Directors must satisfy both the applicable quorum and voting requirements for action by the Board of Directors with respect to amendment of the bylaws, and also the particular quorum and voting requirements sought to be changed or deleted.

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

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

FORM MUST BE TYPED

ARTICLE I

The exact name of the corporation is:

202 Trading Company, 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:

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	274,701			
Preferred	204 Voting			
Preferred	95 Non-Voting			

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

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.

See Continuation Sheet IV attached.

ARTICLE V

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

None.

ARTICLE VI

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

See Continuation Sheet VI attached.

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

CONTINUATION SHEET ARTICLE IV

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings) There shall be no cumulative voting.

B. PREFERRED STOCK

The "Preferred Stock" have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations. Unless otherwise indicated, references to "Sections" or "Subsections" in this Part B of this Article IV refer to sections and subsections of Part B of this Article IV.

1. Dividends. The Corporation shall not declare, pay or set aside any dividends on shares of any other class or series of capital stock of the Corporation unless (in addition to the obtaining of any consents required elsewhere in the Articles of Organization) the holders of the Preferred Stock then outstanding shall first receive, or simultaneously receive, a dividend on each outstanding share of Preferred Stock on a one share of Preferred Stock to one share of Common Stock basis.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

2.1 Preferential Payments to Holders of Preferred Stock. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount per share equal to the \$1.00 per share plus any dividends declared but unpaid thereon.

2.2 Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after the payment of all preferential amounts required to be paid to the holders of shares of Preferred Stock, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the shares of Preferred Stock and Common Stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted to Common Stock on a one-for-one basis immediately prior to such dissolution, liquidation or winding up of the Corporation.

2.3 Deemed Liquidation Events.

At the election of the holders of a majority of the then outstanding shares of Preferred Stock, the following events shall be considered a liquidation for purposes of this section: (i) consolidation or merger of the Corporation with or into any other corporation or other entity, or any other corporate reorganization, in which the stockholders of the Corporation immediately prior to such consolidation, merger or reorganization own capital stock of the entity surviving such merger, consolidation or reorganization representing less than fifty percent (50%) of the combined voting power of the outstanding securities of such surviving entity immediately after such consolidation, merger or reorganization, or any other transaction or series of related transactions in which capital stock representing in excess of fifty percent (50%) of the Corporation's voting power is transferred to any single entity or group of related entities; or (ii) a sale, lease or other disposition of all or substantially all of the assets of the Corporation.

3. Voting.

3.1 General. Preferred Stock may be designated as Voting or Non-Voting. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of stockholders in lieu of meeting), each holder of outstanding shares of Voting Preferred Stock shall be entitled to cast the number of votes equal to the number of whole shares of Common Stock into which the shares of Preferred Stock held by such holder are convertible as of the record date for determining stockholders entitled to vote on such matter. Except as provided by law or by the other provisions of the Corporation's Articles of Organization, holders of Preferred Stock shall vote together with holders of Common Stock as a single class.

3.2 Preferred Stock Protective Provisions. At any time when shares of Preferred Stock are outstanding, the Corporation shall not, either directly or indirectly by amendment, merger, consolidation or otherwise, take any action that materially adversely affects holders of Preferred Stock without (in addition to any other vote required by law or the Certificate of Incorporation) the written consent or affirmative vote of the holders of at least a majority of the then outstanding shares of Preferred Stock, voting as a single class, given in writing or by vote at a meeting, consenting or voting (as the case may be).

4. Adjustments. Shares for Preferred Stock shall adjust for any stock split, stock dividend, reorganization, recapitalization, reclassification or subdivision in the same manner as Common Stock such that one share of Common Stock shall always equal one share of Preferred Stock. Upon the occurrence of each adjustment or readjustment of the Preferred Stock, the Corporation at its expense shall, as promptly as reasonably practicable but in any event not later than 10 days thereafter, compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, as promptly as reasonably practicable after the written request at any time of any holder of Preferred Stock (but in any event not later than 10 days thereafter), furnish or cause to be furnished to such holder a certificate setting forth the

number of shares of Common Stock and the amount, if any, of other securities, cash or property which then would be received upon the conversion of Preferred Stock.

5. Mandatory Redemption. All Shares of Preferred Stock shall be redeemed by the Corporation out of funds lawfully available therefor at a price equal to \$1.00 per Share upon payment of full of the promissory note to Evergreen Advisory Services with respect to it redemption of shares of Common Stock and Preferred Stock, provided that no such redemption shall occur prior to five years after the first month after the first retail purchase of cannabis or cannabis products are made. Upon such redemption payment pursuant to this Section 5, each remaining holder of shares of Preferred Stock to be redeemed shall surrender the certificate or certificates representing such shares (or, if such registered holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation on account of the alleged loss, theft or destruction of such certificate) to the Corporation.

6. Redeemed or Otherwise Acquired Shares. Any shares of Preferred Stock that are redeemed or otherwise acquired by the Corporation or any of its subsidiaries shall be automatically and immediately cancelled and retired and shall not be reissued, sold or transferred. Neither the Corporation nor any of its subsidiaries may exercise any voting or other rights granted to the holders of Preferred Stock following redemption.

7. Waiver. Any of the rights, powers, preferences and other terms of the Preferred Stock set forth herein may be waived on behalf of all holders of Preferred Stock by the affirmative written consent or vote of the holders of at least a majority of the shares of Preferred Stock then outstanding.

CONTINUATION SHEET VI

1. Personal liability of directors to corporation. No director will have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision will not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (iv) for any transaction from which the director derived an improper personal benefit.
2. 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, these Articles of Organization or the bylaws requires action by the shareholders.
3. 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, pursuant to Section 7.04 of Chapter 156D, 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.
4. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
5. Authority of directors to create new classes and series of shares. The board of directors, acting without the shareholders, may (i) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (ii) create one or more new classes or series of shares, specifying the number of shares to be included therein, the distinguishing designation thereof and the preferences, limitations and relative rights applicable thereto, provided that the board of directors may not approve an aggregate number of authorized shares of all classes and series which exceeds the total number of authorized shares specified in the Articles of Organization approved by the shareholders.

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:
25 Palmer Road, Framingham, MA 01702
- b. The name of its initial registered agent at its registered office:
John L. Daly, Jr.
- c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **See attachment**

Treasurer:

Secretary:

Director(s):

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
to apply for license with the Cannabis Control Commission
- f. The street address of the principal office of the corporation:
25 Palmer Road, Framingham, MA 01702
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
25 Palmer Road, Framingham, MA 01702, 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 this 25th day of March, 2020 by the incorporator(s):

Signature: Mary Nichols

Name: Mary Elizabeth Nichols

Address: 25 Palmer Road, Framingham, MA 01702

*Attachment to Articles of Organization
202 Trading Company, Inc.
Article VIII(c) continued-Officers and Directors*

OFFICERS:

Name	Officer Position	Address
Mary Elizabeth Nichols	President	25 Palmer Road Framingham, MA 01702
Mary Elizabeth Nichols	Treasurer	25 Palmer Road Framingham, MA 01702
John L. Daly, Jr.	Secretary	25 Palmer Road Framingham, MA 01702

DIRECTORS:

Name	Address
Mary Elizabeth Nichols	25 Palmer Road Framingham, MA 01702
John L. Daly, Jr.	25 Palmer Road Framingham, MA 01702
Robert Barela	14781 Memorial #572 Houston, TX 77079
Ryan Nichols	49 Munroe Street, #307 Lynn, MA 01902
Marla E. LaGrassa	678 Spring Street Winchendon, MA 01475

**202 TRADING COMPANY, LLC.
350 BALDWINVILLE STATE RD
WINCHENDON, MA 01475 USA**

March 23, 2020

Secretary of the Commonwealth
Corporations Division
Room 1717
One Ashburton Place
Boston, MA 02108

Re: Consent to Use Name

Dear Sir/Madam:

Please be advised that 202 Trading Company, LLC. hereby authorizes the use of the name "202 Trading Company, Inc." in connection with the formation of a new Massachusetts corporation which is presently being formed by Mirick, O'Connell, DeMallie & Lougee, LLP, 100 Front Street, Worcester, MA 01608.

Very truly yours,

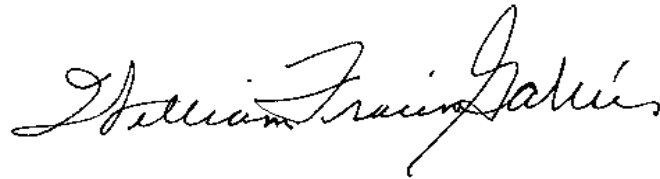
202 Trading Company, LLC.

By: Anthony Parrinello
Anthony Parrinello, Manager

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:

March 26, 2020 11:48 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

DOMESTIC PROFIT CORPORATION
CERTIFICATE

April 6, 2020

The undersigned certifies that 202 Trading Company, Inc. ("Company") is a Massachusetts Domestic Profit Corporation, and further certifies the following:

1. The Company has not, and is not yet, producing goods, delivering services, and/or otherwise operating, pending approval of its licensing request to the CCC.
2. The Company has not hired, and is not yet hiring, any employees.
3. Mary Elizabeth Nichols, John Daly, Ryan Nichols, Robert Barela, and Marla LaGrassa (the "Directors") together own one hundred percent (100%) of the interest of the Company.
4. The Directors are, and since the date of organization of the Company have been, the only Directors of the Company.
5. The officers and directors of 202 Trading Company are as follows:

President - Mary Elizabeth Nichols
Treasurer - Marla LaGrassa
Secretary - Mary Elizabeth Nichols
Director- Mary Elizabeth Nichols
Director- John Daly
Director- Marla LaGrassa
Director- Ryan Nichols
Director- Robert Barela
6. The Directors are, and since the date of incorporation of the Company have been, the only shareholders of the Company.
7. The Company has not engaged in any active business operations, pending approval of the Company's license request from the CCC.
8. The Company has not paid any person(s) as employees for services.
9. The Directors are not, and have never been, employees of the Company.

10. As the Company has no employees, it has not registered with the Department of Unemployment Assistance (the "Department").
11. The Company shall register with the Department prior to, and upon hiring and employing, any employees of the Company.

[SIGNATURE PAGE FOLLOWS]

WITNESS the signature of the undersigned as of the date first set forth above. A facsimile, portable document form (PDF) and/or otherwise electronic signature to this Certificate will be given the same force and effect as an original.

202 Trading Company, Inc.

By: Mary Elizabeth Nichols
202 Trading Company, Inc., by its President, Mary
Elizabeth Nichols



May 6, 2020

Additional Information Required dated May 6, 2020 for 202 Trading Company, Inc. d/b/a Bud Barn

In our application we inadvertently kept the wrong "Massachusetts Business Identification Number" (001331927) on page 17. This business entity, 202 Trading Company, **LLC**. (emphasis added) was owned by Anthony Parrinello and Jason Dodge. This entity has been dissolved and has no relationship with the applicant, 202 Trading Company, **Inc.** (emphasis added).

The correct "Massachusetts Business Identification Number" (001432238) has been uploaded to page 17 of the application. This entity, 202 Trading Company, **Inc.** (emphasis added), is a completely separate business entity. Jason Dodge has no interest in or relationship to this company. Anthony Parrinello has a less than 10% ownership interest in this company and is not a Person with Direct or Indirect Authority or Close Associate.



Plan for Obtaining Liability Insurance

(This document is a summary of the 202 Trading Company, Inc plan to obtain Liability Insurance.)

I. Purpose

The purpose of this plan is to outline how 202 Trading Company will obtain and maintain the required General Liability and Product Liability insurance coverage as required pursuant to 935 CMR 500.105(10), or otherwise comply with this requirement.

II. Research

202 Trading Company has engaged with multiple insurance providers offering General and Product Liability Insurance coverage in the amounts required in 935 CMR 500.105(10). These providers are established in the legal marijuana industry. We are continuing these discussions with the insurance providers and will engage with the provider who best suits the needs of the company once we receive a Provisional License.

III. Plan

1. Once 202 Trading Company receives its Provisional Marijuana Establishment License we will engage with an insurance provider who is experienced in the legal marijuana industry.
 - a. 202 Trading Company will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.
 - b. The deductible for each policy will be no higher than \$5,000 per occurrence.
2. In the event that 202 Trading Company cannot obtain the required insurance coverage, 202 Trading Company will place a minimum of \$250,000 in an escrow account. These funds will be used solely for the coverage of liabilities.
 - a. 202 Trading Company will replenish this account within ten business days of any expenditure.
3. 202 Trading Company will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.



Business Plan

Town of Winchendon

Licensed Retail Marijuana
Establishment

I. Executive Summary

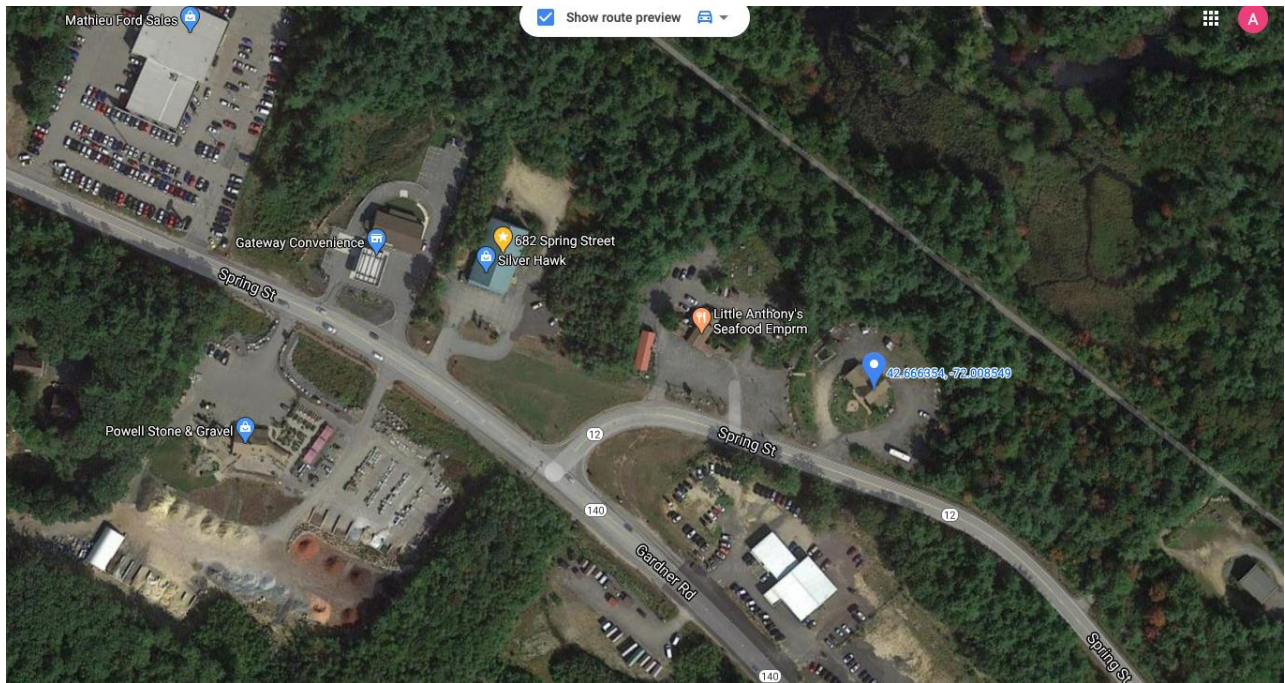
The primary motivation in starting 202 Trading Company was to create a company that generates sufficient revenue to support its employees with substantive living wages, give back to the community in meaningful and lasting ways and provide adequate returns to investors.

We have assembled a team that is experienced in starting up legal, state-regulated cannabis companies that will allow us to operate in a compliant manner and offer our customers tremendous value and a great experience when visiting our dispensary.

II. Retail Dispensary Description & Timeline

202 Trading Company will provide affordable customer access to the highest quality cannabis products and accessories. We will maintain the highest level of security, compassion, and respect for customers, staff and the community.

Our proposed retail location in Winchendon is at 682 Spring Street. We believe this location will offer customers easy on/off access and sufficient parking to allow for a convenient and easy customer experience and minimal impact on the town's residents, neighborhoods and public safety services.



Google Map of 682 Spring Street (Note: Location of 682 Spring Street is the building to the right of Little Anthony's Seafood Emporium)

Anticipated Timeline

October 2018	File Application with the Cannabis Control Commission
April/May 2020	File for and Receive Special Permit
June 2020	Application Deemed Complete
August 2020	Receive Provisional License
August/September 2020	Renovation of Facility
September/October 2020	PPLI Inspection
November 2020	Receive Final License
November/December 2020	PFLI Inspection/ Commence Retail Sales

III. Products and Marketing

In addition to traditional cannabis dispensary products, 202 Trading Company will offer a wide range of products and services that will allow us to serve as many customers, with as many needs, as possible. Some of the product we intend to offer include, but will not be limited to:

- Topical Salves
- Creams/Lotions
- Patches
- Oral Mucosal/Sublingual Dissolving Tablets
- Tinctures
- Sprays
- Inhalation Ready to Use CO2 Extracted Hash Oils
- Pre-Dosed Oil Vaporizers
- Ingestion Capsules
- Food/Beverages- gluten free, vegan and sugar free options

The types of flower we plan on offering:

Sativa

- Uplifting and energetic
- Best suited for day-time use

Indica

- Relaxing and calming, sedating
- Best suited for night-time use

Hybrid

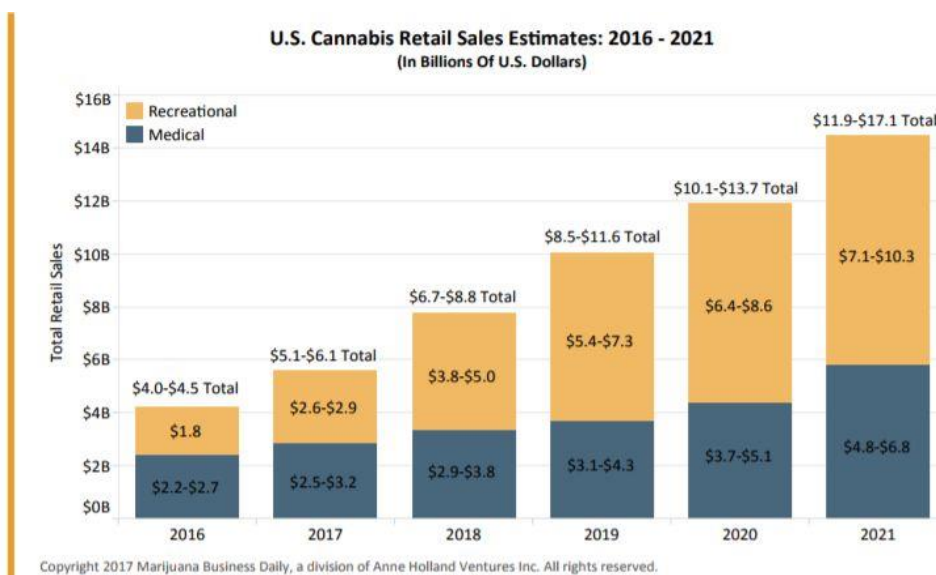
- Crosses of Sativa and Indica
- Allows cultivators to select desired effects
- Indica dominant is for pain relief
- Sativa dominant helps with energy and activity levels

IV. Market Opportunity

I: Business/Industry Overview: The Cannabis Industry in America

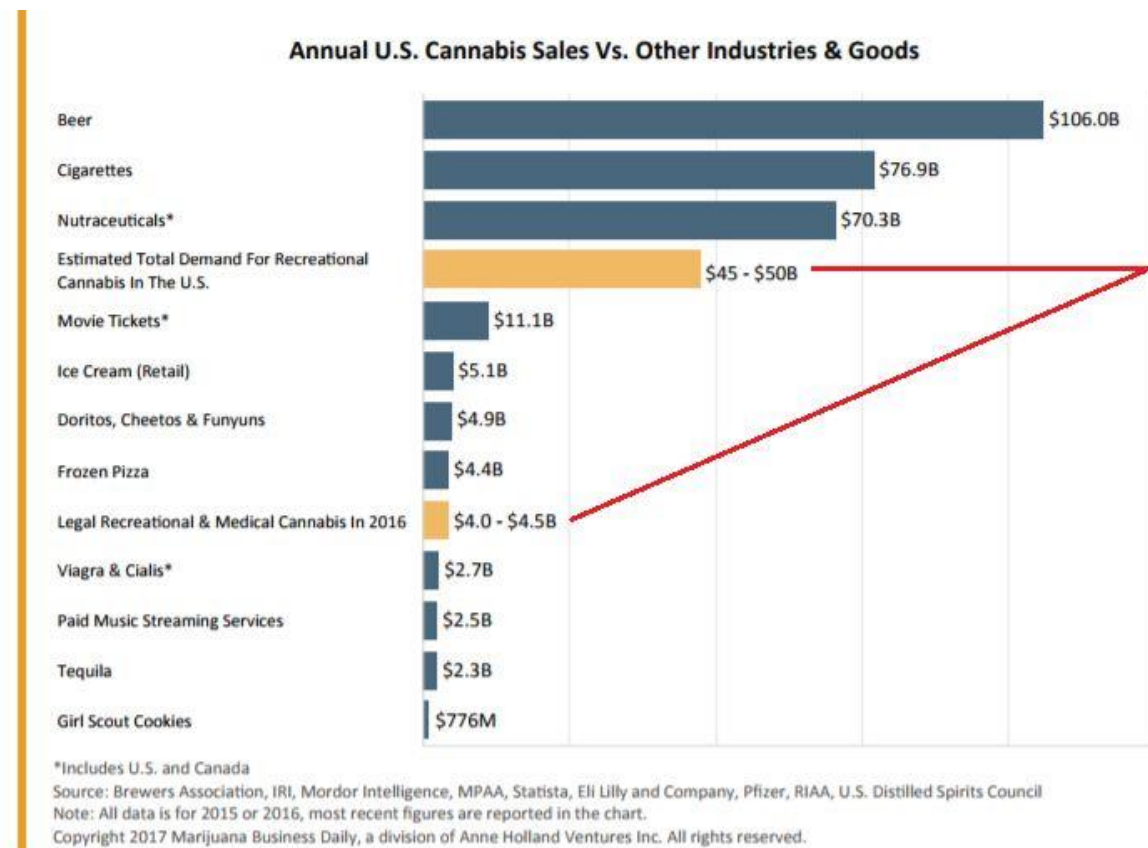
According to recent Gallup surveys, 64% of respondents support the legalization of cannabis in America--an astounding 52% increase from 1969.³ Although this shift in sentiment has yet to be fully reflected on the Federal level, 29 states currently have adopted some form of normalization, with 8 more poised to join in 2018.

While experts may argue about the potential size of the industry over the next decade, even the most fervent hawk's estimates are bound to be pretty staggering.



According to Gateway Incubator (the Y Combinator for the “non-leaf touching” cannabis space), legal cannabis sales are expecting to see 35% growth in 2018--a highly unusual occurrence for industries larger than \$5bn. To illustrate it's magnitude by comparison, cable television grew at 19%/yr. in the early 90's, and e-commerce 1.0 grew at 26%/yr. in the early aughts.⁴ Although a portion of this growth can be attributed to the pro-cannabis sentiment that has permeated cultural zeitgeist, this isn't the industry's biggest tailwind.

As the following chart shows, there's currently an estimated \$45-50bn in pent-up black-market demand in the US:



These “non-compliant consumers” will continue to switch to regulated markets as more states normalize, and as the quality, safety and variety of legal and lawful cannabis products improve.

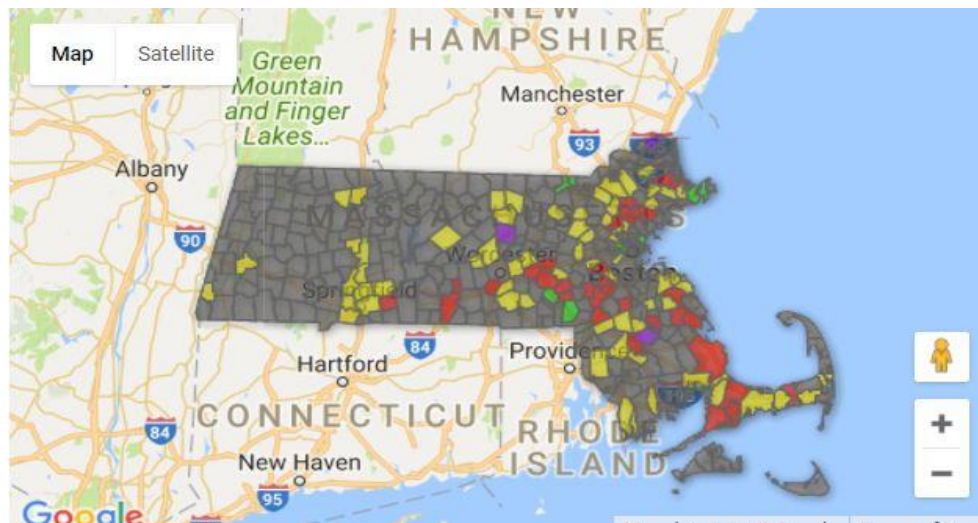
The Cannabis Industry in Massachusetts

Massachusetts pot business a 'gold mine'

Jordan Graham Friday, October 06, 2017

Massachusetts has been progressive, for an east coast state, in its path towards normalization. After decriminalizing “simple possession” in 2008, the voters approved a medical cannabis ballot initiative in 2012 and voted for creating a well-regulated Adult Use market in 2016 (with licensure beginning this year). Currently however, only 19 of the 75 non-profit medical Registered Marijuana Dispensaries (RMDs) that received licenses have actually opened their doors.⁵ Apparently, many licensees delayed their plans, wagering that their medical status would give them priority review for the new (for profit) adult use classification-- leaving 45,500 patients forced to make long drives to purchase medicine. This stress may be alleviated for some patients as the first adult use retail stores are permitted to open in July 2018 in some municipalities, but the roll out is expected to be slow. Many towns have ignored the promising data from CO, OR and WA and citing “not in my backyard” concerns, have issued moratoriums restricting or banning retail stores.^{6 7}

Red: ban / Yellow: moratorium



This doesn't bode well for consumers initially, as producers are anticipated to enjoy strong pricing power.

"The fundamental problem is we're coming into the recreational market with not as developed or as mature a medical program as we had seen in other states," notes Adam Fine, an attorney with Vicente Sederberg. "We don't have currently cultivation capabilities to keep even close to the anticipated high demand once the first recreational marijuana retailers open up." 8

"The first places to open up will sell out in less than a week," predicted Peter Bernard, president of the Massachusetts Grower Advocacy Council.

New Frontier Data, a cannabis industry analytics firm based in Washington, D.C. projects Massachusetts to transact \$450 million of cannabis sales in 2018, accelerating to \$1.17 billion by year 2020, and \$1.70bn by 2021. By 2025, The Commonwealth is expected to transact 8% of total cannabis sales nationwide (currently 290,000-453,000lb/yr. based on our analysis, excluding canna-tourism)--creating over 17,000 new jobs in both primary and secondary (non leaf-touching) sectors.

V. Management and Organization

The principals of 202 Trading Company include Walter and Marla LaGrassa, lifelong residents of Winchendon and who own and operate a seafood restaurant which has been an anchor establishment in the community for over 30 years. Their experience in operating a regulated and retail facing business provides tremendous insight into managing an adult use dispensary which will be located adjacent to their restaurant.

Attorney John Daly another principal, will also play a role in managing the business providing on-going legal advice and guidance with regard to vendor contracts, business law and employment law.

The principals of 202 Trading have developed an extensive network within the Massachusetts cannabis industry and have recruited an experienced General Manager with five years' experience operating under the medical and adult-use regulatory framework who will be assisting the team with start-up responsibilities and hiring and training the initial retail team.

VI. Financial Projections

Three Year Projection

	<u>Year 1</u>	<u>Year 2</u>	<u>Year 3</u>
Revenues	\$3,862,092	\$4,282,749	\$5,459,349
Operating Costs			
Payroll	239,230	379,090	480,852
Host Community Payments	115,862	128,482	163,780
Other	1,456,869	2,442,897	2,273,544
Total Operating Costs	<u>1,809,961</u>	<u>2,950,469</u>	<u>2,918,176</u>
EBITDA	<u>\$2,052,131</u>	<u>\$1,332,280</u>	<u>\$2,541,173</u>



Policy for Separating Recreational from Medical Operations

Not Applicable

(202 Trading Company, Inc. is not a Medical Marijuana Treatment Center or Existing RMD Applicant)



202 Trading Company, Inc. Qualifications and Training Policy and Procedure

(This document is a summary of the Qualifications and Training Policy and Procedure for 202 Trading Company, Inc.)

I. Intent

202 Trading Company is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

To provide clear and concise instructions for 202 Trading Company employees regarding the qualifications for employment and agent training that are in compliance with the Regulations.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that we only hire qualified Marijuana Establishment Agents and that our training process and curriculum are in compliance with all regulations and laws.

III. Qualifications for a 202 Trading Company Marijuana Establishment Agent

The minimum requirements to become a 202 Trading Company Marijuana Establishment Agent ("Agent") are outlined below. All 202 Trading Company board members, directors, employees, executives, managers or volunteers will register with the Commission as an Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All 202 Trading Company Agents must;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

202 Trading Company will develop a job description for all positions with the company. While all Agents must meet the qualifications listed above, several of our positions will require additional qualifications depending on the required duties.

IV. Required Training for 202 Trading Company Agents

Pursuant to 935 CMR 500.105(2)(a) 202 Trading Company will ensure all 202 Trading Company Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.

1. Our initial training begins during employee orientation where all new employees will be issued their employee handbook. Classroom or online training on this day will include, but not be limited to;
 - a. Code of Conduct;
 - b. Verifying Identifications;
 - c. Marijuana Regulations;
 - d. Security and Safety;
 - e. Emergency Procedures/Disaster Plan;
 - f. Diversion of Marijuana;
 - g. Terminatable Offences;
 - h. Confidential Information;
 - i. Employee Policies (all employee policies from the handbook will be covered) including but not limited to;
 - i. Alcohol, smoke and drug-free workplace;
 - ii. Equal Employment Policy;
 - iii. Anti-Harassment and Sexual Harassment Policy;
 - iv. Americans with Disability Act;
 - v. Employee Assistance Policy; and
 - vi. Diversity Plan
2. After the initial training is complete agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized, on the job training ("OJT") or through external training platforms.
3. Agents responsible for tracking and entering product into the Seed-to-sale SOR must receive training in a form and manner determined by the Commission.
4. All 202 Trading Company Agents will receive a minimum of 8 hours of training annually.
5. 202 Trading Company will record, maintain and store 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. These records will be stored in the Agents Personnel File. Training records will be retrained by 202 Trading Company for at least one year after agents' termination.

6. 202 Trading Company will require all of its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor"
 - a. After the responsible vendor designation is applied each 202 Trading Company owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain designation as a "responsible vendor."
 - b. 202 Trading Company will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

V. Additional Training

202 Trading Company will provide training and training opportunities to its employees. In addition to required training, 202 Trading Company will encourage advanced training to our employees in the areas of Safety and Security, Marijuana Science or other areas then enhance the Company's, our Agents and our customers safety and shopping experience.



Policy for Restricting Access to Age 21 and Older

(This is a summary of 202 Trading Company's policy on restricting Access to our Marijuana Establishment to those persons 21 years of age and older. This policy may change due to guidance from the Massachusetts Cannabis Control Commission ("CNB"), new technology or best practices.

I. Intent

202 Trading Company Retail Marijuana Establishment operations will be compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB") or any other regulatory agency.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that access to our facility is restricted to only persons who are 21 years of age or older.

III. Definitions

Consumer means a person who is 21 years of age or older.

Law Enforcement Authorities means local law enforcement unless otherwise indicated.

Marijuana Establishment Agent means a board member, director, employee, executive, manager, or volunteer of a Marijuana Establishment, who is **21 years of age or older**. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

Proof of Identification means a government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). 202 Trading Company will only accept the following forms of proof of identification that include all of the above criteria;

1. Massachusetts driver's license
2. Massachusetts Issued ID card
3. Out-of-state driver's license or ID card
4. Government issued Passport
5. U.S. Military I.D.

Visitor means an individual, other than a Marijuana Establishment Agent authorized by the Marijuana Establishment, on the premises of an establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000, provided, however, that no such individual shall be younger than 21 years old.

IV. Responsibilities

202 Trading Company Management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of 202 Trading Company are over the age of 21.

V. Access to the Facility

202 Trading Company facility located at 282 Spring Street, allows only the following individuals access to our facility. For the purposes of this Policy the term facility also refers to any vehicle owned, leased, rented or otherwise used by 202 Trading Company for the transportation of Marijuana:

1. 202 Trading Company Agents (including board members, directors, employees, executives, managers, or volunteers)
 - a. While at the facility or transporting marijuana for the facility all 202 Trading Company Agents must carry their valid Agent Registration Card issued by the Commission
 - b. All 202 Trading Company Agents are verified to be 21 years of age or older prior to being issued a Marijuana Establishment Agent card.
2. Customers/Consumers (Note: All Agents will be trained in the Verification and Identification of individuals)
 - a. To verify a customer is 21 or older a 202 Trading Company Agent must receive and examine from the customer one of the following authorized government issued ID Cards;
 - i. Massachusetts Issued driver's license
 - ii. Massachusetts Issued ID card
 - iii. Out-of-state driver's license or ID card (with photo)
 - iv. Passport
 - v. U.S. Military I.D.
 - b. To verify the age of the customer the Agent will use an Age Verification Smart ID Scanner that will be supplied by 202 Trading Company.
 - c. In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available or if the ID is questionable the Agent must use the **FLAG** methodology of ID verification

F. Feel

- Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document)
- Feel for information cut-out or pasted on (especially near photo and birth date areas)

- Feel the texture – most driver’s license should feel smooth, or (depending on your State) they will have an identifying texture

L. Look

- Look for the State seals or water marks; these seals are highly visible without any special light.
- Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person’s nose and chin as these features don’t change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
- Look at the height and weight. They should reasonably match the person.
- Look at the date of birth and do the math.
- Compare the age on the ID with the person’s apparent age.
- Look at the expiration date. If the ID has expired, it is not acceptable.
- If needed, compare the ID to the book of Government Issued ID’s

A. Ask

- Ask questions of the person, such as their middle name, zodiac sign, or year of high school graduation. Ask them the month they were born. If they respond with a number, it is possibly because they are lying. If the person is with a companion, ask the companion to quickly tell you the person’s name.
- If you have questions as to their identity, ask the person to sign their name, and then compare signatures.

G. Give Back

- If the ID looks genuine, give the ID back to the customer and allow entry.

- d. If for any reason the identity of the customer or the validity of the ID is in question, do not allow the customer to enter the facility.

3. **Visitors** (including outside vendors and contractors)

- a. Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - i. If there is any question as to the visitor’s age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
- b. After the age of the visitor is verified they will be given a Visitor Identification Badge
- c. Visitors will be escorted at all times by a marijuana establishment agent authorized to enter the limited access area.
- d. Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
 - i. The visitor log will be available for inspection by the Commission at all times

4. Access to the Commission, Emergency Responders and Law Enforcement.

- a. The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:
 - i. Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
 - ii. Representatives of other state agencies of the Commonwealth; and
 - iii. Emergency responders in the course of responding to an emergency.
 - iv. Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
- b. Individuals described above in this policy will be granted immediate access to the facility.

VI. Training

202 Trading Company will train all Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

At no time will anyone be allowed access to the facility if their identification or the validity of their government issued ID is in question.



202 Trading Company, Inc. Policy for Quality Control and Testing of Marijuana and Marijuana Products

I. Intent

The 202 Trading Company is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

To provide clear and concise instructions for The 202 Trading Company employees on Quality Control and Testing that are in compliance with the Regulations

Superb quality control and the testing of marijuana products are essential for the operation of The 202 Trading Company Retail Marijuana Facility. The 202 Trading Company uses best industry practices when it comes to quality control and product testing, furthermore The 202 Trading Company will not sell any marijuana product that is a potentially hazardous food (PHF) or time/temperature control for safety food (TCS food).

II. General Requirements

As a Marijuana Retail Establishment, The 202 Trading Company will not cultivate, develop, process, package or handle any marijuana or marijuana products. Our prospective wholesale partners have committed to supplying us with lab tested marijuana and marijuana products that have passed all required testing. These products will be delivered in retail ready packaging. There will be no reason for a The 202 Trading Company employee to touch or handle any marijuana product that will be sold to consumers.

Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: *Minimum Sanitation Standards for Food Establishments*, the sanitation requirement in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine*.

The 202 Trading Company will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the Regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment The 202 Trading Company will view and confirm that the source products have been tested in accordance with the Regulations and will store and maintain the testing records.

No marijuana product, including marijuana, may be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources.

The 202 Trading Company will not prepare, sell or otherwise transfer an edible marijuana product with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:

1. For a single serving of an edible marijuana product, five milligrams of active tetrahydrocannabinol (THC); and
2. In a single package of multiple edible marijuana product to be eaten, swallowed, or otherwise ingested, not more than 20 servings or 100 milligrams of active THC.
3. The THC content must be homogenous, or evenly distributed throughout the edible marijuana product.

The 202 Trading Company will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid waste disposal, and to use additional best management practices as determined by the Commission in consultation with the working group established under St. 2017, c. 55, § 78(b) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. If minimum standards or best management practices are not established by the time of an application for initial licensure, a The 202 Trading Company will satisfy such standards or best management practices as a condition of license renewal, in addition to any the terms and conditions of any environmental permit regulating the licensed activity.

III. Sanitation

The 202 Trading Company Retail Marijuana facility ("the facility") will be designed and constructed with sanitation in mind.

All product contact surfaces will be smooth, durable and easily cleanable.

1. The walls, ceiling and floors of all storage areas will be constructed of materials that are smooth, durable and can be adequately kept clean and in good repair.
 - a. There will be coving at base junctures that is compatible with both wall and floor coverings. The coving should provide at least 1/4-inch radius and 4" in height.
2. The facility will provide sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the sale of safe marijuana products.
3. Lighting and Light Fittings - Shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over retail or storage areas or otherwise protect against marijuana product contamination in case of glass breakage.
 - a. Suspended lighting is constructed from non- corrodible and cleanable assemblies.

- b. All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers.
 - c. Adequate safety lighting in all areas.
- 4. Buildings, fixtures, and other physical facilities will be constructed in such a manner that allow them to be maintained in a sanitary condition
- 5. Hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature.
- 6. The facilities plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the facility.
 - a. Plumbing shall properly convey sewage and liquid disposable waste from the facility.
 - b. There will be no cross-connections between the potable and wastewater lines;
- 7. The facility will provide its employees with adequate, readily accessible toilet facilities that will be maintained in a sanitary condition and in good repair.
- 8. All storage areas will be constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

Contamination Control

- 1. Training
 - a. All employees will be trained on pest prevention, pest management, pest detection, and pest treatments.
- 2. Handling and storage of marijuana product or marijuana plant waste
 - a. All marijuana plant waste will be placed in the hermetically sealed "Marijuana Waste" container.
 - i. This container must impervious and covered
 - b. All marijuana waste will be stored in the waste room in sealed containers until disposal
- 3. Handling and storage of non-marijuana waste.
 - a. All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles
 - i. Recyclable
 - ii. Organic
 - iii. Solid waste
 - b. At the end of every day these containers will be emptied, and the contents removed from the building and placed in the appropriate containers to await pickup
- 4. All toxic materials including cleaning compounds, sanitizers, etc. will be stored in an area away from marijuana storage areas.

Personnel

1. Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination shall be excluded from any operations which may be expected to result in contamination of the facility or others until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
 - a. Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Winchendon Board of Health.
 - b. The 202 Trading Company will voluntarily comply with any and all isolation and/or quarantine orders issued by the Winchendon Board of Health or the Department of Public Health.
 - c. The 202 Trading Company Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition
2. All The 202 Trading Company Agents shall conform to sanitary practices while on duty, including
 - a. Maintain adequate personal cleanliness:

Grooming:

- i. Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
- ii. Maintain short, clean, and polish-free fingernails. No artificial nails are permitted in the food/product production or processing area.
 - a. Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
- iii. Wash hands (including under fingernails vigorously and thoroughly with soap and warm water for a period of 20 seconds:
 - When entering the facility before work begins.
 - In the restroom after toilet use and when you return to your work station.
 - After touching face, nose, hair, or any other body part, and after sneezing or coughing.
 - After cleaning duties.
 - After eating or drinking.
 - Any other time an unsanitary task has been performed – i.e. taking out garbage, handling cleaning chemicals, wiping tables, picking up a dropped item, etc.
- a. Wash hands only in hand sinks designated for that purpose.

- b. Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

- i. Wear appropriate clothing – clean uniform with sleeves and clean non-skid close-toed work shoes (or leather tennis shoes) that are comfortable for standing and working on floors that can be slippery.
- ii. Wear disposable gloves with any cuts, sores, rashes, or lesions.

Cuts, Abrasions, and Burns:

- i. Bandage any cut, abrasion, or burn that has broken the skin.
- ii. Cover bandages on hands with gloves and finger cots and change as appropriate.
- iii. Inform supervisor of all wounds.

Smoking, eating, and gum chewing:

- i. The 202 Trading Company facility is a smoke free facility. No smoking or chewing tobacco shall occur on the premises.
- ii. Eat and drink in designated areas only.
- iii. Refrain from chewing gum or eating candy during work.

IV. Testing of Marijuana and Marijuana Products

The 202 Trading Company will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the Regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment The 202 Trading Company will view and confirm that the source products have been tested in accordance with the testing requirements outlined in 935 CMR 500.160 and the *“Protocol for sampling and analysis of finished medical marijuana products and marijuana-infused products for Massachusetts Registered Medical Marijuana Dispensaries”* published by DPH. These testing records will be stored and maintained pursuant to our Records Retention Policy and Procedure

We will contract with a Licensed Independent Testing Laboratory for the purposes of “Quality Control Testing.” Our quality control testing will be used to ensure that the products we are receiving from our wholesale partners are consistent with the testing records that have been reported to us. These quality control tests will help us to ensure that our products are contaminant-free and the correct dosage and potency. We plan to use CDX Analytics which is Accredited to International Organization for Standardization (ISO) 17025 by Perry Johnson Laboratory Accreditation, Inc. (PJLA), 755 W. Big Beaver, Suite 1325 Troy, Michigan 48084, a third-party accrediting body that is a signatory to the International Laboratory Accreditation Cooperation (ILAC) Mutual Recognition Arrangement. CDX Analytics will be Licensed by the Commission prior to The 202 Trading Company contracting them for testing services.

1. This testing lab will pick up and transport our testing samples to and from their lab.

2. The 202 Trading Company will ensure that the storage of all marijuana products at the laboratory complies with 935 CMR 500.105(11).
3. Any and all excess The 202 Trading Company marijuana product samples used in testing will be disposed of in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to The 202 Trading Company Facility for disposal or by the Independent Testing Laboratory disposing of it directly.

The 202 Trading Company will not sell or otherwise market for adult use any Marijuana Product that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160

Required testing includes:

1. Cannabinoid Profile
2. Contaminants as specified by the Department including, but not limited to:
 - a. Mold
 - b. Mildew
 - c. Heavy metals
 - d. Plant-Growth Regulators and Pesticides
 - e. Bacteria
 - f. Fungi
 - g. Mycotoxins.

The 202 Trading Company will maintain the results of all testing for no less than one year.

If a marijuana product fails the laboratory testing, it will be quarantined and stored away from other product and the Department and the Source Marijuana establishment will be notified immediately. The 202 Trading Company will submit to the Department upon their request, any information regarding contamination. The entire batch of the product will be quarantined and not sold to customers. If through a re-test of the product, it is determined that there is no contamination, the product may be removed from quarantine status and sold. Product that is confirmed to be contaminated, or if the testing results are inconsistent with the labels on the product, will be returned to the Source Marijuana Establishment.



202 Trading Company, Inc. Personnel Policies and Background Checks

(This document is a summary of the Personnel Policies for 202 Trading Company including our draft policy for background checks. This plan may be amended once we are licensed and hiring employees, or if other guidance issued by the Commission is issued.)

I. Intent

202 Trading Company is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. (“the Regulations”) and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission (“CNB” or “the Commission”) or any other regulatory agency.

To provide clear and concise instructions for 202 Trading Company employees regarding Personnel Policies that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company’s management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our personnel policies are compliant will all regulations and laws.

III. Personnel Records

202 Trading Company will Maintain the following Personnel Records:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each 202 Trading Company agent. Such records shall be maintained for at least 12 months after termination of the individual’s affiliation with 202 Trading Company and shall include, at a minimum, the following:
 - a. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. 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;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe manufacturing & processing conditions;
 4. Personnel policies and procedures; and
 5. All background check reports obtained in accordance with 935 CMR 500.030.

These Personnel Records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files. Access to the electronic records will only be allowed to 202 Trading Company Management agents who require access as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet in a locked room accessible to only 202 Trading Company Management agents who require access. These records will be made available for inspection by the Commission upon request.

IV. 202 Trading Company Agents

All 202 Trading Company board members, directors, employees, executives, managers and volunteers will register with the Commission as a 202 Trading Company Marijuana Establishment Agent ("202 Trading Company Agent"). For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of marijuana.

All 202 Trading Company Agents shall;

1. Be 21 years of age or older;
2. Not been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
3. Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

202 Trading Company will submit to the Commission an application for every 202 Trading Company Agent, this application will include;

1. The full name, date of birth, and address of the individual;
2. All aliases used previously or currently in use by the individual, including maiden name, if any;
3. A copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
4. An attestation that the individual will not engage in the diversion of marijuana products;

5. Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
6. Background information, including, as applicable:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority relating to any professional or occupational or fraudulent practices;
 - c. A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - d. A description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority with regard to any professional license or registration held by the applicant; and
7. A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
8. Any other information required by the Commission.

The 202 Trading Company CEO will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom 202 Trading Company seeks a marijuana establishment agent registration which was obtained within 30 days prior to submission.

202 Trading Company will notify the Commission no more than one business day after a 202 Trading Company agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

The Agent registration card is valid for one year from the date of issue, 202 Trading Company will renew each 202 Trading Company Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for a 202 Trading Company Agent registration card, 202 Trading Company will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the

establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

All Agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

V. Background Checks

202 Trading Company will comply with all Background Check requirements in the Regulations and any other sub-regulatory guidance issued by the Commission.

Application Process- During the application process 202 Trading Company will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;

1. The list of individuals and entities in 935 CMR 500.101(1)(a)1. (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);
2. Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
 - a. The individual's full legal name and any aliases;
 - b. The individual's address;
 - c. The individual's date of birth;
 - d. A photocopy of the individual's driver's license or other government-issued identification card;
 - e. A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
 - f. Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
3. Relevant Background Check Information. Applicants for licensure will also be required to information detailing involvement in any criminal or civil or administrative matters:
 - a. A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing marijuana for medical or recreational purposes, in which those individuals either owned shares of stock or served as board member, executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - b. A description and the relevant dates of any civil action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to a complaint relating to any professional or occupational or fraudulent practices;

- c. A description and relevant dates of any past or pending legal or enforcement actions in any other state against any board member, executive, officer, director or member, or against any entity owned or controlled in whole or in part by them, related to the cultivation, processing, distribution, or sale of marijuana for medical or recreational purposes;
- d. A description and the relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or like action by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
- e. A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by another state, the United States or foreign jurisdiction, or a military, territorial, Native American tribal authority or foreign jurisdiction, with regard to any professional license, registration, or certification, held by any board member, executive, officer, director, or member that is part of the applicant's application, if any;
- f. A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any board member, executive, officer, director or member that is part of the applicant's application, if any; and
- g. Any other information required by the Commission.

202 Trading Company will not present any individual in our application whose background check will result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table A of 935 CMR 500.801.

Background Checks not included in the Application Process- For all Marijuana Establishment Agent Registrations not included in the application process 202 Trading Company will submit Marijuana Establishment Agent applications for all required individuals. 202 Trading Company will perform its own due diligence in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B: Retail and Transporter Marijuana Establishment Agents, under 935 CMR 500.802.

VI. Equal Employment Policy

It is the policy of 202 Trading Company to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotion, benefits, scheduling, training, discipline and termination.

202 Trading Company expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, 202 Trading Company will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on 202 Trading Company operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate with 202 Trading Company in seeking and evaluating alternatives.

Moreover, in compliance with the Americans with Disabilities Act (ADA), 202 Trading Company provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. 202 Trading Company may require medical certification of both the disability and the need for accommodation. Keep in mind that 202 Trading Company can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is the employee's responsibility to come forward if they are in need of an accommodation. 202 Trading Company will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

VII. Anti-Harassment and Sexual Harassment Policy

202 Trading Company seeks to promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status or disability. Inappropriate interference with the ability of 202 Trading Company's employees to perform their expected job duties is not tolerated.

It is illegal and against 202 Trading Company policy for any employee, male or female, to harass another employee. Examples of such harassment include making sexual advances or favors or other verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor in, any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. 202 Trading Company will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

202 Trading Company will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.

202 Trading Company will not condone sexual harassment of its employees by non-employees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Department.

Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible.

Any employee who makes a complaint, or who cooperates in any way in the investigation of same, will not be subjected to any retaliation or discipline of any kind.

In addition to the above, if you believe you have been subjected to sexual harassment, you may file a formal complaint with either or both of the government agencies set forth below. Using our complaint process does not prohibit you from filing a complaint with these agencies. Each of the agencies has a short time period for filing a claim (EEOC - 300 days; MCAD - 300 days).

The United States Equal Employment Opportunity Commission ("EEOC") One Congress Street, 10th Floor Boston, MA 02114, (617) 565-3200.

The Massachusetts Commission Against Discrimination ("MCAD") One Ashburton Place, Rm. 601, Boston, MA 02108, (617) 994-6000.

VIII. Americans with Disability Act

202 Trading Company strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. 202 Trading Company judge's individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. 202 Trading Company will provide reasonable accommodations to any persons with disabilities who require them, who advise 202 Trading Company of their particular needs. Information concerning individuals' disabilities and their need for accommodation will of course be handled with the utmost discretion.

IX. Alcohol/Drug Free Workplace

202 Trading Company is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace. Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on 202 Trading Company premises or while using 202 Trading Company's vehicles or equipment, or at any location during work time.

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Company social or business event. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom

it is prescribed or in prescribed amounts. It also includes any substance a person holds out to another as an illegal drug.

Any violation of this policy will result in disciplinary action, up to and including termination.

Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.

X. Smoke Free Workplace

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

XI. Employee Assistance Policy

To help employees in circumstances where counseling services would be helpful, 202 Trading Company will make an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

XII. Employee Diversion of Marijuana

If a 202 Trading Company Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The CEO will immediately be notified. The CEO will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

XIII. Employee Handbook

202 Trading Company will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with 202 Trading Company. These subjects will include, but not be limited to;

1. 202 Trading Company Mission and Vision
2. Organizational Structure
3. General Employment Policies
4. Employee Categories
5. Conflicts of Interest
6. Access to Personnel Files
7. Performance Evaluations
8. Hours of Work
9. Compensation
10. Benefits
11. Code of Conduct

12. Discipline

13. Training



202 Trading Company, Inc. Record Keeping Procedure

(This document is a summary of the Record Keeping Procedure for 202 Trading Company. This plan may be amended once we are licensed)

I. Intent

202 Trading Company is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

To provide clear and concise instructions for 202 Trading Company employees regarding Record Keeping that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our Record Keeping Procedures are compliant with all regulations and laws.

III. Access to the Commission

202 Trading Company electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

IV. Access to the Massachusetts Department of Revenue ("DOR")

202 Trading Company books, records, papers and other data will be made available upon request by the DOR Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the

records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, 202 Trading Company will comply with all records retention requirements outlined in the DOR Regulations including, but limited to, 830 CMR 62C.25.1: Record Retention.

V. Point of Sale (POS) Systems

202 Trading Company will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue ("DOR") Directive 16-1 *"Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems"*

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, 202 Trading Company will maintain the following records:
 - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
 - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
 - d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - e. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - a. individual item(s) sold,
 - b. selling price,
 - c. tax due,
 - d. invoice number,
 - e. date of sale,
 - f. method of payment, and
 - g. POS terminal number and POS transaction number.
3. 202 Trading Company will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
 - a. Internal sequential transaction numbers;

- b. Records of all POS terminal activity; and
- c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
- d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
- e. Any and all activity related to other operating modes available in the system, such as a training mode; and
- f. Any and all changes in the setup of the system.

VI. Types of Records

The following records will be maintained and stored by 202 Trading Company and available to the Commission upon request:

1. Operating procedures as required by 935 CMR 500.105(1)
 - a. Security measures in compliance with 935 CMR 500.110;
 - b. Employee security policies, including personal safety and crime prevention techniques;
 - c. A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
 - d. Storage of marijuana in compliance with 935 CMR 500.105(11);
 - e. Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be sold;
 - f. Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - g. Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - h. A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - i. Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
 - j. Alcohol, smoke, and drug-free workplace policies;
 - k. A plan describing how confidential information will be maintained;
 - l. A policy for the immediate dismissal of any marijuana establishment agent who has:
 - i. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - ii. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - iii. 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 any Other Jurisdiction.

- m. A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR This requirement may be fulfilled by placing this information on the Marijuana Establishment's website;
- n. Policies and procedure for the handling of cash on Marijuana Establishment Premises including, but not limited to, storage, collection frequency, and transport to financial institution(s), to be available on inspection;
- o. Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- p. Policies and procedures for energy efficiency and conservation that shall include:
 - i. 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;
 - ii. 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;
 - iii. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
 - iv. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

2. Operating procedures as required by 935 CMR 500.120(12)

- a. Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
- b. Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety;
- c. Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
- d. Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
- e. Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15) and 935 CMR 500.120(11); and

- f. Policies and procedures for the transfer, acquisition, or sale of marijuana products between Marijuana Establishments.
- 3. Inventory records as required by 935 CMR 500.105(8);
- 4. Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).
- 5. Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - iv. 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;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and
 - vii. Notice of completed responsible vendor and eight-hour related duty training.
 - c. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - d. Personnel policies and procedures; and
 - e. All background check reports obtained in accordance with 935 CMR 500.030
- 6. Business records, which shall include manual or computerized records of:
 - a. Assets and liabilities;
 - b. Monetary transactions;
 - c. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - d. Sales records including the quantity, form, and cost of marijuana products; and
 - e. Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- 7. Waste disposal records as required under 935 CMR 500.105(12);

8. Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
9. Responsible vendor training program compliance records.
10. Vehicle registration, inspection and insurance records. (If Applicable)

All records kept and maintained by 202 Trading Company will be securely held. Access to these records will only be accessible to those 202 Trading Company Agents who require access as a part of their job duties.



202 Trading Company, Inc. Maintaining of Financial Records Policy and Procedure

I. Intent

202 Trading Company is committed to being compliant with all regulations outlined in 935 CMR 500.000 et. seq. ("the Regulations") and any other requirements or sub-regulatory guidance issued by the Massachusetts Cannabis Control Commission ("CNB" or "the Commission") or any other regulatory agency.

To provide clear and concise instructions for 202 Trading Company employees regarding the Maintaining of Financial Records that are in compliance with the Regulations

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure specific, methodical, and consistent compliance of the Regulations and to ensure that our financial records are maintained in a compliant manner in compliance with all regulations and laws.

III. Policy

202 Trading Company financial records will be kept and maintained according to generally accepted accounting principles. The CEO and CFO are responsible for all accounting responsibilities and will engage the services of external Accountants and Tax Professionals to ensure proper accounting compliance. Once operational 202 Trading Company will hire or engage as a contractor a bookkeeper with experience in business accounting to assist in the maintaining of these records.

All 202 Trading Company financial/business records will be available for inspection to the Commission upon request.

202 Trading Company will maintain all business records in Manual and electronic (computerized) form. These records include, but are not limited to;

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and

5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records 202 Trading Company will incorporate the following into our business operations;

1. 202 Trading Company will engage the services of a professional payroll and human resources company to assist in Human resources management and payroll services for our employees
2. 202 Trading Company will engage, to the extent possible, a banking relationship in Massachusetts to provide banking services for our company.
3. 202 Trading Company will use up to date financial software programs for all financial transactions.
4. 202 Trading Company does not plan to make cash transactions with other Marijuana Establishments. All transactions will be done through traditional banking transactions including checks, wire transfers or credit cards.
5. On an annual basis 202 Trading Company will engage the services of an independent certified public accountant who is experienced in the legal marijuana industry, to conduct a financial audit of 202 Trading Company finances (books).
6. 202 Trading Company will engage the services of an industry experienced tax professional for the filing of all required state and federal tax documents.

IV. Access to the Commission

202 Trading Company electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

V. Access to the Massachusetts Department of Revenue ("DOR")

202 Trading Company books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, 202 Trading Company will comply with all records retention requirements outlined in the DOR Regulations including, but limited to, 830 CMR 62C.25.1: Record Retention.

VI. Point of Sale (POS) Systems

202 Trading Company will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue ("DOR") Directive 16-1 *"Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems"*

1. Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, 202 Trading Company will maintain the following records:
 - a. A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
 - b. A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - c. A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
 - d. Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - e. A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
2. Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - a. individual item(s) sold,
 - b. selling price,
 - c. tax due,
 - d. invoice number,
 - e. date of sale,
 - f. method of payment, and
 - g. POS terminal number and POS transaction number.
3. 202 Trading Company will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
 - a. Internal sequential transaction numbers;

- b. Records of all POS terminal activity; and
 - c. Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
 - d. The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
 - e. Any and all activity related to other operating modes available in the system, such as a training mode; and
 - f. Any and all changes in the setup of the system.
4. 202 Trading Company will comply with the provisions of 935 CMR 500.140(6): Recording Sales.
- a. 202 Trading Company will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
 - b. 202 Trading Company may utilize a sales recording module approved by the DOR.
 - c. 202 Trading Company will not utilize software or other methods to manipulate or alter sales data.
 - d. 202 Trading Company will conduct a monthly analysis of our equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. 202 Trading Company will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If 202 Trading Company determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - i. We will immediately disclose the information to the Commission;
 - ii. We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - iii. We will take such other action directed by the Commission to comply with 935 CMR 500.105.
 - e. 202 Trading Company will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
 - f. 202 Trading Company will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
 - g. 202 Trading Company will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935



202 Trading Company, Inc Diversity Plan

V2.0

I. Intent

It is the policy of 202 Trading Company to foster equitable opportunity for all employees and to promote principles of diversity management that will enhance the level of effectiveness and efficiency of its programs. The concept of diversity management is a strategic business objective that seeks to increase organizational capacity in a workplace where the contributions of all employees are recognized and valued. The 202 Trading Company goal is to build a high-performing, diverse workforce based on mutual acceptance and trust.

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

Any actions taken, or programs instituted, by the 202 Trading Company will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

II. Purpose

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure that 202 Trading Company is a diverse and inclusive company that promotes a discrimination-free work environment and providing opportunities for all employees to use their diverse talents to support the company's mission.

III. Goals

The goals that 202 Trading Company is committed to achieving through this plan and our vision include;

1. Make the 202 Trading Company workplace and management team as diverse as possible to include attracting and retaining qualified employees with no regard to race, gender, disability, veteran status, sexual orientation, or any other non-merit factor.

It is our goal to have the following demographics: Woman 50%, Minorities 20-25%, Veterans 5%, People with disabilities 5% and People who are LGBTQ+ 5-10%.

2. Make 202 Trading Company workplace a safe, accepting, respectful, welcoming, comfortable and supportive place to work.

It is our goal that 202 Trading Company has a 75% retention rate and that our employees rate our workplace environment at an 8 or better on a scale of 1-10.

3. Include as our suppliers, contractors and wholesale partners businesses owned by, or whose employees are a majority of minorities, women, veterans, people who are LGBTQ+ and by persons with disabilities.

It is our goal that 20% of 202 Trading Company's contractors, suppliers and wholesale partners are owned by, or whose employees are a majority of minorities, women, veterans, people who are LGBTQ+ and by persons with disabilities.

IV. Recruitment and Hiring

202 Trading Company looks to recruit and hire diverse employees and plans to promote equity among minorities, women, veterans, people with disabilities, and people who are LGBTQ+ in the operation of our company. To promote diversity and equity 202 Trading Company will;

1. Give priority hiring status to qualified minorities, women, veterans, people with disabilities, and individuals from the LGBTQ community.
2. Institute a "blind hiring" policy that anonymizes or "blinds" demographic-related information about a candidate from the recruiter or hiring manager that can lead to bias about the candidate.
 - a. Blind hiring reduces biases during the talent acquisition process by removing information like name, gender, religion, or socioeconomic background. It also removes things like academic qualifications or experience, meaning candidates are judged based on skills—not where they came from.
Theoretically, when the characteristics that may lead to a biased hire are removed from the equation, companies can guarantee they're selecting the top talent for their open positions.
 - i. Therefore, if implemented thoughtfully, blind hiring can increase diversity and help make stronger hires.
3. Require Human Resource training for Hiring Managers that address unconscious bias and cultural sensitivity.
 - a. Our Hiring Manager(s) will receive this training at least 60 days prior to our projected opening date and prior to the hiring of any employees for our Marijuana Establishment
4. Promote our Diversity Hiring policy on recruitment websites, our social media presence (LinkedIn, Twitter and Facebook) and traditional hiring platforms such as Indeed and Zip Recruiter. We have identified only one community, the City of Fitchburg, that has a higher minority population within a 15-mile radius of our Retail Marijuana Establishment ("RME"). We will engage the population of Fitchburg with the goal of attracting and retaining a qualified diverse workforce from this City.
5. We will engage with The North Central Career Centers at 100 Erdman Way Leominster, MA which as a Massachusetts One Stop Career Center that serves Fitchburg. 202 Trading Company will post

all job posing through The North Central Career Centers and will engage in job fairs and other services that The North Central Career Centers offers.

6. All job postings will also be directly sent to North Central Massachusetts Minority Coalition, the Spanish American Center and the United Hmong of Massachusetts. These are Fitchburg based organizations that support racial, linguistic and ethnic minorities, as well as people with disabilities.
7. Use job descriptions that are catered to and appeal to diverse candidates.
8. Engage with Industry trade groups such as Mass CBA, Massachusetts Recreational Consumer Council and Elevate New England and other recruitment companies that promote diversity and inclusion.

All job posting will promote our priority hiring policy for individuals who are minorities, women, veterans, people with disabilities and people who are LGBTQ+. Our first job postings will begin when we receive Provisional Licensure from the Commission, second and subsequent postings will be done as needed.

Our initial job fair will be held within 60 days of our receipt of Provisional License from the Commission, second and subsequent job fairs will be held as needed.

V. Inclusion

202 Trading Company is determined to provide a work environment that is a diverse and inclusive workplace of. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal is to ensure that every employee, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. To ensure inclusion in our workplace 202 Trading Company will;

1. Provide training to all employees regarding inclusion in the workplace and provide advanced training to managers in their roles in fostering an inclusive workplace environment. These trainings will occur during orientation and annually thereafter.
2. Draft and implement a Non-Discrimination, Harassment and Retaliation Policy. This policy will include provisions for responding to complaints, discipline for non-compliance and evaluation of the circumstances to see if this plan needs improvements.
3. Conduct semi-annual surveys of all employees to gauge how our employees feel about the 202 Trading Company workplace environment as it pertains to inclusion, diversity, support, respect, needs of employees and safety. This survey will allow the employees to rate on a scale of 1-10 how they feel working for 202 Trading Company.

VI. Supplier Diversity Plan

202 Trading Company is committed to utilizing, to the extent possible, minority-owned, women owned, veteran owned, LGBTQ+-owned, and business owned by persons with disabilities as suppliers, contractors and wholesale partners. 202 Trading Company recognizes that sourcing products and services from previously under-used suppliers helps to sustain and progressively transform a company's supply chain, thus quantitatively reflecting the demographics of the community in which it operates by recording transactions with diverse suppliers.

1. 202 Trading Company will draft and implement a plan that focuses on and requires that the underrepresented business identified above are included, and chosen when possible, as our suppliers, contractors and wholesale partners.
2. When sourcing suppliers, contractors and wholesale partners, we will ask for information regarding the ownership and employee makeup demographics of the Company.
3. Marijuana Establishments who are a designated DBE (Disadvantaged Business Enterprise) will be given priority when sourcing marijuana products.

VII. Evaluation

202 Trading Company will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 3 goals.

1. As we begin to recruit and hire potential employees the management team will evaluate the applicant pool we receive from our postings to ensure that our recruitment policies are generating a diverse representation.
2. Our management team will continuously evaluate the workplace climate through observations, employee meetings and individual conversations with individual employees to ensure our workplace is a place of inclusion and receive feedback and recommendations from our employees.

One year from our receipt of Provisional License and annually thereafter, 202 Trading Company, Inc. will conduct a comprehensive written evaluation of the programs outlined above. The purpose of the evaluation will be to measure the goals or that are outlined in this Plan. This written evaluation will be available to the Commission for review during the License renewal process. This evaluation will include the following metrics:

- The demographics of all employees and applicants;
- Attempts to hire, actual hires, where they came from, their training, pay, benefits, and advancement;
- Report of workplace environment that includes feedback from employees and annual satisfaction surveys;
- Report on diversity and inclusion training;
- Rate of retention of all employees;
- The demographics, numbers, amounts and percentages of all third-party suppliers, contractors and marijuana industry establishments that Root & Bloom has engaged with and done business with; and
- Conclusions and recommendations.