



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR281892  
Original Issued Date: 07/01/2019  
Issued Date: 06/04/2020  
Expiration Date: 09/01/2021

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Insa, Inc.

Phone Number: 413-206-6339  
Email Address: peter@myinsa.com

Business Address 1: 462 Highland Ave  
Business City: Salem  
Business State: MA  
Business Zip Code: 01970  
Business Address 2:  
Mailing Address 1: 122 Pleasant Street  
Mailing City: Easthampton  
Mailing State: MA  
Mailing Zip Code: 01027  
Mailing Address 2: Suite 144

### CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

### PRIORITY APPLICANT

Priority Applicant: no  
Priority Applicant Type: Not a Priority Applicant  
Economic Empowerment Applicant Certification Number:  
RMD Priority Certification Number:

### RMD INFORMATION

Name of RMD: INSA  
Department of Public Health RMD Registration Number: 17  
Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts  
To your knowledge, is the existing RMD certificate of registration in good standing?: yes  
If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

#### Person with Direct or Indirect Authority 1

Percentage Of Ownership: 30  
Role: Owner / Partner  
Percentage Of Control: 50  
Other Role:

First Name: Peter	Last Name: Gallagher	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: 30	Percentage Of Control: 50
Role: Owner / Partner	Other Role:
First Name: Patrick	Last Name: Gottschlicht Suffix:
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

#### Person with Direct or Indirect Authority 3

Percentage Of Ownership: 4	Percentage Of Control:
Role: Owner / Partner	Other Role:
First Name: Steve	Last Name: Reilly Suffix: Jr
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

No records found

#### CLOSE ASSOCIATES AND MEMBERS

No records found

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

##### Entity Contributing Capital 1

Entity Legal Name: GPM II LLC	Entity DBA:
Email: Peter@myinsa.com	Phone: 917-623-2368
Address 1: 35 Center Street	Address 2:
City: Chicopee	State: MA Zip Code: 01013
Types of Capital: Monetary/Equity	Other Type of Capital: Total Value of Capital Provided: \$7500000 Percentage of Initial Capital: 100
Capital Attestation: Yes	

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

##### Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of the Marijuana Establishment		
Owner First Name:	Owner Last Name:	Owner Suffix:
Entity Legal Name: INSA LLC	Entity DBA: INSA	
Entity Description: Cannabis Grower Processor		
Entity Phone: 570-431-3531	Entity Email: Peter@myinsa.com	Entity Website: myinsa.com
Entity Address 1: 2384 N. Old Trail Rd.	Entity Address 2:	

Entity City: Shamokin Dam	Entity State: PA	Entity Zip Code: 17876	Entity Country: Snyder
Entity Mailing Address 1: 122 Pleasant Street	Entity Mailing Address 2: Suite 144		
Entity Mailing City: Easthampton	Entity Mailing State: MA	Entity Mailing Zip Code: 01027	Entity Mailing Country: USA

#### DISCLOSURE OF INDIVIDUAL INTERESTS

##### Individual 1

First Name: Stephen	Last Name: Reilly	Suffix:
Marijuana Establishment Name: Kalyx	Business Type: Marijuana Retailer	
Marijuana Establishment City: Belchertown	Marijuana Establishment State: MA	

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 462 Highland Ave

Establishment Address 2:

Establishment City: Salem Establishment Zip Code: 01970

Approximate square footage of the establishment: 3000 How many abutters does this property have?: 14

Have all property abutters been notified of the intent to open a Marijuana Establishment at this address?: No

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Salem Community Outreach Attestation.pdf	pdf	5ba27a764e62492d8f34639a	09/19/2018
Plan to Remain Compliant with Local Zoning	Recreational Policies and Procedures Zoning Compliance Salem.pdf	pdf	5ba27bc7da72283955c6265a	09/19/2018
Community Outreach Meeting Documentation	Salem News Notice 07.21.18.pdf	pdf	5ba28ad55a6f093923e51983	09/19/2018
Community Outreach Meeting Documentation	INSA Notice to City of Salem City Clerk time stamped by City of Salem City Clerk 7-23-2018.pdf	pdf	5ba3e69347325a634028916e	09/20/2018
Community Outreach Meeting Documentation	INSA Notice to City of Salem Planning Board time stamped by City of Salem City Clerk 7-23-2018.pdf	pdf	5ba3e69cce07c1630e0e413f	09/20/2018
Community Outreach Meeting Documentation	INSA Notice to Mayor Kim Driscoll time stamped by City of Salem City Clerk 7-23-2018.pdf	pdf	5ba3e6a0c5b78d6cdecdfef1	09/20/2018
Certification of Host Community Agreement	2019_02_03_16_03_55.pdf	pdf	5c5757b4c4b7a71b66d103f7	02/03/2019

Total amount of financial benefits accruing to the municipality as a result of the host community agreement. If the total amount is zero, please enter zero and provide documentation explaining this number.: \$183040.68

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	INSA - Community Impact Plan - UPDATED Feb 2019.pdf	pdf	5c6d79a13183181258e1a78d	02/20/2019

## ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

## INDIVIDUAL BACKGROUND INFORMATION

### Individual Background Information 1

Role: Other Role:  
First Name: Peter Last Name: Gallagher Suffix:  
RMD Association: RMD Owner  
Background Question: no

### Individual Background Information 2

Role: Other Role:  
First Name: Patrick Last Name: Gottschlicht Suffix:  
RMD Association: RMD Owner  
Background Question: no

### Individual Background Information 3

Role: Other Role:  
First Name: Steve Last Name: Reilly Suffix: Jr.  
RMD Association: RMD Owner  
Background Question: yes

## ENTITY BACKGROUND CHECK INFORMATION

### Entity Background Check Information 1

Role: Parent Company Other Role:  
Entity Legal Name: GPM II LLC Entity DBA:  
Entity Description: Holding Company  
Phone: 917-623-2368 Email: peter@myinsa.com  
Primary Business Address 1: 122 Pleasant Street Primary Business Address 2: Suite 122  
Primary Business City: Easthampton Primary Business State: MA Principal Business Zip Code: 01027  
Additional Information:

## MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR_CertofGoodStanding.pdf	pdf	5ba549d74a9eb46ce85902d4	09/21/2018
Secretary of Commonwealth - Certificate of Good Standing	MA Sec of State - Certificate of good standing.pdf	pdf	5ba549e3c43ae86cfc0a8092	09/21/2018
Bylaws	INSA - Bylaws (MA profit corporation).pdf	pdf	5ba54a01a1e4f86d1a3965a8	09/21/2018
Articles of Organization	INSA - Articles of Amendment (name change).pdf	pdf	5ba54a364cfbe263364249dd	09/21/2018
Articles of Organization	HCF Articles of Organization Executed.pdf	pdf	5ba54a5e34c75f6cf22cd5fc	09/21/2018
Articles of Organization	INSA (nonprofit) - Articles of Conversion (Nonprofit to MA profit corp).pdf	pdf	5ba54ad6a1e4f86d1a3965c6	09/21/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	Good Standing Secretary of State.pdf	pdf	5ea882135fa02a2d3651b249	04/28/2020
Department of Unemployment Assistance - Certificate of Good standing	MA Certificate of Good Standing 4.16.2020.pdf	pdf	5ea882228caba634a8437162	04/28/2020
Department of Revenue - Certificate of Good standing	Certificate of Good Standing - MA DOR 7-25-19.pdf	pdf	5ea8822bddb8c72d536088ed	04/28/2020

Massachusetts Business Identification Number: 001309430

Doing-Business-As Name:

DBA Registration City:

**BUSINESS PLAN**

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Cert Of Insurance.pdf	pdf	5ba54b31c5b78d6cdece0118	09/21/2018
Business Plan	Business Plan_MR281892_v20.1.0.pdf	pdf	5ea9a6817d78332d19fc5afe	04/29/2020

**OPERATING POLICIES AND PROCEDURES**

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Dispensing procedures	Dispensing Procedures_MR281892_v20.1.0.pdf	pdf	5ea886f07d78332d19fc5957	04/28/2020
Diversity plan	Diversity Plan_MR281892_v20.1.0.pdf	pdf	5ea887035c6c422d41af9652	04/28/2020
Inventory procedures	Inventory Procedures_MR281892_v20.1.0.pdf	pdf	5ea8871fcb1edf34af2dbfa0	04/28/2020
Maintaining of financial records	Maintenance of Financial Records_MR281892_v20.1.0.pdf	pdf	5ea8872c0f6f0d34840b153e	04/28/2020
Personnel policies including background checks	Personnel Policies_MR281892_v20.1.0.pdf	pdf	5ea8873d504715348b1dfca5	04/28/2020
Plan for obtaining marijuana or marijuana products	Plan for Obtaining Marijuana or Marijuana Products_MR281892_v20.1.0.pdf	pdf	5ea887467d78332d19fc595d	04/28/2020
Prevention of diversion	Prevention of Diversion_MR281892_v20.1.0.pdf	pdf	5ea88762f16b5934c5918ba3	04/28/2020
Qualifications and training	Qualifications and Training Plan_MR281892_v20.1.0.pdf	pdf	5ea8876f0f6f0d34840b1542	04/28/2020
Quality control and testing	Quality Control and Testing Procedures_MR281892_v20.1.0.pdf	pdf	5ea88783504715348b1dfca9	04/28/2020
Record Keeping procedures	Recordkeeping Plan_MR281892_v20.1.0.pdf	pdf	5ea8878e502f482d4898dbc0	04/28/2020
Restricting Access to age 21 and older	Restricting Access to Age 21 and Older_MR281892_v20.1.0.pdf	pdf	5ea887987d78332d19fc5961	04/28/2020
Security plan	Security Plan_MR281892_v20.1.0.pdf	pdf	5ea887a55c6c422d41af9658	04/28/2020
Storage of marijuana	Storage Plan_MR281892_v20.1.0.pdf	pdf	5ea887b4504715348b1dfcb1	04/28/2020
Transportation of marijuana	Transportation Plan_MR281892_v20.1.0.pdf	pdf	5ea887c27d78332d19fc5965	04/28/2020

## 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 Agree

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

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

## ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

## COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Goal 1: Hiring Efforts

Commitment: Made its best effort to hire at least 20% of the employees for the Salem store from Lynn or another area of disproportionate impact.

Description:

As of March 24, 2020, 14% of employees at Insa's Salem facility are from Areas of Disproportionate Impact, such as Lynn. In order to achieve its goal of hiring at least 20% of employees from Lynn or other Areas of Disproportionate Impact, Insa has further developed its Job Outreach Program and hired a Community Outreach and Training Coordinator to help support its programs.

The following is a summary of Insa's hiring efforts as they relate to this plan:

Insa Salem Job Fair: June 15th, 2019

In order to hire qualified staff prior to beginning operations at its Salem facility, Insa hosted a job fair at the Hawthorne Hotel in Salem.

Insa selected the venue for the event based on its centralized location and ease of access to several Disproportionate Areas of Impact including via public transportation.

Insa worked with the Salem Chamber of Commerce to promote the event and ensure individuals from Areas of Disproportionate Impact would be properly notified.

Insa hired six employees, as a result of this job fair, including one employee from an Area of Disproportionate Impact.

#### Cultivating an Industry: A Cannabis Career Fair: November 15th, 2019

Insa participated in a job fair hosted by MCR Labs at the Dewitt Community Center in Roxbury.

The Dewitt Community Center is the community center for Madison Park Development Corporation, a community-based, non-profit organization which independently develops affordable housing for low and moderate income residents. Program activities at the Dewitt Community Center include Youth Development and Education, Workforce Development and Employment Skills training, a technology center for old and young.

Roxbury is a neighborhood of Boston with close proximity to several Areas of Disproportionate Impact.

The job fair included a panel focused on promoting equity in the cannabis industry and included Jason Chavez, the Chief Operating Officer (COO) of Mass Citizens for Social Equity among others.

#### Future Job Fairs:

To ensure the safety of its employees and the general public, Insa has temporarily postponed all recruiting events scheduled for Q1 and Q2 2020 due to the coronavirus pandemic.

Insa is currently in the planning stages of a job fair to be located in Lynn for Q3 2020. Insa has been in contact with the Lynn Museum and Historical Society to determine feasibility for an event in the fall.

#### Applicable Attachments:

- ☐ Demographic Numbers (DIA)
- ☐ Insa Job Fair Flyer
- ☐ MCR Job Fair Flyer
- ☐ Insa Positive Impact Plan (2019)
- ☐ Insa Positive Impact Plan (2020)

#### Progress or Success Goal 2

##### Description of Progress or Success: Goal 2: Local Contractors

Commitment: Hired at least one contractor from Lynn for the renovation of the Salem dispensary.

- ☐ Leahy Landscaping - Initial Landscaping: \$10k
- ☐ JC Landscaping & Irrigation Snow Plowing Services - Landscaping and snow removal: \$3,150

#### Description:

Insa has satisfied its commitment to hire at least one contractor from Lynn for renovation and maintenance of its Salem facility. Lynn has been designated as a community of Disproportionate Impact.

Insa has contracted the following Lynn-based contractors:

☒ Leahy Landscaping: Initial landscape design services.

☒ Total Paid: \$10,000

☒ JC Landscaping & Irrigation Snow Plowing Services: Ongoing landscaping and snow removal services.

☒ Total Paid: \$3,150

Insa will continue to use Lynn-based contractors for the maintenance of its Salem facility.

#### Applicable Attachments:

☒ Leahy Landscaping Invoice

☒ JC Landscaping Invoices (2)

☒ Insa Positive Impact Plan (2019)

☒ Insa Positive Impact Plan (2020)

#### Progress or Success Goal 3

##### Description of Progress or Success: Goal 3: Volunteer Events

Commitment: Participated in at least one community event per quarter in or for the benefit of an area of disproportionate impact.

#### Description:

In its first quarter of operations Insa exceeded its commitment by participating in numerous volunteer events. The following are summaries of volunteer events conducted by Insa in Lynn. Lynn has been designated as a community of Disproportionate Impact.

##### Lynn Highway Curbside Clean-Up: September 16-18th, 2019

Insa's Salem team took to our neighborhood with clean-up materials to clear the sidewalks of litter, trash and bottles. Starting on Highland Avenue and Buchanan Bridge, the team contributed to cleaning up over eight commercial-sized trash bags of trash. This included a local park clean up at nearby Clark Park.

##### My Brother's Table: September 20th and 30th, October 1st and 3rd, 2019

Insa team members played a role in lunch and dinner preparation, serving food and catering at My Brother's Table, a local food pantry in Lynn, Massachusetts. My Brother's Table serves free meals to Lynn residents from 5:30pm-7:30pm Monday-Friday. Insa employees helped with kitchen prep from 1:00-3:00pm, preparing soup and baked goods for the following day and making meals for a meal delivery program.

##### Lynn Woods Clean-Up: October 2, 2019

Insa partnered with Lynn Woods Park Ranger Daniel Small to initiate a cleaning expedition in Lynn's largest woods. Employees helped maintain the woods by completing: trash pickups, invasive weed control, trail widening, painting picnic tables, and gates.

#### Future Volunteer Events:



To ensure the safety of its employees and the general public, Insa has temporarily postponed all volunteer events scheduled for Q1 and Q2 of 2020 due to the coronavirus pandemic.

**Applicable Attachments:**

- ☒ Insa Positive Impact Plan (2019)
- ☒ Insa Positive Impact Plan (2020)

**Progress or Success Goal 4**

**Description of Progress or Success: Goal 4: Charitable Donations**

**Commitment:**

Provided at least one donation to the aforementioned Lynn-based charities.

- ☒ The Food Project
- ☒ Campfire North

**Description:**

Insa has satisfied its commitment to further positively impact the community through donations to Lynn-based charitable organizations. Lynn has been designated as a community of Disproportionate Impact.

Insa has made donations to the following organization:

- ☒ The Food Project: \$1,000
- ☒ Camp Fire North Shore: \$1,000

**The Food Project**

The Food Project is a 501(c)(3) nonprofit, whose mission is to create a thoughtful and productive community of youth and adults from diverse backgrounds who work together to build a sustainable food system.

In 2016, The Food Project established Lynn Grows, a partnership with the Lynn Food and Fitness Alliance (LFFA), Lynn residents, and other stakeholders, that aims to build a food system that works for everyone in the city of Lynn.

**Camp Fire North Shore**

Insa has partnered with Camp Fire, a non-profit organization with programs to encourage personal exploration by incorporating a researched based approach to youth development that ensures participants gain the skills necessary to thrive throughout their lives.

Camp Fire North Shore's mission is to provide safe and inclusive out of school time programming that empowers youth to thrive and become caring and confident leaders. Camp Fire offers several programs throughout the year including, a State Licensed After School Program, Self-Reliance Program, Teens In Action, Club Program and a nine week Summer Camp for kids ages 5-1. Through its programs they promote moral, social and interpersonal development for area children and young adults.

**Applicable Attachments:**

- ☒ The Food Project Receipt
- ☒ Camp Fire North Shore Receipt
- ☒ Insa Positive Impact Plan (2019)
- ☒ Insa Positive Impact Plan (2020)

**COMPLIANCE WITH DIVERSITY PLAN**  
Diversity Progress or Success 1

**Description of Progress or Success: Goal 1: Equitable Recruitment Programs**

**Description:**

As of March 24, 2020, the following are the percentages of employees at Insa's Salem facility who are members of groups in which Insa seeks to promote equity. These groups, as defined by the Commission, and the percentage of employees at Insa's Salem facility who are members of those groups are as follows:

1. Minorities: 30%
2. Women: 31%
3. Veterans: 0%
4. People with disabilities: 3%
5. Individuals of the LGBTQ+ Community: 31%

In order to better meet its goals, Insa has further developed its Diversity Plan and hired a Community Outreach and Training Coordinator to help support its programs.

The following is a summary of Insa's hiring efforts as they relate to this plan:

**Insa Salem Job Fair: June 15th, 2019**

In order to hire qualified staff prior to beginning operations at its Salem facility, Insa hosted a job fair at the Hawthorne Hotel in Salem.

Insa selected the venue for the event based on its centralized location and ease of access to Lynn with including via public transportation. Lynn is an Area of Disproportionate Impact with a high percentage of minority individuals relative to the surrounding areas

Insa worked with the Salem Chamber of Commerce to promote the event and ensure individuals from Areas of Disproportionate Impact would be properly notified.

**Cultivating an Industry: A Cannabis Career Fair: November 15th, 2019**

Insa participated in a job fair hosted by MCR Labs at the Dewitt Community Center in Roxbury.

The Dewitt Community Center is the community center for Madison Park Development Corporation, a community-based, non-profit organization which independently develops affordable housing for low and moderate income residents. Program activities at the Dewitt Community Center include Youth Development and Education, Workforce

Development and Employment Skills training, a technology center for old and young, Roxbury is a neighborhood of Boston with a high percentage of minority individuals relative to the surrounding areas.

The job fair included a panel focused on promoting equity in the cannabis industry and included Jason Chavez, the Chief Operating Officer (COO) of Mass Citizens for Social Equity among others.

**Future Job Fairs:**

To ensure the safety of its employees and the general public, Insa has temporarily postponed all recruiting events scheduled for Q1 and Q2 2020 due to the coronavirus pandemic.

Insa is currently in the planning stages of a job fair to be located in Lynn for Q3 2020. Insa has been in contact with the Lynn Museum and Historical Society to determine feasibility for an event in the fall. Lynn is an Area of Disproportionate Impact with a high percentage of minority individuals relative to the surrounding areas.

**Applicable Attachments:**

- ☒ Demographic Numbers (Diversity)
- ☒ Insa Job Fair Flyer
- ☒ MCR Job Fair Flyer
- ☒ Insa Diversity Plan (2019)
- ☒ Insa Diversity Plan (2020)

**Diversity Progress or Success 2**

**Description of Progress or Success: Goal 2: Professional Development**

**Description:**

In order to better satisfy its goal of providing employees who are members of the groups listed above the appropriate support and resources required to facilitate their career development and goals, Insa has redesigned its Career Development, Counseling and Mentorship Program for a planned launch in Q2 2020.

In Q3 2019, hired a Community Outreach and Training Coordinator to administer its Career Development, Counseling and Mentorship program and to facilitate and assist in the development of the company's programs meant to ensure equity among diverse groups.

The redesigned Career Development, Counseling and Mentorship Program is described in detail in Insa's updated Diversity Plan.

**Applicable Attachments:**

- ☒ Insa Diversity Plan (2019)
- ☒ Insa Diversity Plan (2020)

**Diversity Progress or Success 3**

**Description of Progress or Success: Goal 3: Representation of Diversity Groups**

In order to better satisfy its goal to ensure that employees who are members of the groups listed above are actively engaged with developing the company's vision and goals, Insa established a Diversity Advisory Board in Q3 2019.

The Diversity Advisory Board has established a set of formalized goals and bylaws to ensure representation and participation of members of the groups listed above in Insa's vision and goals.

Insa has established procedures to effectively notify employees of opportunities to participate in the Diversity Advisory Board.

Due to the temporary closure of Insa's Salem facility as a result of the coronavirus pandemic, Insa has temporarily postponed all Diversity Advisory Board events scheduled for Q1 and Q2 of 2020.

**Applicable Attachments:**

- ☒ DAB Bylaws
- ☒ DAB Minutes/Agendas
- ☒ Insa Diversity Plan (2019)
- ☒ Insa Diversity Plan (2020)

**HOURS OF OPERATION**

**Monday From: 9:00 AM      Monday To: 11:00 PM**

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

## 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, Peter Gallagher, (insert name) attest as an authorized representative of I.N.S.A., Inc. (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on July 31, 2018 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on July 21, 2018 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on July 23, 2018 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on July 18, 2018 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

## Plan to Remain Compliant with Local Zoning

### CITY OF SALEM

*INSA has applied to the City of Salem for zoning approval to operate its proposed adult use cannabis establishment at 462 Highland Avenue, Salem, MA. The City of Salem has developed a zoning ordinance applicable to adult use retail with the issuance of a special permit. INSA anticipates its special permit application to be heard by the Salem Zoning Board of Appeals on October 17, 2018.*

*Salem's special permit and host agreement process will require INSA to provide ongoing information to the City of Salem and to comply with the conditions set forth on its special permit. INSA intends to continue compliance through its ongoing reporting requirements to the City and through compliance with the conditions on its Special Permit. In addition INSA will be required to comply with all provisions of the City of Salem Zoning Ordinance applicable to its proposed facility.*





# INSA

CITY CLERK  
SALEM, MASS

2018 JUL 23 PM 2:35

July 18, 2018

VIA HAND DELIVERY

Ilene Simons, City Clerk  
City of Salem- Salem City Hall  
93 Washington St.  
Salem, MA 01970

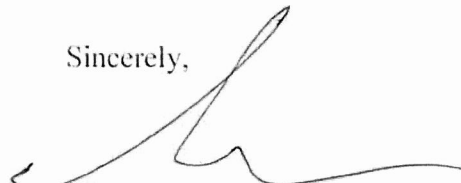
RE: NOTICE OF COMMUNITY OUTREACH MEETING

Dear Ms. Simons:

This letter and the enclosed notice are being provided to inform you of a Community Outreach Meeting to be held by I.N.S.A., Inc., regarding its application to the Massachusetts Cannabis Control Commission for an adult use storefront marijuana retailer license to be located at 462 Highland Ave., Salem, MA. The enclosed notice provides information about the time, location and content of the community meeting which will take place at the Salem Waterfront Hotel, 225 Derby St., Salem, MA on July 31, 2018 at 5:30 p.m.

Please contact me at (413) 206-6339 if you have any questions regarding the above.

Sincerely,



Stephen M. Reilly, Jr., Esq.

This notice posted on "Official Bulletin Board"  
City Hall, Salem, Mass. on *July 23, 2018*  
at *2:35pm* in accordance with MGL Chap. 30A,  
Sections 18-25.

# INSA

July 18, 2018

VIA HAND DELIVERY

City of Salem Planning Board  
Attn: Ben Anderson, Chair  
Salem City Hall  
93 Washington St.  
Salem, MA 01970

2018 JUL 23 PM 2:35  
CITY CLERK  
SALEM, MASS

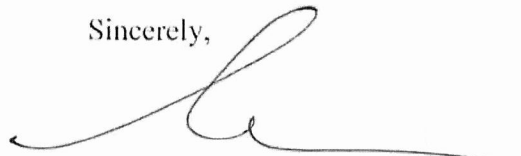
RE: NOTICE OF COMMUNITY OUTREACH MEETING

Dear Mr. Anderson:

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City Hall, Salem, Mass. on *July 23, 2018*  
at *2:35pm* in accordance with MGL Chap. 30A,  
Sections 18-25.

**I.N.S.A., INC.**  
**NOTICE OF COMMUNITY OUTREACH MEETING**

Notice is hereby given that I.N.S.A. Inc., will conduct a COMMUNITY OUTREACH MEETING pursuant to MA Regulation 935 CMR 500.101(2)(b)(7) as part of its application to the Cannabis Control Commission for an ADULT USE STOREFRONT MARIJUANA RETAILER license to be located at 462 HIGHLAND AVE., SALEM, MA.

**Time of Meeting:** July 31, 2018 at 5:30 p.m.

**Place of Meeting:** Salem Waterfront Hotel, 225 Derby St., Salem, MA

**Subject Matter of Meeting:** This Community Outreach Meeting will be held to afford all Interested Parties an opportunity to receive information and provide testimony on I.N.S.A.'s application for an Adult Use Storefront Marijuana Retailer license proposed at 462 Highland Ave., Salem, MA. Topics to be discussed by I.N.S.A. will include: the type of adult-use Marijuana Establishment to be located at the proposed address, the steps being taken to keep the location secure and prevent diversion of product to minors, the Establishment's plan to positively impact the community, and information to demonstrate that the location will not constitute a nuisance as defined by law. The meeting will also include a Question and Answer period during which community members will be able to ask questions of and receive answers from representatives of I.N.S.A. regarding the proposal.

# INSA

July 18, 2018

VIA HAND DELIVERY

Kim Driscoll  
Mayor and Contracting Authority  
City of Salem- Salem City Hall  
93 Washington St.  
Salem, MA 01970

CITY CLERK  
SALEM, MASS

2018 JUL 23 PM 2:35

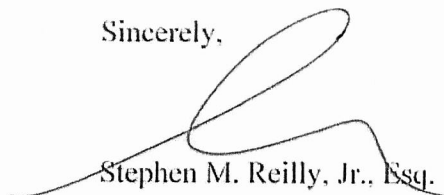
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## Host Community Agreement Certification Form

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, Peter Gallagher, (*insert name*) certify as an authorized representative of INSA (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Salem (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on January 15, 2019 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

I, Kimberley Driscoll, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the City of Salem (*insert name of host community*) to certify that the applicant and the City of Salem (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on January 15, 2019 (*insert date*).



Signature of Contracting Authority or  
Authorized Representative of Host Community

## **PLAN TO POSITIVELY IMPACT THE COMMUNITY**

### **JOBS**

*INSA currently has approximately 75 employees with hourly and salary positions in leadership, management, security, cultivation, trim/harvest, processing/packaging and retail. Positions range from hourly to salary and include competitive pay benefits. INSA's employees represent a diverse cross section of the communities in which we operate with female and minority residents constituting a large percentage of the workforce. INSA intends to continue expanding which will require the creation of additional positions and hiring of additional employees which will lead to increased employment opportunities for the City of Salem and surrounding areas.*

*The proposed site at 462 Highland Ave in Salem, MA is on the Salem-Lynn border. Lynn has been identified as an area of disproportionate impact. INSA is committed to providing opportunities for individuals that have been disproportionately impacted. As such, the company intends to host at least one job fair annually in Lynn, MA to recruit individuals that have been disproportionately impacted. The company is targeting to hire at least 20% of its staff for the Salem store from areas that have been disproportionately impacted such as Lynn.*

### **SITE IMPROVEMENTS**

*INSA has invested millions of dollars in its current facilities. This investment includes the redevelopment of previously vacant space in both municipalities. These once vacant spaces are now vibrant high end retail and cultivating facilities that offer exterior security upgrades benefitting the community. The site improvements made by INSA have necessitated the use of many local vendors and contractors in the trades. INSA intends to complete renovated the proposed site on Highland Ave in Salem, MA. Similar to the company's previous renovations, INSA intends to use local contractors including contractors from Lynn, MA, an area of disproportionate impact. In addition, INSA anticipates continued relationships with many of these vendors as upgrades are needed or expansion occurs. INSA intends to use at least one contractor based in Lynn for the construction of the Salem, MA dispensary.*

### **COMMUNITY INVOLVEMENT**

*INSA also seeks to positively impact the community through community involvement. In the past, INSA has partnered with organizations to collect coats for the homeless and toys for underprivileged children. INSA commits to increasing its community involvement and focusing on areas of disproportionate impact. As such, the company commits to working with Lynn based organizations such as Lynn Community Health Center to raise charitable donations and/or have employees volunteer at these organizations at least once per quarter.*

### **CHARITABLE DONATIONS**

*INSA will further positively impact the community through donations to the Forest Park Project, a Springfield based non-profit organization that seeks to provide support for those suffering from opioid addiction. Springfield, MA is an area of disproportionate impact. At least annually, INSA commits to making a charitable donation to the Forest Park Project and has notified them of its planned contributions. Additionally, INSA has arranged to meet annually with the Board of Directors of the Forest Park Project to assess the impact of INSA's involvement.*

*INSA will adhere to the requirements set forth in 935 CMR 500.105(4) and any actions taken, or programs instituted will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.*

### **Hiring Initiatives**

*INSA will host at least one job fair annually in Lynn, MA to recruit individuals that have been disproportionately impacted. INSA targets to hire 20% of its staff for the Salem location from Lynn or another area of disproportionate impact. The CEO will conduct a yearly review of the companies hiring initiatives to assess the company's progress and success in meeting these objectives.*

### **ACCOUNTABILITY**

*To ensure that INSA has fulfilled its commitment to helping areas that have been disproportionately impacted, the CEO will evaluate the company's plan and make recommendations to the Executive Committee to improve the plan, yearly, at the end of the company's fiscal year (December 31). The CEO will ensure the company has:*

- *Made its best effort to hire at least 20% of the employees for the Salem store from Lynn or another area of disproportionate impact,*
- *Hired at least one contractor from Lynn for the renovation of the Salem dispensary,*
- *Participated in at least one community event per quarter in or for the benefit of an area of disproportionate impact, and*
- *Provided at least one donation to the Forest Park Project, a charity serving an area of disproportionate impact.*

*Any changes to the plan to positively impact areas of disproportionate impact will be reviewed by the Executive Committee and implemented within one month of receiving the report from the CEO.*

### **COMPLIANCE**

- *INSA has contacted the aforementioned organizations and has committed their support to those organizations.*
- *INSA is committed compliance. As such, the company's efforts/initiatives to positively affect areas of disproportionate impact will adhere to all regulations set forth in 935 CMR 500 including 935 CMR 500.105(4). All initiatives will be reviewed by our Compliance Manager to ensure compliance.*
- *INSA programs will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.*





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

mass.gov/dor

Letter ID: L0150601472  
Notice Date: March 19, 2018  
Case ID: 0-000-253-935



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



INSA INC.  
35 CENTER ST STE 1  
CHICOPEE MA 01013-2692

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

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

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

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

### ***What if I have questions?***

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

### ***Visit us online!***

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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau



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

William Francis Galvin  
Secretary of the  
Commonwealth

**MARCH 16, 2018**

TO WHOM IT MAY CONCERN:

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

**I.N.S.A., INC.**

is a domestic corporation organized on **JANUARY 23, 2018**, under the General Laws of the Commonwealth of Massachusetts.

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



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

*William Francis Galvin*  
Secretary of the Commonwealth

---

# **BYLAWS**

OF

**I.N.S.A, INC.**

Dated January 23, 2017

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**BYLAWS**  
**OF**  
**I.N.S.A, INC.**

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## ARTICLE I

### SHAREHOLDERS

*Section 1. Annual Meeting.* The Corporation shall hold an annual meeting of shareholders at a time 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, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event 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 held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall 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 shall 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 per cent, 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 shall 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 shall 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 shall be given under this Section to persons who are shareholders as of the new record date. All notices to shareholders shall 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 shall 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 law, or in the Articles of Organization, these Bylaws or a resolution of the Directors requiring satisfaction of a greater quorum requirement for any voting group, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter. As used in these Bylaws, a voting group includes all shares of one or more classes or series that, under the Articles of Organization or the Massachusetts Business Corporation Act, as in effect from time to time (the "MBCA"), are entitled to vote and to be counted together collectively on a matter at a meeting of shareholders.

(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 (1) 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 (2) in the case of an adjournment, a new record date is or shall 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 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 shall 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 of a voting group exists, favorable action on a matter, other than the election of Directors, is taken by a voting group if the votes cast within the group 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, including more separate voting groups. Directors are elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. No ballot shall 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: (1) by all shareholders entitled to vote on the action; or (2) 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 shall 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, the Corporation, at least seven days before the action pursuant to the consent is taken, shall give notice, which complies in form with the requirements of Article III, of the action (1) 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 (2) 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 shall 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 shall 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 shall 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, if authorized by the Directors: any annual or special meeting of shareholders need not be held at any place but may instead be held solely by means of remote



communication; and 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 a meeting of shareholders; and (b) be deemed present in person and vote at a meeting of shareholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement 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; (2) the Corporation shall implement 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 (3) 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 shall be 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 shall 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 shall be considered to be the date on which it was signed. The electronic transmission shall 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 shall 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 shall prepare an alphabetical list of the names of all its shareholders who are entitled to notice of the meeting. The list shall be arranged by voting group, and within each voting group by class or series of shares, and 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 shall 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: (1) 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 (2) 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 shall 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 shall 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.

*Section 14. Adjournment of Meetings.* Subject to the provisions of Sections 4, 6(b) and 10 of this Article I relating to adjourned meetings, any meeting of shareholders may be adjourned from time to time to any other time and to any other place at which a meeting of shareholders may be held under these Bylaws (including the adjournment of a meeting held at a place to a meeting held solely by means of remote communication and *vice versa*) by the holders of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote though less than a quorum with respect to any one or more matters to be voted upon at the meeting, or, if no shareholder is present or represented by proxy, by any officer entitled to preside at or to act as secretary of such meeting, without notice other than announcement at the meeting before adjournment of the time and place (if any), and the means of remote communication, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting, until a quorum shall be present or represented. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting.

## ARTICLE II

### DIRECTORS

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

*Section 2. Number and Election.* The Board of Directors shall consist of one or more individuals, with the number fixed by the shareholders at the annual meeting or by the Board of Directors, but, unless otherwise provided in the Articles of Organization, if the Corporation has more than one shareholder, the number of Directors shall not be less than three, except that whenever there shall be only two shareholders, the number of Directors shall not be less than two. Except as otherwise provided in these Bylaws or the Articles of Organization, the Directors shall 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 will 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. If the vacant office was held by a director elected by a voting group of shareholders, only the holders of shares of that voting group or the Directors elected by that voting group are entitled to vote to fill the vacancy.

*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 shall 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 shall expire at the next shareholders' meeting at which Directors are elected. Despite the expiration of a Director's term, he or she shall 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 but if a Director is elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove him or her. A Director may be removed for cause by the Directors by vote of a majority of the Directors then in office but, if a Director is elected by a voting group of shareholders, only the Directors elected by that voting group may participate in the vote to remove him or her. 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 shall from time to time be 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 shall 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 shall 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 shall 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 to shareholders 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 shall discharge his or her duties as a Director, including his or her duties as a member of a committee: (1) in good faith; (2) with the care that a person in a like position would reasonably believe appropriate under similar circumstances; and (3) 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: (1) 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; (2) legal counsel, public accountants, or other persons retained by the Corporation, as to matters involving skills or expertise the Director reasonably believes are matters (i) within the particular person's professional or expert competence or (ii) as to which the particular person merits confidence; or (3) 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:

(1) 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;

(2) 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

(3) 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: (1) 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 (2) 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 (1) 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 (1) of subsection (a) if the transaction is otherwise authorized, approved, or ratified as provided in that subsection.

(d) For purposes of clause (2) 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 (1) 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 (2) 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, voting as a single voting group, 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 shall not affect the borrower's liability on the loan.

## ARTICLE III

### MANNER OF NOTICE TO SHAREHOLDERS AND DIRECTORS

All notices to shareholders and Directors hereunder shall conform to the following requirements:

(a) Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.

(b) 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.

(c) Written notice, other than notice by electronic transmission, if in a comprehensible form, is effective upon deposit in the United States mail, if mailed postpaid and correctly addressed to the shareholder's address shown in the Corporation's current record of shareholders.

(d) Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the shareholder for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the shareholder for the purpose; (3) 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 (4) if by any other form of electronic transmission, when directed to the shareholder in such manner as the shareholder shall have 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 shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

(e) Except as provided in subsection (c), written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) 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 (4) on the date of publication if notice by publication is permitted.

(f) Oral notice is effective when communicated if communicated in a comprehensible manner.

## ARTICLE IV

### OFFICERS

*Section 1. Enumeration.* The Corporation shall 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 shall 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 shall 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 shall 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 shall not take office until the effective date. An officer's resignation shall 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 shall not itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation.

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

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



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

*Section 10. Standards Of Conduct For Officers.* An officer shall 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: (1) 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 (2) 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 shall 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, with the approval of shareholders holding a majority of the outstanding Common Stock of the Corporation, may issue the number of shares of each class or series authorized by the Articles of Organization. The Board of Directors, with the approval of shareholders holding a majority of the outstanding Common Stock of the Corporation, 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 shall determine that the consideration received or to be received for shares to be issued is adequate. The Board of Directors, with the approval of shareholders holding a majority of the outstanding Common Stock of the Corporation, shall 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 shall 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 shall 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 shall 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 shall 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 shall 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 shall 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 shall 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.

## ARTICLE VI

### CORPORATE RECORDS

#### *Section 1. Records to be Kept.*

(a) The Corporation shall 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 shall maintain appropriate accounting records. The Corporation or its agent shall 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 shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(b) The Corporation shall 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 State.

*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:

(1) 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 subsection (a) of this Section;

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

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

(c) A shareholder may inspect and copy the records described in subsection (b) only if:

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

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

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

(4) the Corporation shall not have 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)(3) 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 shall 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", 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", a Director who, at the time of a vote or selection referred to in Section 4 of this Article, is not (i) a party to the proceeding, or (ii) 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", includes counsel fees.

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

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

*Section 2. Indemnification of Directors and Officers.*

(a) Except as otherwise provided in this Section, the Corporation shall 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: (1) (i) he or she conducted himself or herself in good faith; and (ii) 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 (iii) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful; or (2) he or she engaged in conduct for which he or she shall 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 shall, 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 shall 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 has met the relevant standard of conduct set forth in Section 2 shall 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 shall 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 (1) selected in the manner prescribed in clause (a); or (2) 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 shall 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 shall 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 shall 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 shall 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 shall be at the expense of such person unless (1) the employment of counsel by such person has been authorized by the Corporation, (2) counsel to such person shall 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 (3) the Corporation shall 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 shall be at the expense of the Corporation, except as otherwise expressly provided by this Article. The Corporation shall 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 shall have reasonably made the conclusion provided for in clause (2) above.

(b) The Corporation shall 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 shall be made by the Board of Directors, in which authorization Directors who do not qualify as disinterested Directors may participate. The Corporation shall 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 shall 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 shall not limit the Corporation's power to (1) 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 (2) 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 shall 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 shall 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 shall 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 shall 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 shall be provided to the fullest extent permitted or required by any such amendment.

## ARTICLE VIII

### FISCAL YEAR

The fiscal year of the Corporation shall be the year ending with December 31 in each year, or such other fiscal year end date as the Board of Directors shall approve.



## ARTICLE IX

### AMENDMENTS

(a) The power to make, amend or repeal these Bylaws shall 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.

(b) 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 any Bylaw, notice stating the substance of the action taken by the Board of Directors shall 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.

(c) 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.

(d) A Bylaw dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the Board of Directors.

(e) A Bylaw 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 subsection (a).

(f) 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  
PC

# The Commonwealth of Massachusetts

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

FORM 100-1 (1-15-17)

## Articles of Amendment

FORM MUST BE TYPED

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

(1) Exact name of corporation: INSA, Inc.

(2) Registered office address: 35 Center Street, Suite 1A, Chicopee, MA 01013  
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): I  
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: January 25, 2018  
(month, day, year)

(5) Approved by:

(check appropriate box)

- ☐ the incorporators.  
☐ the board of directors without shareholder approval and shareholder approval was not required.  
☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

### ARTICLE I

The exact name of the corporation is:

I.N.S.A., Inc.

To change the number of shares and the par value, \* if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

- (7) The amendment shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: \_\_\_\_\_

\*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.

Signed by: *(signature of authorized individual)*

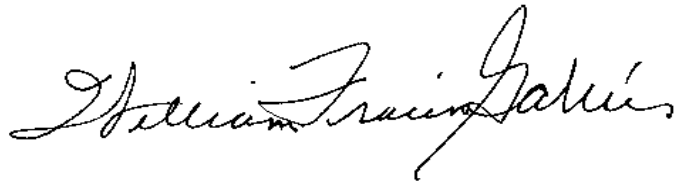
- ☐ Chairman of the board of directors,
- ☒ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 25th day of January, 2018

THE COMMONWEALTH OF MASSACHUSETTS

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

January 26, 2018 09:35 AM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

  
Examiner

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 180)

  
Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Hampden Care Facility, Inc.

### ARTICLE II

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

See Attached.

C ☐  
P ☐  
M ☐  
R.A. ☐

  
P.C.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

Hampden Care Facility, Inc.  
Articles of Organization  
Article II: Purposes

---

The corporation is organized for nonprofit purposes including, but not limited to, promoting patient care, encouraging medical research, and supporting community development throughout Massachusetts. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 180 of the General Laws of Massachusetts. Any revenue from the corporation shall be used solely in furtherance of the corporation's nonprofit purpose.

### ARTICLE III

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

May Be Set Forth in Bylaws.

### ARTICLE IV

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

See Attached.

### ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

**\*\*If there are no provisions, state "None".**

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



The corporation is organized exclusively for nonprofit purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation.

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

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

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

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

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

**ARTICLE VI**

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

**ARTICLE VII**

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

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

180 Orange Street  
Springfield, MA 01108

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

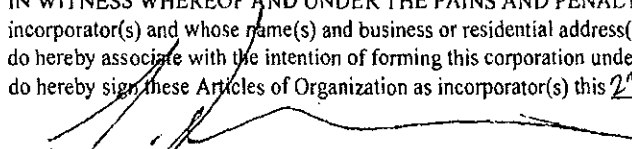
	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:	See Attached.		
Clerk:			
Directors: (or officers having the powers of directors)			

c. The fiscal year of the corporation shall end on the last day of the month of:   December

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

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) *are clearly typed or printed* beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 2<sup>nd</sup> day of August, 2013.

  
Tracey Bolotnick  
Huryit & Associates, 1150 Walnut Street, Newton, MA 02461

*Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.*

Hampden Care Facility, Inc.  
Articles of Organization  
Article VII: Officers and Directors

---

**Officers**

Tom Gallagher, President  
34 Mountainview St  
Springfield, MA 01108

Tom Gallagher, Treasurer  
34 Mountainview St  
Springfield, MA 01108

Tom Gallagher, Clerk  
34 Mountainview St  
Springfield, MA 01108

**Directors**

Tom Gallagher  
34 Mountainview St  
Springfield, MA 01108

Peter Gallagher  
1 University Place, 22H  
New York, NY 10003

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
(General Laws, Chapter 180)

6884

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$35 having been paid, said articles are deemed to have been filed with me this 5 day of August 2013.

1203751

Effective date: \_\_\_\_\_

WILLIAM FRANCIS GALVIN  
*Secretary of the Commonwealth*

SECRETARY OF THE  
COMMONWEALTH  
2013 AUG -5 PM 2:33  
CORPORATION DIVISION

TO BE FILLED IN BY CORPORATION  
Contact information:

Adam Fine  
Vicente Sederberg LLC  
77 Franklin Street, Floor 3  
Boston, MA 02110

Telephone: (617) 299-6650

Email: Adam@VicenteSederberg.com

A copy this filing will be available on-line at [www.state.ma.us/sec/cor](http://www.state.ma.us/sec/cor) once the document is filed.

D

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

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

FORM M

INSA, Inc. is a registrant  
with the Department of Public Health  
in accordance with 105 CMR 725.100(C)  
as of December 27, 2017.

*Bryan Harter*

Bryan Harter  
Director

Medical Use of Marijuana Program  
Bureau of Healthcare Safety and Quality  
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: INSA, Inc. 463327054
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

### ARTICLE I

The exact name of the corporation upon conversion is:

INSA, 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:\*

Producing, acquiring, and distributing medical and wellness supplies, services and cannabis, and engaging in any other business activities related thereto, and conducting and other lawful business activities permissible under the Massachusetts General Laws.

5  
P.C.

### ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	100			

### 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.

Not applicable

### ARTICLE V

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

None

### ARTICLE VI

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

See attached continuation sheet

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

*\*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.*

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

## Attachment Sheet

### ARTICLE VI

Other lawful provisions:

1. Minimum number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal liability of Directors to corporation. No Director shall 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 shall not eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
3. Shareholder vote required to approve matters acted on by shareholders. With respect to any matter as to which the affirmative vote of more than a majority of the shares in any voting group shall be required by any provision of Chapter 156D of the General Laws of Massachusetts for the approval of the matter, the affirmative vote of a majority of all the shares in any such voting group eligible to vote on the matter shall be sufficient for the approval of the matter notwithstanding that such greater vote on the matter would be otherwise required.
4. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting.
5. Authorization of Directors to make, amend or repeal bylaws. The Board of Directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws requires action by the shareholders.
6. Authority of directors to create new classes and series of shares. The Board of Directors, acting without the shareholders, may (a) reclassify any unissued shares of any authorized class or series into one or more existing or new classes or series, and (b) 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:  
35 Center Street, Suite 1A, Chicopee, MA 01013
- b. The name of its initial registered agent at its registered office:  
Thomas Gallagher
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Thomas Gallagher

Treasurer: Thomas Gallagher

Secretary: Alexa Gallagher

Director(s): Thomas Gallagher, Alexa Gallagher, Bruce Nassau, Jennifer Gottschlicht

*If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.*

- 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 provide natural products to patients and the community, and selling and dispensing cannabis.
- f. The street address of the principal office of the corporation:  
35 Center Street, Suite 1A, Chicopee, MA 01013
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

35 Center Street, Suite 1A, Chicopee, MA 01013, which is  
(number, street, city or town, state, zip code)

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

Signed by: Thomas Gallagher  
(signature of authorized individual)

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

on this 21st day of December, 2017



COMMONWEALTH OF MASSACHUSETTS

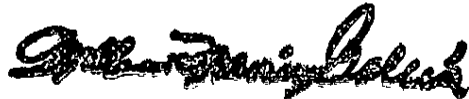
William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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

204

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 22 day of January, 2018, at 2:09 a.m. (p.m.) time

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



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth



Examiner  
Name approval

Filing fee: Minimum \$250

TO BE FILLED IN BY CORPORATION  
Contact Information:

C

M

Yongha Lee, Paralegal

Morse, Barnes-Brown & Pendleton, P.C.

230 Third Avenue, 4th Floor, Waltham, MA 02451

Telephone: 781-697-2248

Email: ylee@mbbp.com

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

SECRETARY OF THE  
COMMONWEALTH  
2018 JAN 23 PM 2:09  
CORPORATION

1304103



# CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

6/23/2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

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<b>INSURED</b> Hampden Care Facility Inc 35 Center St  Chicopee MA 01013		<b>INSURER(S) AFFORDING COVERAGE</b> <b>INSURER A:</b> Hannover SE <b>INSURER B:</b> <b>INSURER C:</b> <b>INSURER D:</b> <b>INSURER E:</b> <b>INSURER F:</b>	

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INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY			TBA	6/23/2017	6/23/2018	EACH OCCURRENCE \$ 1,000,000
	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 50,000
							MED EXP (Any one person) \$ 10,000
							PERSONAL & ADV INJURY \$ 1,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE \$ 2,000,000
	<input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						PRODUCTS - COMP/OP AGG \$ 2,000,000
	OTHER:						Employee Benefits \$
	<b>AUTOMOBILE LIABILITY</b>						COMBINED SINGLE LIMIT (Ea accident) \$
	<input type="checkbox"/> ANY AUTO						BODILY INJURY (Per person) \$
	<input type="checkbox"/> ALL OWNED AUTOS						BODILY INJURY (Per accident) \$
	<input type="checkbox"/> HIRED AUTOS						PROPERTY DAMAGE (Per accident) \$
	<input type="checkbox"/> SCHEDULED AUTOS						\$
	<input type="checkbox"/> NON-OWNED AUTOS						
A	<input checked="" type="checkbox"/> UMBRELLA LIAB			TBA	6/23/2017	6/23/2018	EACH OCCURRENCE \$ 1,000,000
	<input type="checkbox"/> EXCESS LIAB						AGGREGATE \$ 1,000,000
	<input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$						\$
	<b>WORKERS COMPENSATION AND EMPLOYERS' LIABILITY</b>						<input type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)						E.L. EACH ACCIDENT \$
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE \$
							E.L. DISEASE - POLICY LIMIT \$

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

Certificate is provided to Holder as proof of active coverage for above Named Insured.

**CERTIFICATE HOLDER****CANCELLATION**

Massachusetts Department of Public Health  
250 Washington St  
Boston, MA 02108

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Brian Boucher/JACK

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# Business Plan

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## 1. Executive Summary

I.N.S.A., Inc, dba Insa (the “Company”) cannabis company operating in multiple states with experience in all aspects of the supply chain. The Company’s Salem facility received approval to sell from the Cannabis Control Commission (the “Commission”) on November 11, 2019 and is now serving the community of Salem.

- The Company serves the adult-use market in Salem by leveraging its existing infrastructure. The Company Salem will only serve the adult-use market.
- The Company will offer a broad menu of products to adult-use consumers. All adult-use edible products will be produced and sold in 5 mg units. All product will be sold in child-resistant, re-sealable containers and consumers will be provided with opaque exit packaging.
- The majority of the Company’s production capacity will be allocated to producing adult-use products in order to meet the anticipated demand.
- The Company is well capitalized and has sufficient financial resources to successfully develop the Salem adult-use dispensary. In addition, the Company is highly confident in its ability to access debt or/equity financing if necessary.
- The Company’s management team has a breadth of experience in healthcare, medical cannabis, finance, development, retail, and compliance. In addition, the Company’s management team has experience operating in the Massachusetts medical marijuana market.

## 2. Business Overview

The Company is a vertically integrated medical and adult-use cannabis business located in Massachusetts and Pennsylvania. The Company currently operate three cannabis dispensaries (in Easthampton, MA, Salem, MA, and Springfield, MA) and a state-of-the-art indoor cultivation facility, extraction lab, and commercial kitchen in Easthampton, MA. the Company received its Final Certificate of Registration in July 2017 in Easthampton and began cultivating medical cannabis shortly thereafter. The cultivation facility is managing 500 1,000W HPS lights. the Company also constructed an extraction lab that uses hydrocarbon solvents to extract cannabinoids from plant material for concentrated products and infused edibles. The extraction lab and commercial kitchen commenced operations in January of 2018. The company opened its first medical cannabis dispensary in Easthampton, MA in January of 2018 and the Springfield dispensary opened in May of 2018. Adult-use sales begin at the Company’s Easthampton

dispensary in December of 2018. The Company's Salem dispensary opened for adult-use sales in November of 2018.

## 3. Operations Plan

The Company intends to leverage its current infrastructure and systems to develop and dispense medical and adult-use cannabis products.

### 3.1. Cultivation & Processing Operations

All products produced by the Company and made in compliance of Commission regulations and guidance and following industry best practices. This allows the Company to streamline its cultivation and processing operations by focusing on maximizing yield in cultivation and maximizing production in processing. The Company bases its cultivation and production forecasting on total projected demand for both adult-use and medical operations. Patient Supply for medical purchasers is ensured with an internally generated Patient Supply Plan created by the Company's demand planning and forecasting manager who has substantial experience in commercial forecasting and supply chain management that has proven to be immediately transferrable to the cannabis industry. The Patient Supply Plan is regularly compared to cultivation and production forecasts to determine if operational changes are needed to protect the supply and variety of products and strains for the Company's medical patients.

The Commission's inventory compliance software platform, Metrc's seed-to-sale tracking capabilities along with the Company's own inventory management and point of sale software system make it possible to virtually separate both medical and adult-use plants and inventory and to ensure that the Company is able to identify and differentiate between adult-use and medical inventory in all stages of production. A further check to ensure that patient supply is maintained is provided by the Company's inventory manager who coordinates the Company's inventory operations to ensure compliance with the Patient Supply Plan and that a sufficient variety of medical products are available to satisfy patient's needs based on historical and projected demand.

For facilities that the Company operates as colocated marijuana operations (CMOs), medical and adult-use inventories are both physically and virtually separated. The Company's inventory policy for CMOs dictates that its inventory teams are responsible for ensuring that all products that are available to adult-use purchasers will also be available for medical patients.

### 3.2. Dispensary Operations:

The Company's Salem dispensary will be adult-use only. Upon entering the dispensary, a Company receptionist will verify the credentials of the adult-use consumers. Consumers will be required to present a valid government identification showing that they are 21 years of age or older. Consumers will only be able to purchase one ounce of cannabis or five grams of cannabis concentrates. the Company will provide a full selection of cannabis products: flower, edibles, concentrates, vaporizers, topicals, and accessories. the Company will employ a VeriScan card scanning system to verify the authenticity of identifications and prevent over-service.

### 3.3. Products and Services

The Company currently offers a broad menu of medical cannabis products to patients. The company intends to offer similar products to adult-use customers, however on specific products (e.g. capsules and edibles) the Company will provide higher dosed medical products to provide patients with an appropriate dose to treat their medical condition. Below is a list of the Company's medical and adult-use products by dose:

Table 1. Company Products by Dose

	Medical	Adult-Use
<b>Flower:</b>		
Dried Flower	12 cultivars pre-packaged in 1.0, 1.75, 3.5, 7.0, 14.0, 28.0 gram units	12 cultivars pre-packaged in 1.0, 1.75, 3.5, 7.0, 14.0, 28.0 gram units
Ground Flower	Limited cultivars pre- packaged in 3.5, 7.0, 14.0 gram units	Limited cultivars pre- packaged in 3.5, 7.0, 14.0 gram units
Pre-rolls	0.5 and 1.0 gram pre-rolls	0.5 and 1.0 gram pre-rolls
<b>Edibles:</b>		
Chocolate Bars	50 mg bars with ten 5mg bites	50 mg bars with ten 5mg bites
Lozenges	5 mg unit packaged in 50	5 mg unit packaged in 50
Fruit Chew	5 mg unit packaged in 50	5 mg unit packaged in 50
Tincture	150 mg 10ml unit	150 mg 10ml unit
Mints	5 mg units packaged in 50	5 mg units packaged in 50
<b>Concentrates:</b>		
Wax	0.5 g units	0.5 g units

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Live Sugar	0.5 g units	0.5 g units
Shatter	0.5 g units	0.5 g units
Crumble	0.5 g units	0.5 g units
Disposable Vaporizer	350 mg pen	350 mg pen
Reusable Cartridge	500 mg and 1,000 mg carts	500 mg and 1,000 mg carts
<b>Capsules</b>	10 mg capsules in 50 and 100 mg packages	5 mg capsules in 50 mg packages

All products will be pre-packaged prior to reaching the dispensary in child-resistant, re-sealable containers. In addition, all patients and consumers will be provided with opaque exit packaging.

## 4. Market Analysis

### 4.1. Massachusetts Outlook

In 2017, adult-use cannabis sales in Colorado were \$1.5 billion<sup>1</sup>. Assuming \$7/gram pricing<sup>2</sup>, the implied cannabis demand was approximately 472,000 lbs. (38 grams / person). Massachusetts has a population of 6.9 million persons. If demand is comparable to Colorado, then demand could be 573,000 lbs. of cannabis. As of August 2018, there were only 38 approved medical marijuana dispensaries (operated by 27 vertically integrated companies) compared to 742 licensed retail cultivators in CO. Therefore, the Company expects there to be a supply-demand imbalance at the start of the adult-use program in MA. Based on data from legal retail markets, the sales of retail cannabis are typically ~5x those of medical cannabis. As such, the Company intends to allocate the majority of its cultivation and production capacity to producing adult-use products in order to help to meet the anticipated demand for adult-use cannabis. In addition, the Company is currently expanding its production facility from 39,000 sf. to 89,000 sf. to meet the adult-use demand.

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<sup>1</sup> <https://www.colorado.gov/pacific/revenue/colorado-marijuana-sales-reports>

<sup>2</sup> BDS Analytics

## 4.2. Salem Outlook

The Company believes that the proposed site will draw consumers primarily from Essex County. There are approximately 776,000 persons in Essex County. According to a survey from the Dept of Public Health, approximately 20% of MA residents consume cannabis. Therefore, the Company estimates that there could be 150,000 cannabis consumers in the Company's Salem service area. Given the evolving competitive landscape, the company conservatively believes that they can reach 10% of the Essex county market and retain 50% of the consumers that visit the Company's Salem facility.

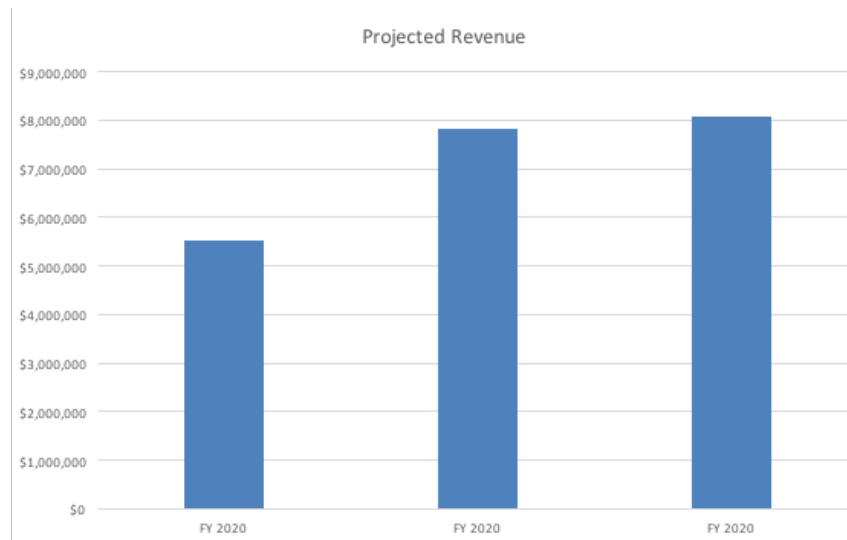
The proposed site is on a heavily trafficked throughway with excellent visibility and accessibility. According to the MA Dept of Transportation, the traffic by the proposed site is 32,000 vehicles per day (~17,000 northbound and ~15,000 southbound). The company's financial model assumes that <1% of the existing traffic is required to support its projections.

## 5. Financial Projections

Based on the company's market analysis, the Company's Salem facility is projected to have an active customer base of 7,000 to 8,000. Assuming \$80-85 per transactions, the Company Salem is expected to generate \$5.5MM, \$7.8MM, and \$8.1MM in FY2020, FY2021, and FY2022, respectively



Figure 1. Projected Revenue FY 2020



The Company has an established cannabis brand in MA. Given the Company's brand recognition and extensive distribution list, the Company believes that the revenue of the Company's Salem facility will ramp quickly. The Company expects the Salem facility to achieve profitability in the second month of operation. Thereafter, the store is expected to generate a net margin of ~30% for the foreseeable future.

The Company believes these assumptions are extremely conservative given that they do not reflect any cannabis tourism or a broader service area. the Company currently attracts medical patients from as far away as Worcester and Boston to its Springfield and Easthampton dispensaries. These estimates serve as a conservative operating scenario for planning purposes. However, the Company has ample production capacity to meet demand well beyond what is contemplated in this scenario.

## 6. Capitalization

The Company has sufficient financial resources to operate successfully in the adult-use market. The Company is currently profitable. The Company currently has over \$1M in cash on deposit at financial institutions. The Company expects to generate significant cash flow with the onset of adult-use sales in Easthampton. If necessary, the Company is highly confident in its ability to raise additional debt and/or equity financing from private and institutional investors.

## 7. Management & Operating Team

The Company's management team has a breadth of experience in healthcare, medical cannabis, finance, development, retail, compliance and regulation. In addition, the the Company management team has experience operating in the Massachusetts medical marijuana market. Below are the biographies of the Company's manager and key employees:

### 7.1. Peter Gallagher – Chief Executive Officer

Peter Gallagher is the Chief Executive Officer (“CEO”) and co-founder of the Company. Since joining the Company in 2017, Mr. Gallagher has grown the company's financial and accounting operations providing the necessary foundation for success. He has developed the company's Accounting and Finance Department, setting up the proper financial infrastructure and controls, managing payables and receivables, monitoring cash balances, and managing cash flow. Additionally, Mr. Gallagher actively evaluates investment opportunities and is responsible for preparing budgets and forecasts, and providing monthly, quarterly, and annual reports to regulators, investors and banking partners. Mr. Gallagher led the Company's equity financing through which the company raised \$10MM in equity capital. From his experience as healthcare investor, he has access to institutional and high net worth capital markets which the Company may access to fund future growth initiatives.

Prior to joining the Company, Mr. Gallagher was a healthcare investor at Ziff Brothers Investments, a multi-billion dollar family office, where he helped to manage the company's healthcare investments. More recently, he was a Managing Director and Partner at Signpost Capital Advisors, a New York based investment fund with several hundred million dollars in assets under management. At Signpost Capital Mr. Gallagher was responsible for managing the healthcare investments for the fund.

Through his experience as a healthcare investor, Mr. Gallagher developed a strong understanding of the financial model for healthcare manufacturing and service businesses including the margin profile, cost structure, working capital requirements, and cash flow profile. Additionally, Mr. Gallagher has been an investor in the medical cannabis industry since 2015. Through his investments he has developed a deep understanding of the regulatory, operational, and financial requirements and challenges in the industry.

Mr. Gallagher is a passionate community member and a community leader of Springfield, MA where he lives. He is a co-founder of the Forest Park Project, a non-profit organization dedicated to multi-faceted approach to opioid abuse and addiction. The Project recently secured a property to be used as transitional housing for those in recovery from opioid abuse.

## 7.2. Patrick Gottschlicht – Chief Operating Officer

Patrick Gottschlicht is a co-founder and the Chief Operating Officer (“COO”) of Insa. Mr. Gottschlicht has developed and currently oversees the cultivation, manufacturing, and dispensing operations at all the Company’s sites since its inception in 2017. He is experienced in developing production schedules, scaling and streamlining operations, and managing costs. Additionally, he also has experience recruiting, hiring, developing, and managing employees.

Mr. Gottschlicht has extensive knowledge and experience managing construction projects. He served as the project manager for the Company’s Easthampton, Salem, and Springfield construction projects. He was responsible for overseeing the development of the architectural and mechanical plans, preparing the construction budget and timeline, contracting the project, and delivering the project on schedule and budget.

Mr. Gottschlicht has a successful track record as an operator and an entrepreneur. Mr. Gottschlicht is a co-founder and owner of the Munich Haus Restaurant in Chicopee, MA. Munich Haus is a family owned German-style restaurant and event space that has been a fixture of Chicopee since 2004. Mr. Gottschlicht has also built a real estate development and management company.

Inspired by the loss of a close friend and the ongoing opioid epidemic, Mr. Gottschlicht co-founded the Forest Park Project, a non-profit organization dedicated to multi-faceted approach to opioid abuse and addiction. The Project recently secured a property to be used as transitional housing for those in recovery from opioid abuse.

## 7.3. Thomas Davis – Controller

Thomas Davis is the Company’s Controller. A Certified Public Accountant and a Certified Fraud Examiner, Mr. Davis is a highly skilled accounting professional with a record of success in public accounting. At the Company, Mr. Davis has helped to develop the company’s Accounting and Finance Department, implementing internal controls to ensure integrity and accuracy. In an industry with many accounting complexities, specifically regarding the tax consequences of IRS Section 280E, Mr. Davis has provided sound support and strategic vision to the Chief Financial Officer (“CFO”) and Company Leadership. Mr. Davis has also worked to implement a series of financial close best practices that have significantly reduced period close times and reliance on external auditors.

Previously, Mr. Davis was an Audit Manager at Whittlesey, P.C., one of the largest regional accounting firms in New England. Renowned for their expert council in the areas of accounting, security, information technology (“IT”), and business structure, Whittlesey emphasizes “forward

advising,” providing advice to their clients that helps to give them a competitive edge. At Whittlesey, Mr. Davis focused on creating technical and quality control improvements and efficiencies more in line with a larger firm while maintaining a “small firm” mentality to match the firm’s market.

Mr. Davis began his career in accounting at CohnReznick LLP, the eleventh largest accounting firm in the nation, where he developed a strong background in generally accepted accounting principles (“GAAP”), account reconciliations, internal control evaluation, budgetary and forecasting processes, and tax return and financial statement preparation. As an Audit Manager for CohnReznick, Mr. Davis managed multiple audit teams over a range of industries.

Mr. Davis is a proud native of Springfield, MA and a graduate of Boston College. After completing his bachelor’s degree in Mathematics and History, he went on to receive his Master of Business Administration (“MBA”) in Accounting from the University of Phoenix. Mr. Davis has continued his education, pursuing his interest in technology and computer science, and has received certifications from IBM’s online school for courses in Data Science, Big Data, and Python 101. Building on his expertise, Mr Davis has developed data science and analytical software training curriculums and regularly served as an instructor at his past firms.

Mr. Davis serves as a Board Director, Audit Committee President, and frequent volunteer for the Willie Ross School for the Deaf in Longmeadow, MA. Inspired by the heroic first responders of 9/11, Mr. Davis is a certified emergency medical responder and volunteer firefighter in the Town of Somers, CT where he lives.

## 7.4. Luis Pedro – Director of Operations

Luis Pedro is the Company’s Director of Operations. Mr. Pedro is a seasoned professional focused on customer service, supply chain operations, labor management, and budgetary development. Due to his training in Lean Six Sigma practices, 5S System and Theory of Constraints, Mr. Pedro has instituted key operational changes, improving the efficiency, accuracy, and cost effectiveness of the Company’s operations. Additionally, Mr. Pedro has worked to implement cultural and policy changes to improve employee engagement and satisfaction as the company continues to grow.

Previously, Mr. Pedro was the Executive Vice President of Operations for North America at Canson/Dixon F.I.L.A., the renowned manufacturer of fine art paper and school supplies. At Canson, Mr. Pedro was the Co-Chair of the Dixon Ticonderoga North American division with a focus on driving results and providing effective leadership. Throughout his time at Canson, Mr. Pedro attained many accomplishments including stabilizing organizational effectiveness,

implemented Turnaround leadership initiatives, and developing employee performance. His implementation of lead concepts throughout the organization reduced operating costs by 16%.

Mr. Pedro has received numerous awards and recognitions for his work including the F.I.L.A. Best in Class Award (2016) for excellence in manufacturing and distribution operations, the Canson Best Award (2012), and the LEGO Local Dream Award (1999) for those recognized as a major change agent.

## 7.5. Brian Hammond – Director of Security

Mr. Hammond has significant security experience in the medical cannabis and corrections industry. Mr. Hammond is currently the Head of Security at the Company. He was responsible for designing the security and surveillance systems at the the Company facilities and developing operating procedures to ensure the facility is secure and employees and the public are safe. Moreover, Mr. Hammond developed the transportation operating procedures and manages all the cash and product transports for the Company. Under Mr. Hammond's oversight the security department transports cash from its dispensaries to the bank and transports cannabis products between the Company's facilities and other Registered Marijuana Dispensaries ("RMDs"). the Company has not experienced any security issues. Mr. Hammond is the company's liaison with local law enforcement and emergency services. the Company maintains excellent relations with the law enforcement and emergency service providers in the communities in which the Company operates. Mr. Hammond has worked extensively with law enforcement so that they understand our operations and have knowledge of our facilities in the event they need to respond to any incidents.

Prior to joining the Company, Mr. Hammond worked in the corrections system working at a supermax prison. Mr. Hammond gained extensive security training during his tenure in the Connecticut Department of Corrections. He retired as a lieutenant in the corrections department. As lieutenant, he managed 200 corrections officers. He was responsible for managing the day-to-day operations of the officers as well as training and tactical operations.

Mr. Hammond's training and experience in the corrections industry is transferrable to the cannabis industry particularly as it relates to detecting and preventing diversion. He is credited with setting up systems and checks to prevent diversion and maintain a safe environment for patients and employees.

## 7.6. Casey Nathan – Director of Human Resources

Casey Nathan is the Company's Director of Human Resources, responsible for all aspects of human resources for the company's 200+ employees spread over multiple locations throughout Massachusetts and Pennsylvania. During her time at the Company, Ms. Nathan has worked to develop policies and operations, allowing for the rapidly growing company to scale while maintaining outstanding employee relations and ensuring compliance. Focusing on efficient business processes and aligning human resources function with the business's strategic vision, Ms. Nathan is an essential part of the Company's Leadership Team.

Before joining the Company, Ms. Nathan worked as a Human Resources Representative at Valley Educational Associates, Inc. a 501(c)(3) nonprofit that provides vocational training and employment services to adults with developmental and intellectual disabilities. At Valley Educational Associates, Ms. Nathan provided a full range of human resources services including recruiting, benefits enrollment, training, employee relations, and policy creation while ensuring compliance with state and federal labor laws.

Ms. Nathan began her career in Human Resources in 2014 as the Human Resources Manager of Bueno Y Sano, a restaurant group in Western Massachusetts. While she had originally intended to pursue a career in architecture, Ms. Nathan realized that her interpersonal skills, gift for communication, and goal-oriented approach made her well-suited for the Human Resources field.

Ms. Nathan then worked as the Human Resources Manager for The Hotel Northampton and The Fairfield Inn & Suites Northampton where she managed a full spectrum of human resources functions for 140 employees over two locations.

Ms. Nathan graduated from the University of Massachusetts, Amherst with a degree in Architecture and Design and obtained her Professional in Human Resources ("PHR") Certification from HRCI. She is a member of the Human Resources Management Association of Western New England ("HRMA-WNE").

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# Diversity Plan

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## 1. Overview

Insa (the “Company”) is an equal opportunity employer and has developed a set of comprehensive policies to ensure fairness and equity in all aspects of operations and a zero-tolerance policy against all forms of harassment. In order to further promote equity, Insa has developed the following Diversity Plan pursuant to 935 CMR 500.101 and all other applicable Cannabis Control Commission (the “Commission”) guidance.

Insa will seek to promote equity among the following groups as defined by the Commission:

1. Minorities
2. Women
3. Veterans
4. People with disabilities
5. Individuals of the LGBTQ+ Community

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

Additionally, any actions taken, or programs instituted by Insa will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

### 1.1. Goals

Insa has developed the following goals in order to promote equity among individuals of the groups listed above:

1. To maintain the following employee demographic makeup for the Company’s Salem dispensary:
  - a. Minorities: 30%
  - b. Women: 50%
  - c. Veterans: 5%
  - d. People with disabilities: 5%
  - e. Individuals of the LGBTQ+ Community: 20%
2. To provide employees who are members of the groups listed above the appropriate support and resources required to facilitate their career development and goals.
3. To ensure employees who are members of the groups listed above are actively engaged with developing the Company’s vision and goals.



In order to achieve these goals, Insa has developed a set of programs described in the following section.

## 2. Programs

Insa has developed the following programs in order to achieve the goal stated above. Each program includes specific qualitative and quantitative measures that the Company will use to determine the success of each program.

Insa's Director of Human Resources will utilize these measurements to conduct an annual review to ensure the conditions of this plan are being satisfied.

Additionally, the progress or success of this plan will be documented annually prior to the renewal of the facility's license.

### *Measurements:*

Insa will review the demographics of the Company on an annual basis to evaluate the effectiveness of the programs and ensure that the Company meets its demographic goals as listed above:

1. Number of employees that are members of the groups listed above.
2. Number of employees who have been hired in the previous year who are members of the groups listed above.

### 2.1. Job Outreach Program

Insa has developed a Job Outreach Program to ensure candidates who are members of the groups listed above have the opportunities and resources to apply for positions at Insa. This program consists of three components:

1. Partnerships with organizations that provide resources and skill building for individuals who are members of the groups listed above.
2. Job Fairs in areas in which individuals in the groups listed above are represented.
3. Advertising employment opportunities in publications tailored to individuals who are members of the groups listed above.

### *Measurements:*

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The following measurements will be used to track the success of this program:

1. At least twice per year Insa will participate in presentations or events in partnership with an organization that provides resources and skill building to individuals who are members of the groups listed above.
  - a. Number of individuals who are members of the groups listed above that applied for positions through these events or partnerships.
  - b. Number of employees who are members of the groups listed above that are hired through these events or partnerships.
2. At least twice per year Insa will host a job fair in an area in which individuals who are members of the groups listed above are represented.
  - a. Number of individuals who are members of the groups listed above that attend these job fairs.
  - b. Number of employees who are members of the groups listed above that are hired through these job fairs.
3. At least once per quarter Insa will advertise employment opportunities in publications tailored to individuals who are members of the groups listed above.
  - a. Documentation or receipt of advertisement.

## 2.2. Career Development, Counseling and Mentorship Program

In order to better support members of the groups listed above, Insa has developed a Career Development, Counseling and Mentorship Program. Through this program employees may request resources including mentorship or counseling via designated internal mentors. Employees will have access to outside resources through vendors and established partners.

Insa's Outreach and Training Coordinator will process all employee requests and administer the appropriate resources. As part of this program Insa will provide a number of resources, including:

- Hands-on training with an experienced employee
- Scheduled mentorship with a member of company leadership
- Industry training courses or relevant certification
- Continuing education credits
- Networking opportunities

All company employees will be eligible to participate in the Career Development, Counseling and Mentorship Program and all individuals requesting resources through the program will receive appropriate support.

Upon hire, all employees will receive an informational handout describing this program. Additionally, all employees will be regularly notified of updates and opportunities related to this program through email memoranda and flyers located in high visibility areas such as bulletin boards in breakrooms.

#### *Measurements:*

The following measurements will be used to track the success of this program:

1. Number of employees who received training, counseling or mentorship through this program that are members of the groups listed above.
2. Number of employees that are promoted internally that are members of the groups listed above.
3. At least once per quarter the company will send an email communication related to this program.
  - a. Documentation and number of company-wide emails sent to employees related to this program.

## 2.3. Diversity Advisory Board

In order to ensure employees who are members of the groups listed above are properly represented in determining the Company's vision and goals Insa has established a Diversity Advisory Board (DAB). The Diversity Advisory Board had its first meeting in September 2019 and has formulated a set of formalized goals and bylaws. The scope of the Board includes the following:

1. Overseeing Insa employment practices to ensure equity and inclusion of the individuals in the groups listed above.
2. Identifying barriers to employment both in the Company and the cannabis industry for individuals in the groups listed above.
3. Developing community relationships and pipelines for diverse applicants.
4. Developing mandatory diversity and inclusion training programs for all employees (diversity awareness, cultural competence, LGBTQ+ awareness).
5. Volunteering and supporting community organizations which benefit individuals in the groups listed above.

The company will hold a nomination period to formally establish membership of the Diversity Advisory Board. The Diversity Advisory Board will meet on a regular basis to effectively administer its objectives.

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Upon hire, all employees will receive an informational handout describing the Diversity Advisory Board. Additionally, all employees will be regularly notified of updates and opportunities related to the Diversity Advisory Board through email memoranda and flyers located in high visibility areas such as bulletin boards in breakrooms. All employees will be informed of opportunities to join the Diversity Advisory Board through company-wide email memoranda.

*Measurements:*

Insa will utilize the following measurements to ensure the effectiveness of the Diversity Advisory Board and to encourage employee participation:

1. The Diversity Advisory Board will meet, at minimum, once a month.
  - a. Documentation of Diversity Advisory Board meetings including agendas and minutes.
2. In order to ensure representation among the groups listed above, the Diversity Advisory Board will be composed of at least 60% of employees who are members of the groups listed above.
  - a. Number of individuals who are members of the groups listed above that are members of the Diversity Advisory Board.
3. At least once per quarter the company will send an email communication related to the Diversity Advisory Board.
  - a. Documentation and number of company-wide emails sent to employees related to this program.

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# Maintenance of Financial Records

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## 1. Overview

Pursuant to 935 CMR 500.105(9) and 500.140, Insa (the “Company”) has developed the following plan describing in detail the Company’s policies and procedures related to the maintenance of financial records. For the purposes of this plan financial records will include

- assets and liabilities;
- monetary transactions;
- books of accounts with supporting documents;
- sales records including the quantity, form and cost of marijuana products;
- salary and wages paid to each employee;
- stipends paid to board members; and
- any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with the Company.

All contracts, purchase orders, invoices, payroll reports, receipts, and sales reports are stored electronically and are available to the Commission upon request. All records are stored in accordance with Company’s recordkeeping policies. Additionally, records are maintained pursuant to 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding record keeping requirements.

## 2. Retail Financial Records and Policies

Several types of financial records and data are generated in the course of retail operations including records and footage related to cash handling, deposits, transaction processing, inventory data, and daily closing reports. The Company’s procedures for the retention of records relating to each of these types of information will be as follows:

### 2.1. Cash Handling

All retail transactions are processed under video surveillance and may be reviewed in the event that an incident occurs relating to cash handling or inventory accuracy. Cash tendered and change returned is counted casino style within full view of the facility’s surveillance cameras. Large bills (\$20 or greater) are marked with counterfeit pen to ensure their validity.

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## 2.2. Change Fund

The dispensary maintains change cash of approximately 20% of the rolling 30-day average daily sales on hand for change. Requests for change are made by the Company's retail managers and recorded using a Change Request Form. The change cash is counted by two different members of the Retail Department management who sign off on a Transportation Verification Form once they have confirmed the quantity of change received. Completed Change Request Forms and Transportation Verification Forms are then submitted to the Asset Protection Department for filing and retention.

## 2.3. Cash Deposits

At the end of the business day, the retail manager will complete a bank deposit slip for the cash collected. The cash and bank deposit slip are then sealed and stored in an approved, insured safe in a Limited Access Area that is under constant video surveillance. Bank deposits are collected by Snyder Security, an armored transport service licensed pursuant to M.G.L. c. 147, § 25 and 935 CMR 500.110(7) and transported to one of the financial institutions where the Company has an account. The cash transport courier prepares a report documenting that amount of cash transport which is reviewed and signed by the retail manager the cash transport courier. A copy of the cash transport report is filed electronically.

## 2.4. Closing Reports

At the close of business, the retail managers will compare the cash receipts and point-of-banking (debit) reports to the sales report to ensure that cash collected, and sales processed are balanced. The assistant manager on duty will cross check the manager's count. Both the manager and the assistant manager sign off on the accuracy of the sales report. Any variances greater than \$10 are brought to the attention of Company Leadership.

All variances between the cash/debit receipts and sales report are investigated immediately. The variances are annotated on the sales report as well as logged on the internal Variance Tracker. The sales reports are filed with the corresponding bank deposit slip. Physical and electronic copies of the sales report are stored for the bookkeeper for the controller to review and enter into QuickBooks.

## 2.5. Transaction Recording and Reporting

The bookkeeper records financial transactions (such as expenses and sales receipts) in QuickBooks. At the end of the month, the bookkeeper performs the bank reconciliation comparing Insa's accounting records with the corresponding bank records to ensure the accuracy of the financials. Quarterly the QuickBooks files are provided to an outside accounting firm for review. The accounting firm reviews the financials and prepare the quarterly financials for review by Company Leader. Annually, the outside accounting firm performs a full financial audit.

## 3. Inventory Reporting

Inventory reports are generated from LeafLogix to determine the end of period inventory value. The Company's Inventory Management Department is responsible for daily and monthly inventory audits to ensure the accuracy of the company's inventory records in LeafLogix and that the records in LeafLogix match the records in METRC. At least annually, the Company conducts a comprehensive inventory audit, the records of which include, at minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.

## 4. Corporate Financial Records and Policies

In addition to recording and reporting financial, and inventory information generated in the course of retail operations, the Company's Accounting and Finance Department maintains all other required financial information including information relating to payroll, accounts payable and receivable, sales tax, and corporate income taxes. Insa maintains all records pursuant to 830 CMR 62C.25.1.

### 4.1. Payroll

Insa conducts payroll on a bi-weekly schedule. All non-exempt employees are required to record their hours in the timeclock module of the Company's payroll software. At the end of the pay period, department managers review the hours recorded in the timeclock and compares the hours to the employment schedules. If there are any discrepancies, the manager will investigate and resolve the discrepancies before approving the employee's hours. The hourly report is then



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submitted to Accounting and Finance Department for review. If the report is accurate, then the chief financial officer (CFO) will approve payroll with the Company's payroll provider.

## 4.2. Accounts Payable and Receivable

All capital purchases or orders greater than \$5,000 require a purchase order to be completed and reviewed by the Accounting and Finance Department. The purchase orders are filed and compared against the invoices received from the vendor. After confirming the accuracy of the invoice, the Accounting and Finance Department will submit payment to the vendor. All checks are prepared by the CFO and approved by the chief executive officer (CEO).

Receipts and invoices are required for any purchase greater than \$20. All receipts and invoices are scanned and stored electronically. At the end of the month, the Accounting and Finance Department reviews all the purchases and invoices during the bank reconciliation process. Any discrepancies or red flags are required to be brought to the attention of the CFO and CEO.

## 4.3. Sales and Corporate Income Tax

The Company pays sales taxes on a monthly basis. Insa generates a report that shows the monthly sales tax liability based on the sales receipts for items on which sales tax is required. Sales tax is submitted through MassTaxConnect, the Massachusetts Department of Revenue's online tax portal. The Accounting and Finance Department prepare the Company's annual tax returns and calculate income tax liability.

## 5. Electronic Financial Records Protection

Insa conducts a monthly analysis of its equipment and sales data to ensure 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. The Company will maintain records that it has performed this monthly analysis and will produce these records if requested by the Commission or other agency acting within their jurisdiction.

If it is determined 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, the Company will immediately report the incident to the Commission, and will cooperate in any investigation of the security breach and will take any other action directed by the Commission.

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# Personnel Policies

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# 1. Overview

Insa (the “Company”) has developed a comprehensive set of personnel policies to promote a productive workplace culture, manage employment expectations, and ensure workplace safety and regulatory compliance pursuant to 935 CMR 500.105(1) and all other applicable Cannabis Control Commission (the “Commission”) guidance.

The personnel policies contained in this plan are collected in an Employee Handbook. Upon hire, all employees are provided with a copy of the Employee Handbook and signs an acknowledgment of receipt. Insa’s Employee Handbook is maintained by the Company’s Human Resources Department and is available to employees at any time, both digitally and physically.

## 2. Insa Culture

### 2.1. Company Mission and Values

Welcome to Insa! We are so excited to have you on our team! Insa is a Massachusetts-based, co-located cannabis company that serves both medical patients and recreational patrons. Our mission is to craft trusted, personalized cannabis products that are tailored to our consumers’ medical needs, lifestyles, and preferences. We first opened our doors to the public as a medical-only cultivation, production, and retail facility on February 9th, 2018. Since that day, we have been driven to improve and enhance the lives of consumers. Through education, our vision is to shed the stigma of cannabis and make it broadly accessible to all individuals who might benefit from its therapeutic effects. One of our goals as a company is to help our employees develop a career in the cannabis industry. At Insa, we grow together! Our company values craft the experience of our patrons, and they start with you, the employee. Here are some of the tenets we believe in.

- Integrity: We are committed to being open and honest, so patrons can trust our products and services.
- Innovation: We are building a culture focused on continuous improvement in order to advance the cannabis industry and enhance the experience for our patrons.
- Quality: We are committed to providing the highest quality service and products for our patrons.
- Community: We strive to improve our local communities through mentorship, financial support, and volunteerism.
- Employees: Our employees are our most valuable resource. We aim to attract talented, motivated individuals and help them develop their skills to be leaders in the industry.

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## 2.2. Code of Conduct

All Insa employees are held to the same standards of conduct, no matter their job titles or positions. Below is a list of our Core Values, which are an expression of the conduct we believe leads to a positive, productive, and fun work environment, and examples of those values in action.

- **Teamwork**
  - We show support for and trust in our colleagues.
  - We inspire others to excel and embrace change and growth.
  - We offer help whenever we are able to provide it, and look for ways to make the work environment better for everyone.
- **Collaboration**
  - We actively listen and communicate effectively with colleagues to solve problems.
  - We know that great ideas come from great minds working together in a respectful way,
- **Integrity**
  - We are passionate about our work.
  - We follow the policies and procedures set in place.
  - We follow through on what we say we'll do.
  - We are able to have open and honest communication, even when it might be difficult.
- **Innovation**
  - We strive for continuous improvement.
  - We are flexible and willing to adapt to change.
- **Quality**
  - We care about the end product.
  - We know that every detail matters.
  - We follow the process from start to finish and don't take shortcuts.
- **Service**
  - We strive to provide a professional, warm and welcoming environment for patrons.
  - We work hard and go the extra mile for our colleagues and our patrons.
- **Commitment**
  - We hold ourselves accountable and own our performance.
  - We set goals and reach them.
- **Being Awesome**
  - We respect each other.
  - We learn from our mistakes.

- We give each other props for a task done well.

## 2.3. Anti-Harassment Policy

### 2.3.1. Purpose

It is the goal of Insa to promote a workplace that is free of sexual and other illegal harassment. Sexual and other illegal harassment of employees occurring in the workplace or in other settings in which employees may find themselves in connection with their employment is unlawful and will not be tolerated by this organization. Insa believes that a safe and respectful workplace environment is paramount to the happiness and success of our employees.

### 2.3.2. Scope

This policy applies to everyone employed by Insa. Additionally, we do not tolerate harassment of employees by non-employees, (e.g. guests, vendors, or customers) nor do we tolerate harassment of non-employees by employees. This policy applies to conduct at an employee's normal worksite, at office parties, off-site meetings, and other work-related events.

Furthermore, harassment between employees that occurs via text messages, video, voicemail, email, social media, graphics, downloaded material, websites, or other forms of digital communication is in violation of this policy.

Insa will not tolerate any harassment that is considered illegal under applicable law, including harassment based on the following:

- Race, color, or ethnicity
- Age
- Religion or religious creed
- Sex, including pregnancy, childbirth, breastfeeding, or related medical conditions
- Sexual orientation
- Gender identity or expression
- National origin, immigration status, citizenship, or ancestry
- Marital status
- Protected military or veteran status
- Physical or mental disability, medical condition, or genetic information
- Status as a victim of domestic violence, sexual assault or stalking
- Such other protected categories as may be adopted by state or federal law

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The intent of this policy is to prevent conduct that may embarrass, demean, frighten, or discomfort our employees. Thus, Insa may consider an employee's conduct to be in violation of this policy even if it falls short of unlawful harassment under applicable law. When determining whether conduct violates this policy, we will consider whether a reasonable person could conclude that the conduct created an intimidating, hostile, degrading, or demeaning environment. It does not matter whether the harasser and the employee to whom the harassment is directed are of the same or different gender.

### 2.3.3. Definitions

In Massachusetts, the legal definition for sexual harassment means sexual advances, requests for sexual favors, and verbal or physical conduct of a sexual nature when

- submission to or rejection of such advances, requests or conduct is made either explicitly or implicitly a term or condition of employment or as a basis for employment decisions; or
- such advances, requests or conduct have the purpose or effect of unreasonably interfering with an individual's work performance by creating an intimidating, hostile, humiliating or sexually offensive work environment.

Under these definitions, direct or implied requests by a supervisor for sexual favors in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits, or continued employment constitutes sexual harassment.

Harassment can range in extremity from physical violence, threats, or assault to less obvious or overt forms like ridicule, teasing, or making insensitive remarks. All types of illegal harassment should be reported and will be handled in the same manner as sexual harassment claims as outlined below.

While it is not possible to list all those additional circumstances that may constitute sexual harassment, the following are some examples of conduct which, if unwelcome, may constitute sexual harassment depending upon the totality of the circumstances, including the severity of the conduct and its pervasiveness:

- Unwelcome sexual advances—whether they involve physical touching or not.
- Sexual epithets, jokes, written or verbal references to sexual conduct, gossip regarding one's sex life, comment on an individual's body, comments about an individual's sexual activity, deficiencies, or prowess.
- Displaying sexually suggestive objects, pictures, cartoons.
- Unwelcome leering, whistling, brushing against the body, sexual gestures, suggestive or insulting comments.
- Inquiries into one's sexual experiences.



- Discussion of one's sexual activities.

## 2.3.4. Policy

### *Complaint Procedure*

To achieve our goal of providing a workplace free from sexual and other unlawful harassment, Insa has provided a procedure by which sexual or other illegal harassment will be dealt with, if encountered by employees. Insa has zero tolerance for illegal harassment and takes all allegations of illegal harassment seriously. If any employee believes that they have been subjected to harassment by another employee, manager, customer, visitor, business partner, vendor or supplier, the employee may file a complaint with Insa. This may be done in writing or verbally.

If you would like to file a complaint, you may do so by contacting Human Resources or the Chief Executive Officer. These individuals are also available to discuss any concerns you may have and to provide information to you about our policy against harassment and our complaint process.

In addition to the above, if an employee believes they have been subjected to sexual or other unlawful harassment, the employee may file a formal complaint with either or both of the government agencies set forth below. Using Insa's complaint process does not prohibit you from filing a complaint with these agencies.

<b>The United States Equal Employment Opportunity Commission ("EEOC")</b>	<b>The Massachusetts Commission Against Discrimination ("MCAD")</b>
Boston Office:  John F. Kennedy Federal Building  475 Government Center  Boston, MA 02203  (800) 669-4000	Springfield Office:  436 Dwight Street, Room 220  Springfield, MA 01103  (413) 739-2145    Boston Office:  One Ashburton Place  Sixth Floor, Room 601  Boston, MA 02108

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	(617) 994-6000
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### *Retaliation*

Any retaliation against an individual who has complained about harassment, or retaliation against individuals for cooperating with an investigation of a harassment complaint is similarly unlawful and will not be tolerated.

Retaliation is when someone penalizes another person for reporting what they believe, in good faith, to constitute harassment under this policy; expressing an intent to report the same; assisting another employee in reporting a violation of this policy; or participating in any investigation, as a witness or otherwise, under this policy. Retaliating against a coworker who has made a complaint or has otherwise participated in the investigation process is grounds for discipline, up to and including termination.

### *Bystanders*

Insa strives to provide an environment where employees will feel comfortable coming forward with a personal complaint. We would also like to stress that if you are witness to harassment upon another employee, you are also obligated to file a complaint. Retaliation against witnesses or bystanders is not permitted under this policy.

### *Non-Employees*

At Insa, it is our goal to create a workplace that is free from sexual and other illegal harassment. We want our employees to feel comfortable and safe when they enter the workplace, and our zero-tolerance policy against harassment extends to our patients, customers, vendors, contractors, and other visitors to the facility. While we are committed to providing the highest level of customer service to our patrons, this does not extend to allowing harassment against our employees.

The vast majority of our patients, customers, vendors, contractors, and other visitors to the facility are friendly and respectful towards our team members, but in the event that a team member is made to feel uncomfortable or unsafe, the following procedure should be followed:

- If the patron/vendor/contractor is engaging in conduct that feels inappropriate and uncomfortable, kindly inform them verbally that the conduct is unwelcome. If it is a customer interaction, attempt to redirect the conversation back to their purchase-related questions.
- If the individual refuses and/or becomes hostile, seek the assistance of a supervisor or manager.

- If the individual continues to act in a hostile manner, immediately call security, using the code word “lemon.”
- While our lead team members are there to offer support and guidance to our associates, calling for a member of security may supersede step 2. Often, individuals who are behaving in a hostile manner will continue to escalate the more team members become involved, and the best practice is to ask for assistance from an official, trained security member.
- Individuals who become hostile will be identified and may be trespassed from the building under certain circumstances. In addition, the local police may be called for support and assistance at security’s discretion.

### *Harassment Investigation*

When Insa receives a complaint, we will investigate the allegation in a fair and expeditious manner. The investigation will be conducted in such a way as to maintain confidentiality to the extent practicable under the circumstances. Our investigation will include a private interview with the person filing the complaint and with witnesses. We will also interview the person alleged to have committed the harassment. When we have completed our investigation, we will, to the extent appropriate, inform the person filing the complaint and the person alleged to have committed the conduct of the results of that investigation.

Supervisors or managers who receive a complaint or learn of information that suggests this policy may have been violated are required to promptly (ideally within 24 hours) forward that complaint to human resources and will be subject to discipline for failing to report the information in a timely manner. As soon as reasonably possible, Insa will investigate any allegations and take appropriate remedial action.

### *Disciplinary Action*

If it is determined that inappropriate conduct has been committed, we will act quickly to eliminate the conduct and impose such corrective action as is necessary, up to and including termination of employment.

## 2.4. Anti-Bullying Policy

### 2.4.1. Purpose

Insa takes a firm stance against bullying within the organization. Bullying is harmful to employees and may result in reduced morale, reduced productivity, and increased absenteeism and turnover. In providing a positive and productive working environment, Insa believes that its

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employees should be able to enjoy a workplace free from all forms of bullying conduct. The purpose of this policy is to communicate to all employees which behaviors that may constitute bullying, and to outline procedures for handling allegations of violations.

## 2.4.2. Definitions

Bullying occurs whenever there is severe, repeated behavior that targets one or more persons which, through verbal abuse, offensive conduct, or interference, creates an intimidating, hostile, or offensive working environment; interferes with a person's work performance; or otherwise adversely affects a person's employment opportunities with the Company.

Bullying conduct could include, but is not limited to:

- Teasing, name-calling, slandering, ridiculing, or maligning a person or their family.
- Screaming, shouting, yelling, or swearing at another employee in public or private.
- Persistent phone calls, voicemails, emails, or postings to or about another person on social media.
- Unreasonable public criticism, reprimands, or trivializing of another's work.
- Excluding others from meetings or social situations or giving the "silent treatment."
- Destructive gossip, rumors, or innuendo.
- Destruction of or damage to an employee's personal property.
- Blocking a person's path of movement.
- Physical pushing, shoving, or throwing objects.
- Non-verbal, threatening gestures or glances; staring or glaring.
- Intentional interference with another's work; for example, through impossible deadlines or supplying insufficient or incorrect resources or information.

## 2.4.3. Policy

Constructive feedback, counseling, and performance management given by an employee's supervisor is appropriate and reasonable, and does not constitute bullying behavior. However, feedback that is given with the intention of shaming or humiliating the employee, whether in private or in public, may be construed as bullying behavior.

Any employee who believes they have been bullied in violation of this policy should report the conduct immediately to their manager; or, if that person is responsible for the behavior, to Human Resources. The employee always has the option of reporting the conduct directly to Human Resources if they feel more comfortable.

A thorough and impartial investigation of all complaints will be conducted in a timely manner. Insa will protect the confidentiality of complainants to the extent practicable under the

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circumstances. All employees are required to cooperate fully with any investigation and resolution of bullying complaints. If the investigation determines that bullying has occurred, Insa will take immediate and appropriate remedial action. Such action may range from counseling to termination of employment, and may include other forms of disciplinary action as deemed appropriate under the circumstances.

Retaliation against the individual reporting the bullying behavior is expressly prohibited.

#### 2.4.4. Open Door and Internal Complaint Procedure

Insa values input from employees and wants to foster a work environment of trust, accountability, ethics, and respect. As such, we encourage staff to be resources for their peers by answering questions and aiding one another whenever possible.

Each department has a manager and supervisory staff such as assistant managers or leads. On a daily basis, most operational questions can be directed to a lead or assistant manager. Help with conflict management, scheduling challenges, or personal issues that may affect work should first be directed to an employee's manager. If that manager is unable to assist, if the issue rises to a greater level of concern or severity, or if the issue is with the manager themselves, employees may always reach out to a member of the Human Resources Department or the Executive Team.

While Insa encourages all employees to follow the appropriate chain of command as outlined above, the doors of leadership are always open to address questions or concerns.

## 2.5. Internal Hiring Policy

### 2.5.1. Purpose

Insa is committed to promoting from within whenever possible. The purpose of this policy is to provide an equal opportunity for all Insa employees to move up within the company when positions are available.

### 2.5.2. Scope

This policy applies to all employees of Insa. All current employees will be eligible to apply for any internal posting in the company regardless of current department, position, or time with the company. Tenure and disciplinary records may be taken into consideration during this process.

### 2.5.3. Procedure

All hiring requisitions will be categorized as the following:

- Internal Only
- External Only
- Internal/External

Human Resources and the Executive Team will determine how requisitions are classified.

Internal requisitions will be accessible via the Wurk portal, under My Career → Search for Jobs. Each internal requisition will include a posted date, submission deadline, and lists the hiring manager responsible for conducting the interviews. Each position may include a specific questionnaire of “knockout” questions, such as education or experience requirements.

Applicants who do not meet the minimum requirements for the position may not be granted an interview. The hiring manager will explain the reason why a candidate is not selected to move forward with the process and will encourage the individual to apply again for future positions.

All qualified candidates will be interviewed by the hiring manager and given consideration based on their skills and experience. Other considerations that will impact Insa’s decision include feedback from the employee’s current manager related to past attendance, performance, and conduct.

Once the hiring manager has selected a candidate, Human Resources will determine all position details such as the employee’s start date and compensation.

Once a candidate is selected, all other applicants will be notified in an in-person meeting with the hiring manager and constructive feedback will be given about why they were not chosen for the role. Candidates who are awarded the position will be notified last.

Human Resources will then provide the candidate with an offer letter and job description outlining the requirements of their new position prior to their start date in the role.

### *Transfers*

From time to time, employees may be eligible for promotion within their department or may request or be asked to transfer between departments. This process is subject to approval from both the current and future department managers and a member of the Executive Team.

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## 2.6. Confidentiality, Conflicts of Interest, and Outside Employment

During the course of their employment, Insa employees may come across information that is sensitive or confidential, including, but not limited to: its research and development activities; patents; copyrights; trademarks; product or packaging designs; marketing plans and strategies; customer and supplier lists and accounts; or other non-public financial information. Some employees may also come in contact with patient medical information during the course of their job duties.

As such, all Insa candidates must read and sign a No Conflicts of Interest, Nonsolicitation, Nondisclosure & Assignment of Inventions Agreement once a conditional offer of employment has been made. All candidates must agree that they are not obligated to any entity that is in conflict with their employment with Insa, and that they may not bring confidential or proprietary information from a former employer to the Company. During their employment with Insa, employees may not accept remuneration (salary, commissions, fees, or compensation of any kind other than investment income) from any Marijuana Establishment, as defined by Massachusetts law, other than the Company.

## 3. Employment Expectations

### 3.1. Progressive Discipline Policy

Insa's progressive discipline policy is designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. It has been designed to be consistent with our organizational values.

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

#### 3.1.1. Documented Discussion

Documented discussions occur when disciplinary issues are minor and/or it is the first occurrence of the negative conduct. An employee's supervisor will schedule a meeting with the

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employee to bring their attention to an issue of performance or conduct. Documented discussions should always be held in a private area.

The supervisor will discuss the nature of the problem or the violation of company policies and procedures with the employee. The supervisor is expected to clearly outline the expectations and steps the employee must take to improve their performance or resolve the problem. The employee will then be given the opportunity to explain their side of the issue or to correct any miscommunication.

Documented discussions must be reviewed by the department manager and a representative from Human Resources before the record is given to the employee. The form is submitted to Human Resources to be added to the personnel file after the employee has reviewed and signed it.

### 3.1.2. Initial Written Warning

An initial written warning is necessary when:

- the infraction is too serious to warrant a documented discussion; or
- the conduct has continued after a documented discussion has been had.

The initial written warning follows the same procedures as the documented discussion. Only department managers may give written warnings, and the warning language must be approved by Human Resources before it is given.

The employee and manager will sign off on the warning to acknowledge that the information contained within has been understood, and then the form is submitted to Human Resources to be added to the personnel file.

### 3.1.3. Secondary/Final Written Warning

While it is hoped that the performance or conduct issues that were identified in steps 1 and 2 have been corrected, Insa recognizes that this may not always be the case. A secondary written warning involves a more formal documentation of the performance or conduct issues and consequences. It may be given if a first offense is particularly serious, or if prior corrective action has not improved the employee's performance or conduct. During the secondary written warning, the manager, if necessary, in conjunction with Human Resources, will meet with the employee and review the issue. Any prior corrective actions for the same issue will be reviewed. The manager will outline the consequences for the employee for any continued failure to meet performance and/or conduct expectations. The employee and manager will sign off on the warning to acknowledge that the information contained within has been understood, and then the form is filed by Human Resources.



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### 3.1.4. Performance Improvement Plans

On occasion, an employee may be placed on a Performance Improvement Plan, or PIP. A PIP is designed to provide a more structured opportunity for performance improvement, including additional training, coaching, and learning initiatives that adhere to a specific deadline. In order for a PIP to be offered, the employee must show dedication toward improving their performance and commitment to their role. The PIP will be written by Human Resources and the department manager. The manager will be responsible for holding the employee accountable for completing their assigned tasks. If, at the end of the PIP, the employee's performance has adequately improved, the employee will be subject to a 6-month time period in which they will be required to maintain the improvement. Following the 6-month period, all corrective actions related to the issue will be removed from the employee's personnel file and replaced by a letter documenting the successful completion of the PIP. The employee will then be able to start with a "clean slate."

### 3.1.5. Investigatory Suspension

Depending on the situation, an investigatory suspension may be used in order to determine the appropriate remedial action under the circumstances. Investigations may be necessary when a situation is particularly serious; Insa is committed to conducting a fair and thorough investigation into any accusations of misconduct that could threaten an employee's continued employment with the company.

For non-exempt employees, investigatory suspensions are given without pay, in full-day increments, and are consistent with federal, state, and local wage and hour laws. Non-exempt employees may not substitute or use earned time in lieu of the unpaid suspension. Exempt employees will continue to receive their regular salary during an investigatory suspension, in accordance with the Fair Labor Standards Act. Pay may be restored if the investigation of the incident absolves the employee.

### 3.1.6. Termination of the Employment Relationship

The last and most serious step in the progressive discipline procedure is a recommendation to terminate employment. Generally, Insa will try to exercise the progressive nature of this policy by first providing other disciplinary action. However, Insa reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, employees may be terminated without prior notice or disciplinary action. Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-

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will relationship between Insa and its employees. Management's recommendation to terminate employment must be approved by Human Resources.

### 3.1.7. Employee's Written Statement

Employees will have the opportunity to present information that may supplement information management has used to issue disciplinary action. This can be done in the form of a comment or letter, which will be attached to the disciplinary action and placed in the employee's personnel file. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the employee performance and/or conduct issues while allowing for an equitable solution.

If the employee does not present this information during any of the disciplinary meetings, they will have three (3) business days after that meeting to present information. All statements **MUST** be submitted in writing and should include any supportive documentation.

### 3.1.8. Documentation

Insa employees will be provided copies of all progressive discipline documentation, including all performance improvement plans. Employees will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. If an employee refuses to sign, a third-party witness will be asked to sign to certify that the corrective action has been reviewed. Copies of these documents will be placed in the employee's official personnel file. Insa shall notify an employee within 10 days of the employer placing in the employee's personnel record any information to the extent that the information is, has been used or may be used, to negatively affect the employee's qualification for employment, promotion, transfer, additional compensation or the possibility that the employee will be subject to disciplinary action.

### 3.1.9. Compliance-Related Infractions

At Insa, compliance with all regulations is of paramount importance. Each department within the Company has compliance-related protocols and compliance-related training. Compliance infractions are considered to be particularly serious because they place liability upon the Company.

All potential compliance infractions related to 935 CMR 500, 501 and 502 will be investigated by the compliance team. If it is discovered that a compliance violation has occurred, a report will be filed with the Cannabis Control Commission. This report will include a description of event, including applicable regulatory language and citations, identifying information of the

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involved parties (including CCC license information) and a plan of corrective action. This plan of action may include disciplinary action if applicable. The report will be stored in an investigatory file, and a copy of the resolution will be placed in an employee's personnel file depending on whether an individual or individuals are identified as culpable. Potential courses of action to prevent subsequent compliance violations include re-training and/or disciplinary action, and infractions that are particularly severe, pervasive, or willful may result in immediate termination of employment.

### 3.1.10. Other Incidents That May Warrant Immediate Termination

The following list includes incidents that are particularly serious and detrimental to both the business as well as the health and safety of our staff, vendors, and patrons. It is not meant to be all-inclusive.

- Diversion of marijuana, which shall be reported to law enforcement officials and to the Commission.
- Engaging in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission.
- Conviction or entering of 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 any like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- Intentional falsification of employment records, including applications for employment, time records, or any other official Insa documents or records.
- Falsifying time worked or having someone else alter time worked or altering someone else's time records.
- Actions that violate state, federal, or local law, while wearing Insa gear or otherwise representing the Company, whether or not on Company property, whether or not during work time, or at Company events.
- Theft against Insa or another employee or customer, or theft, unauthorized removal, or intentional damage or destruction of Insa products or other property.
- Possession of a firearm, knife, explosive, chemical, or other deadly weapon at work (utility knives or other small knives used in the course of work are excluded from this list, subject to the approval of senior management).
- Job abandonment (not calling and not reporting to work for two (2) consecutive working days).
- Violence and/or physical assault on Insa property or while conducting Insa business.
- Threats of violence and/or physical assault.
- Threatening, intimidating, or using abusive language toward others.
- Violation of Insa's anti-harassment, anti-discrimination, and/or anti-bullying policies.

## 3.2. Cell Phone Policy

### 3.2.1. Purpose

The purpose of this policy is to define how personal cell phones and other mobile devices may be used in the workplace.

### 3.2.2. Scope

This policy applies to all Insa employees.

### 3.2.3. Definitions

Mobile device” means personal cell phones, tablets, and/or laptops.

### 3.2.4. Procedure

While Insa permits employees to bring personal cell phones and other mobile devices into the workplace, they may not allow the use of such devices to interfere with their job duties or impact workplace safety and health. Use of personal cell phones and mobile devices at work can be distracting, disruptive, and causes a loss of productivity. In addition, cell phones are a sanitary concern. Nothing in this policy is intended to prevent employees from engaging in protected concerted activity under the NLRA.

#### *Working Time*

Use of personal mobile devices is prohibited while working, except in cases of emergency. Mobile devices may not be carried on the retail floor or in production areas and must be left with other personal belongings. Insa will provide at least one Company phone per department and employees may share contact information with loved ones in case of emergencies.

Insa is not responsible for mobile devices. Any employees who are concerned about the security of their mobile devices should store them in their vehicles.

#### *Non-Working Time*

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Personal mobile devices may only be used during non-working time, such as meal and rest breaks. During this time, devices must in a manner that is courteous to others, i.e. not blasting music or videos without using headphones, or making loud phone calls in common areas.

### *Exceptions*

In certain personal circumstances, employees may ask to check their mobile devices while not on a break. This may only happen with authorization from a supervisor. Mobile devices may never be visible on the retail floor.

Managerial and administrative employees who have been authorized by leadership may use their personal mobile devices for work purposes. This permission may be rescinded if misuse during work time is discovered.

Violation of this policy may result in disciplinary action, up to and including termination of employment.

## 3.3. Social Media Policy

### 3.3.1. Purpose

At Insa, we recognize the Internet provides unique opportunities to participate in interactive discussions and share information using a wide variety of social media. However, use of social media also presents certain risks and carries with it certain responsibilities. To minimize risks to the Company, employees are expected to follow our guidelines for appropriate use of social media.

### 3.3.2. Scope

This policy applies to all employees in Massachusetts.

### 3.3.3. Definitions

For purposes of this policy, “social media” includes all means of communicating or posting information or content of any sort on the Internet, including to employees’ own or someone else's web log or blog, journal or diary, personal website, social networking or affinity website, web bulletin board or a chat room, whether associated or affiliated with the Company, as well as any other form of electronic communication.

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### 3.3.4. Procedure

Company principles, guidelines, and policies apply to online activities just as they apply to other areas of work. Ultimately, employees are solely responsible for what they communicate on social media. Employees may be personally responsible for any litigation that may arise should you make unlawful defamatory, slanderous, or libelous statements against any customer, manager, owner, or other employees of the Company.

#### *Respect and Courtesy*

The Company cannot force or mandate respectful and courteous activity by employees on social media during non working time. If employees decide to post complaints or criticism, they should avoid using statements, photographs, video, or audio that reasonably could be viewed as unlawful, slanderous, threatening, or that might constitute unlawful harassment. Examples of such conduct might include defamatory or slanderous posts meant to harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, age, national origin, religion, veteran status, or any other status or class protected by law or Company policy. Employees' personal posts and social media activity should not reflect upon or refer to the Company.

#### *Maintain Accuracy and Confidentiality*

When posting information, employees must

- maintain the confidentiality of trade secrets, intellectual property, and confidential commercially sensitive information (i.e. financial or sales records/reports, marketing or business strategies/plans, product development, customer lists, patents, trademarks, etc.) related to the Company;
- not create links from their personal blog, website, or other social networking site to a Company website that identifies them as speaking on behalf of the Company;
- not represent themselves as a spokesperson for the Company. If the Company is a subject of the content they are creating, they may not represent themselves as speaking on behalf of the Company. Employees should make it clear in their social media activity that they are speaking on their own behalf; and
- respect copyright, trademark, third-party rights, and similar laws and use such protected information in compliance with applicable legal standards.

#### *Using Social Media at Work*

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Employees may not use social media while on work time, unless it is work-related as authorized by their manager or consistent with policies that cover equipment owned by the Company.

Employees are not permitted to take photographs or videos of the facility unless given written prior authorization from the Executive Team.

### *Media Contacts*

If employees are not authorized to speak on behalf of the Company, they may not speak to the media on behalf of the Company. Direct all media inquiries for official Company responses to the CEO.

### *Retaliation and Employee Rights*

Retaliation or any other negative action is prohibited against anyone who, based on a reasonable belief, reports a possible deviation from this policy or cooperates in an investigation. Those who retaliate against others for reporting a possible deviation from this policy or for cooperating in an investigation may be subject to disciplinary action, up to and including termination.

Nothing in this policy is designed to interfere with, restrain, or prevent employees from communications regarding wages, hours, or other terms and conditions of employment, or to restrain employees in exercising any other right protected by law. All employees have the right to engage in or refrain from such activities.

Employees should ensure postings are consistent with these guidelines. Postings that include unlawful discriminatory remarks, harassment, and threats of violence or other unlawful conduct will not be tolerated and may subject employees to disciplinary action up to and including termination.

## 3.4. Drug and Alcohol Abuse Prevention

### 3.4.1. Purpose

The purpose of this policy is to foster a healthful and safe work environment for all employees, contractors, vendors, customers, or visitors of the Company. Accordingly, all employees must report to and be at work in a condition fit to perform their job functions, in order to protect the health, safety, and wellbeing of themselves and other individuals.

Insa is a cannabis company, so we understand that some employees may find this policy to be in opposition to our messaging that cannabis is part of a healthy lifestyle. However, the nature of this policy is to prevent levels of inebriation that could lead to workplace accidents, financial

errors, or behavior that does not meet our standards of conduct. We hope that employees will act in good faith to respect this policy and understand that these lines must be drawn in order to maintain a productive and safe workplace environment.

Insa employees may purchase legal cannabis products from the dispensary in accordance with Insa's Employee Purchase Procedures and applicable state laws.

Employees taking legally prescribed or over-the-counter medication, including legally-prescribed medical marijuana, that has the potential to negatively impact the employee's ability to perform their job functions in a safe and effective manner (e.g., medications which caution against vehicle use) must report such use to Human Resources, and may be required to present medical documentation describing the effects such medication may have on the employee's ability to perform their essential functions.

### 3.4.2. Scope

The scope of this policy includes all of Insa's employees who are present on company premises (as defined below) or who are engaged in or traveling to or from any activity, appearance, or other engagement on behalf of Insa while in the course of their employment.

### 3.4.3. Policy

All Insa employees are prohibited from the following:

- The personal manufacture, possession, use, sale, distribution, dispensation, receipt, or transportation of alcohol or illegal or psychoactive substances, including cannabis, while working or while otherwise engaged in Insa business on or off Company premises or while using the Company equipment or vehicles.
- The consumption of alcoholic beverages or psychoactive substances, including cannabis in any form, either while on duty or immediately-preceding duty, which may affect the employee's fitness for duty and ability to perform the essential functions of their position.

Violation of this policy will not be tolerated and will subject the violator to Insa's Progressive Discipline Policy, up to and including termination of employment.

#### *Reasonable Suspicion Procedures*

If an employee is working, is on or using Company property, conducting Company business, or otherwise representing the Company and appears to be under the influence of alcohol or psychoactive substances, including cannabis, and appears unable to perform the essential functions of their position, the following steps may be taken:



1. The department manager will complete a “Reasonable Suspicion Checklist,” following observation of the employee’s behavior and appearance. If the department manager is not on premises, the supervisor who observed the employee or who was alerted to the issue may be designated by the department manager to complete the checklist.
2. The department manager or designee, in conjunction with Human Resources, may take the following course of action:
  - a. Remove the employee from the floor and to a designated, private area.
  - b. Interview the employee, asking a series of standard questions:
    - i. Make a final decision as to whether the employee appears to be under the influence.
    - ii. Ask the employee to sign a “Consent for Substance Abuse Testing” form, refer them for testing to a lab licensed by the state, and suspend them pending the results of the test. Refusal to sign the form may be considered equivalent to a positive test result and may result in discipline, up to and including termination. Transportation to the testing center will be provided by Insa.
    - iii. Return the employee to work if they appear to be fit for duty.

If a positive result is returned, the employee may be disciplined according to Insa’s Progressive Discipline Policy, with the factors listed below taken into account, and/or referred to Insa’s Employee Assistance Program in cases of drug or alcohol dependence. Non-exempt employees may not substitute, or use earned time in lieu of unpaid suspension. Exempt employees will continue to receive their regular salary during an investigatory suspension, in accordance with the Fair Labor Standards Act. Pay may be restored if the investigation of the incident absolves the employee.

In recommending a course of action, Insa will take into consideration the following factors:

- Whether the incident occurred in isolation or was a repeat offense.
- Whether the incident violated laws or regulations, including 935 CMR 500, 501, or 502.
- Whether the employee could have endangered themselves or another employee, contractor, vendor, customer, or visitor.
- Whether the employee’s behavior could have resulted in financial error or a loss of revenue.
- The employee’s response to the accusation.

Insa will keep the employee’s test results confidential, treating them the same as any other medical records and disseminating the results only on a need-to-know basis.

### *Cannabis Testing*

As a leader in the medical and adult use cannabis industry, Insa encourages employees to try our products in a safe and legal way when outside the workplace. For this reason, and because there is no test available that shows whether someone is actively under the influence, if an employee is referred for drug testing, it is the Company's position that we do not test for the presence of cannabis.

As such, if an employee is thought to be under the influence of cannabis to an extent that they are unfit to perform their job duties in a safe and effective manner, and that employee's test results do not show evidence of the presence of other substances, Insa may use its discretion under reasonable suspicion to pursue progressive disciplinary action.

### *Training*

All managers will receive training in proper use of the Reasonable Suspicion Checklist. Senior employees should not initiate the investigation process unless there is clear evidence that an employee may be inebriated.

### *Workplace Searches*

Management may conduct searches of Insa property, including desks and lockers, where there is reason to suspect a violation of this policy. An employee who refuses to cooperate with such searches may be subject to Insa's Progressive Discipline Policy.

### *Massachusetts Laws*

At Insa, we want our employees to be educated about cannabis laws and regulations. The following information was pulled from [www.mass.gov](http://www.mass.gov). More information about cannabis regulations can also be found at [www.mass-cannabis-control.com](http://www.mass-cannabis-control.com).

Marijuana is legal in Massachusetts for people 21 and older, but that doesn't mean you can use it anywhere you want.

Here are some basics about the law:

- You can't use marijuana in any form (smoking, vaping, edibles, etc.) in public or on federal land.
- You can have up to 1 oz on you and up to 10 oz in your home.
- You can grow up to 6 plants in your home, and up to 12 plants for 2 or more adults.
- If you have more than 1 oz of marijuana in your home, it has to be locked up. But it's best to keep any amount locked away to keep kids and pets safe.

- Like alcohol, you can't have an open container of any form of marijuana in the passenger area of your car while on the road or at a place where the public has access. It must be stored in a closed container in your trunk or a locked glove compartment.
- It's illegal to drive under the influence of marijuana. If you use, don't get behind the wheel. Instead, use public transportation, ride-shares, or catch a ride with a sober friend.
- Employers, landlords, cities, and towns may have their own policies about the use of marijuana. Check with them to see what is legal.

## 4. Safety and Compliance

### 4.1. Restricted Access - Establishment Agents and Visitors

#### 4.1.1. Purpose

The purpose of this policy is to define how Establishment Agents are given access to Insa facilities.

#### 4.1.2. Scope

This policy applies to all Establishment Agents in Massachusetts. Each Insa establishment within the state of Massachusetts has a separate establishment license; or, if co-located, then each type of operation (Medical or Adult Use) has its own establishment license. Adult Use licenses are further defined as either cultivation, production, or retail, and Establishment Agents are authorized to work under one or more Adult Use licenses dependent on their positions.

#### 4.1.3. Definitions

“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.

“Limited Access Areas,” as defined in 935 CMR 500, are indoor or outdoor areas on the registered premises of a Marijuana Establishment where cannabis or marijuana products or their byproducts are cultivated, stored, weighed, packaged, processed, or disposed, under the control of a Marijuana Establishment, with access limited to only those Marijuana Establishment Agents

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designated by the establishment. Depending on an employee's position, they may have access to only one Limited Access Area or several.

A "High Security Area" is a designated area inside a Limited Access Area that has additional access restrictions and protocols. Such areas include:

- All product storage vaults
- All rooms in which cash handling or storage occurs
- Security offices in which security cameras are stored and/or footage is viewed

A "Visitor" is an individual who is not an Establishment Agent, who is given temporary access to a Limited Access Area using the procedure outlined below.

#### 4.1.4. Procedures

##### *Key Card Access to Limited Access Areas*

Limited Access Areas are defined by clear signage and have key-card entry to prevent unauthorized access.

Establishment Agents are required to tag their key card on the card reader whenever entering a Limited Access Area, including moving between rooms within their department. Establishment Agents may hold doors open for other Establishment Agents but may not allow "piggybacking," meaning that all parties must tag the card reader before entering the area.

##### *Establishment Agents Granted Permanent Access to High Security Areas*

In order to be granted permanent access to High Security Areas, the Establishment Agent must meet the following criteria:

- Be badged under the license that the area is within
- Be required to fulfill all or a significant portion of their duties within that area

Permanent access to High Security Areas is determined by position and can be located in an employee's job description. Contractors who have been licensed as Establishment Agents may be granted permanent access to High Security Areas, but must be escorted by an employee who has been granted permanent access.

##### *Establishment Agents Granted Temporary Access to High Security Areas*

Some Establishment Agents may be granted temporary access to High Security Areas in order to fulfill occasional duties.

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In order to be granted temporary access to High Security Areas, the Establishment Agent must meet the following criteria:

- Be badged under the license that the area is within
- Be supervised by an employee who has been granted permanent access to that area
- Be signed in using a High Security Area Log by an employee who has been granted permanent access to that area

### *High Security Area Logs*

Asset Protection maintains and audits High Security Area Logs. Logs will be maintained for at least 4 (four) years by the Asset Protection Department in accordance with applicable state and federal guidelines.

### *Non-Agent Visitor Access*

Pursuant to 935 CMR 500.110 (4) and 935 CMR 501.110 (3), Insa's Limited Access Areas will not be open to the general public. Authorized Visitors may be permitted to access Limited Access Areas according to the following procedures.

Upon arrival and at departure from Insa's facility, a Visitor will be required to sign in according to the 2-Party Sign-In Procedure. The 2-Party Sign-In Procedure requires that information pertaining to the Visitor be logged in the Visitor Log and verified by two authorized Insa employees.

The Visitor Log which will include the following information:

- Visitor's full name
- Visitor's company (if applicable)
- Visitor's date/time of arrival
- Visitor's date/time of departure
- Purpose of visit
- Name of reception or security employees
- Name of escorting party

Upon entering the facility, all Visitors will be required to present valid, unexpired, government-issued photo identification. No Visitors under 21 years of age will be permitted to enter the facility. Visitors will be given a Visitor Identification Badge that will be required to be visible and worn at all times during the facility visit.

Insa will maintain the Visitor Log records for, at minimum, 4 (four) years. The Visitor Log will be made available to the Massachusetts Cannabis Control Commission ("CCC") or other state or local government officials upon request.

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While at the facility, Visitors will be escorted at all times by an authorized Insa employee. Visitors will be required to wear protective clothing (including, but not limited to, eye protection, coveralls, hair coverings, latex gloves, and shoe coverings) when in areas requiring protection. Visitors are required to follow all sanitization procedures. At a minimum, visitors will be required to wash their hands with hand sanitizer prior to entering the facility to avoid contamination. Visitors will be restricted from handling any marijuana plants or marijuana products. Visitors will not be supplied with RFID Access Cards.

The CCC and other federal, state, and local government officials will be provided access to the facility to perform their official functions and duties.

#### *Visitors Requiring Temporary Access to High Security Areas*

All Visitors requiring access to a High Security Area will be required to sign in using the High Security Area Log maintained by Asset Protection and escorted by an Insa employee who has been granted permanent access.

## 4.2. Insa Safety and Emergency Procedures Manual

Each Insa location has a Safety and Emergency Procedures Manual, which is updated on an annual basis by the Asset Protection and Compliance teams. This manual contains emergency and evacuation procedures and describes Insa's internal alert system. The Safety and Emergency Procedures manual is covered during an employee's New Hire Orientation with Asset Protection.

## 4.3. Anti-Diversion and Clear Bag Policy

All Insa employees, when entering a Limited Access Area, must carry their belongings in a clear bag. Employees may keep sensitive personal item such as medication inside a small opaque bag within their clear bag. Executive and administrative employees who use Company laptops are given a clear backpack upon hire.

## 4.4. Background Check and Agent Licensing Policy

### 4.4.1. Purpose

The purpose of this Background Check and Agent Licensing Policy is to ensure compliance with 935 CMR 500, 501, and 502.

#### 4.4.2. Scope and Administration of this Policy

Insa is a Marijuana Establishment under 935 CMR 500.000, 501.000, and 502.000, and is required to conduct background checks on all prospective Marijuana Establishment Licensees and Marijuana Establishment Agents of the Company within the Commonwealth of Massachusetts.

The Human Resources Department is responsible for the administration of this policy. If you have any questions regarding this policy, or if you have any questions about background checks that are not addressed in this policy, please contact the Human Resources Department.

#### 4.4.3. Definitions

##### Marijuana Establishment Agents (“Agents”)

In accordance with 935 CMR 500.800 and 500.802: Suitability Standard for Registration as a Marijuana Establishment Agent, Insa is required to conduct background checks for all Agents. Per the law, the term “Agents” includes the following individuals: board members, directors, executives, managers, employees, and volunteers. For an individual to be deemed suitable for registration, they must

- be 21 years of age or older;
- have never been convicted in the Commonwealth of distribution of controlled substances to minors or a like offense in another jurisdiction; and
- be suitable for registration in accordance with 935 CMR 500.800 and 500.802.

##### Marijuana Establishment (Adult Use)

A Marijuana Cultivator, Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Retailer, Independent Testing Laboratory, Marijuana Research Facility, Marijuana Transporter, or any other type of licensed marijuana-related business, except a medical marijuana treatment center.

##### Marijuana Retailer (Adult Use)

An entity licensed to purchase and transport cannabis or marijuana product from Marijuana Establishments and to sell or otherwise transfer this product to Marijuana Establishments and to consumers.

##### Marijuana Product Manufacturer (Adult Use)

An entity licensed to obtain, manufacture, process and package cannabis or marijuana products and to transfer these products to other Marijuana Establishments, but not to consumers.

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### Marijuana Cultivator (Adult Use)

An entity licensed to cultivate, process and package marijuana, and to transfer marijuana to other Marijuana Establishments, but not to consumers.

### Medical Marijuana Treatment Center

An entity validly registered under 935 CMR 501.100, that acquires, cultivates, possesses, processes (including development of related products such as edible MIPs, tinctures, aerosols, oils, or ointments), transfers, transports, sells, distributes, dispenses, or administers marijuana, products containing marijuana, related supplies, or educational materials to registered qualifying patients or their personal caregivers. Unless otherwise specified, “MTC” refers to the site(s) of dispensing, cultivation, and preparation of marijuana.

### Marijuana Establishment Licensees

In accordance with 500.801: Suitability Standard for Licensure, Insa is required to conduct background checks for all Licensees. Per the law, the term “Licensees” applies solely to Marijuana Establishment Agents listed on the application for licensure. For an individual to be deemed suitable for registration, they must

- be 21 years of age or older;
- have never been convicted of a felony, in the Commonwealth, or for an offense in another state that would be a felony in the Commonwealth, except for a prior conviction solely for a marijuana offense or solely for a violation of M.G.L. c. 94C, § 34, unless the offense involved distribution; and
- be suitable for registration in accordance with 935 CMR 500.800 and 500.802.

### CORI and Other Background Checks

For the purposes of this policy, “CORI and other background checks” refers to the following:

- Criminal Offender Record Information (CORI)
- A national background check
- A license verification
- Education verification\*
- Employment verification
- Reference checks
- A driving record\*

\*Dependent on a candidate’s position.

### Restricted Access



CORI and other background checks used for employment purposes shall only be accessed for applicants who are otherwise qualified for the position for which they have applied. Unless otherwise provided by law, a criminal record will not automatically disqualify an applicant. Rather, determinations of suitability based on background checks will be made consistent with this policy, 935 CMR 500.000, 501.000, and 502.000, and any other applicable state or federal laws or regulations. Candidates are not permitted to begin work until a satisfactory result has been returned.

All CORI and other background checks obtained by Insa are confidential, and access to the information is limited to those individuals who have a “need to know.” This may include, but is not limited to, hiring managers and Human Resources staff submitting background check requests. Insa also reserves the right to provide relevant information to out-of-state agencies, only for the express purpose of obtaining licenses in those states, in compliance with the applicable state licensing laws and regulations of those states, and all applicants consent to such dissemination as needed. Insa maintains a current list of each individual authorized to have access to or view CORI and other background check information. This list is updated every six (6) months and is subject to inspection upon request by the Department of Criminal Justice Information Services (“DCJIS”) and the Cannabis Control Commission (“CCC”) at any time.

Accordingly, all personnel authorized to review or access CORI at Insa will review and will be thoroughly familiar with the educational and relevant training materials regarding CORI laws and regulations made available by the DCJIS. Insa is an agency required by MGL c. 6, § 171A, to maintain a CORI policy, and all personnel authorized to conduct criminal history background checks and/or to review CORI information will review and will be thoroughly familiar with this policy.

CORI and other background check information is stored, both physically and digitally, in accordance with Insa’s Human Resources Recordkeeping Standard Operating Procedures and in compliance with all applicable state and federal laws.

#### Secondary Dissemination Logs

All CORI obtained from the DCJIS, or any other source, and other background information is confidential and can only be disseminated as authorized by law and regulation. A central secondary dissemination log shall be used to record any dissemination of CORI or other background check information outside this organization, including dissemination at the request of the subject.

#### 4.4.4. Procedures

Insa uses a Consumer Reporting Agency (CRA) to request CORI reports and other background information. All prospective employees, prior to a report being requested, sign the following forms:

1. CORI Acknowledgement Form
2. CRA Authorization Form
3. Federal Fair Credit Reporting Act (FCRA) Disclosure and Authorization

Insa will ensure that all background checks are conducted in compliance with all federal and state statutes, such as the federal Fair Credit Reporting Act (“FCRA”). Through background checks, Insa seeks only information that pertains to the quality and quantity of work performed by the applicant or employee, the applicant’s attendance record, education, and other issues that can impact Insa’s workplace.

As part of background checks, credit information may be collected consistent with FCRA and MCRA. In general, FCRA and MCRA require employers to obtain an applicant’s or employee’s written authorization and consent before obtaining a credit report. In connection with background checks, the Company will

- certify to the consumer-reporting agency that the employer is in compliance with FCRA and will not misuse the information it receives;
- disclose to the applicant or employee, on a separate form, that its plans to obtain a consumer or investigative consumer report and that the information received will be used solely for employment purposes;
- obtain written authorization from the applicant or employee;
- inform the individual of their right to request additional information on the nature of the report and the means through which such information may be obtained;
- inform the applicant that the report may include information about the individual’s character, general reputation, and personal characteristics; and
- provide the individual with a summary of their rights under FCRA.

In addition, MCRA further requires that, if requested by the consumer, the consumer reporting agency must provide the consumer with a copy of the report when completed (M.G.L. Ch. 93, § 53(b)).

If the results of the background check reveal negative information that may affect employment, the Company, prior to initiating any adverse employment action, will inform the applicant or employee of the negative information, provide the applicant or employee with a summary of rights under FCRA and MCRA, provide the applicant or employee with an opportunity to review

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a copy of the background check information, and advise the applicant or employee of their right to dispute inaccurate information within a reasonable time.

### *Pre-Employment*

Upon hire, all candidates are provided with a copy of this policy for review and acknowledgement of receipt. Pre-employment CORI and other background checks will only be made with the express, written permission of the candidate or employee by way of the CORI acknowledgement and other required forms as indicated above. CORI checks will only be conducted as authorized by the DCJIS and MGL c. 6, § 172, and only after all required forms have been completed.

Failure to timely complete the required authorizations may result in termination of Insa's consideration of your application. Falsification or omission of information may result in denial of employment or discipline, up to and including termination.

### *Post-Employment*

Post-employment CORI and other background checks are completed annually for the renewal of an employee's agent licenses. Post-employment CORI and other background checks will only be made with the express, written permission of the candidate or employee by way of the CORI acknowledgement and other required forms as indicated above. CORI checks will only be conducted as authorized by the DCJIS and MGL c. 6, § 172, and only after all required forms have been completed.

### *Suitability for Employment*

#### Marijuana Establishment Agents - New Hires

In order to determine a candidate's suitability for licensure, Insa follows the crime tables as outlined in 500.802: Suitability Standard for Registration as a Marijuana Establishment Agent. Tables B - D pertain to a particular Marijuana Establishment License (Retailer, Product Manufacturer, or Cultivator) and each table has individual restrictions in regard to a Mandatory Disqualification or a Presumptive Negative suitability determination. A copy of these tables is included at the end of this policy.

For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030(1):

- All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.

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- All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions shall not be considered as a factor for determining suitability.
  - Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802: Tables B through D commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period shall commence upon release from incarceration.
  - All suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, the Suitability Review Committee shall:
    - Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802: Tables B through D renders the subject unsuitable for registration regardless of the determination of the licensee.
    - Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

### Verification of Identity

If a criminal record is received from the DCJIS, or any other source, the information is closely compared with the information on the CORI acknowledgement form and any other identifying information provided by the applicant to ensure the record belongs to the applicant. If a determination is made, based on the information provided, that the criminal record belongs to the subject, and the subject does not dispute the record's accuracy, then the determination of suitability for the position or license will be made.

All candidates for whom the background check result returns a suitability determination of Presumptive Negative will be informed in writing that they may face an adverse hiring decision, are provided with:

- a copy of their CORI and other background check results; and
- the DCJIS document "Information Concerning the Process in Correcting a Criminal Record."

Insa will provide any applicant or employee subject to a potential adverse employment decision based on a criminal history record a reasonable period of time of not less than five (5) business days to dispute the record or otherwise provide explanatory information. As part of this process, candidates will be asked to provide a written account of the offense(s) indicated as well as at

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least one letter of reference from a former coworker, preferably a supervisor, whom they have known for a period of at least one (1) year. Insa may proceed with an adverse employment decision notwithstanding any such dispute or explanatory information.

Insa will review the circumstances surrounding the offenses and will take the following factors into consideration when a Presumptive Negative Suitability Determination is made:

- Time since the offense or incident
- Age of the subject at the time of the offense or incident
- Nature and specific circumstances of the offense or incident
- Sentence imposed and length, if any, of incarceration if criminal
- Penalty or discipline imposed, including damages awarded, if civil or administrative
- Relationship of offense or incident to nature of work to be performed
- Number of offenses or incidents
- Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered
- If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense, including, but not limited to, professional or educational certifications obtained
- Any other relevant information, including information submitted by the subject to Insa.

Once Insa has made its own suitability determination, Insa will

- submit the candidate's application for licensing to the CCC, including all relevant documentation submitted by or on behalf of the candidate; or
- remove the candidate for consideration of employment by informing the individual in writing.

If a candidate is selected to move forward with the licensing process, their information will be reviewed by the Commonwealth's Suitability Review Committee, which will make their own determination based on the above factors. In some cases, the state may conclude, despite Insa's recommendation that the candidate move forward, that the candidate is not suitable for hire. Insa will then inform the individual, in writing, of the adverse hiring decision, including all relevant documentation provided by the CCC.

#### Marijuana Establishment Licensees

If an individual is included in any Insa license application, additional background checks must be completed, in compliance with 935 CMR 500.101(1) and (2). In addition to the above requirements, these individuals must also sign an authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, and will be required to provide all information detailing

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all involvement in any criminal or civil or administrative matters, as described in 935 CMR 500.101(1)(b).

#### Agent License Attestations

Once an individual's background check is complete and the individual has been deemed "suitable" for employment with the Company, Insa will submit an application for licensure to the CCC. Depending on the individual's role within the Company, one or more of the following forms must be completed:

- Agent Registration Attestation and Acknowledgement Form (Adult Use)
- Application for Employment – Attestation Form (Medical)

The Agent Registration Attestation and Acknowledgement Form must be completed for all Massachusetts adult use licenses for which the employee is applying. Employees completing this form must attest that

1. they will not engage in the diversion of marijuana products; and
2. acknowledge any limitations on their authorization to cultivate, harvest, prepare, package, possess, test, transport, or dispense marijuana in the Commonwealth.

The Application for Employment – Attestation Form (Medical) must be completed for all Massachusetts medical licenses for which the employee is applying. Employees completing this form must attest

1. that they are at least 21 years old;
2. that they have not made any false statements or representations about their identity or qualifications;
3. that they have not been convicted of a felony drug offense in Massachusetts, or any like violation of the laws of another state, the United States, or a military, territorial, or Indian tribal authority;
4. that their work activities with marijuana for medical purposes in Massachusetts will be in compliance with Chapter 369 of the Acts of 2012, Chapter 55 of the Acts of 2017, G.L. c. 94I and the Cannabis Control Commission (CCC) regulations, 935 CMR 501.000 and 502.000;
5. that they will not engage in the diversion of Medical Use of Marijuana;
6. that they understand that the protections conferred by Chapter 369 of the Acts of 2012, An Act for the Humanitarian Medical Use of Marijuana, and Chapter 55 of the Acts of 2017, G.L. c. 94I, for possession of marijuana for medical use are applicable only within Massachusetts;
7. that they understand that nothing in Massachusetts law or the Cannabis Control Commission (CCC) regulations, 935 CMR 501.000 and 502.000, purports to give immunity under federal law or poses an obstacle to federal enforcement of federal law;

8. that they understand that they are responsible for notifying their MTC principal within one business day after any change to the information that they have submitted, or after they discover that their ID card has been lost or stolen; and
9. that they understand that they must carry their ID card at all times while in possession of Medical Use of Marijuana, including at all times while at an MTC or while transporting marijuana.

### License Application Submission Process

Prospective or current Agents must also submit the following items to Insa:

1. A photo that meets the following criteria:
  - a. Taken in portrait/upright format
  - b. Taken in front of a plain white or off-white background
  - c. Taken within the last 6 months
  - d. Showing only their head and the top of their shoulders
  - e. Taken looking directly at the camera held at eye level
  - f. Taken with both eyes open, and without eyewear
  - g. Taken without any item that covers their face or head, except for religious purposes
2. A state-issued photo ID that meets the following criteria:
  - a. Unexpired
  - b. Has clearly legible text on both sides

If the address listed on the ID is out of date, they must please write their current address on the back of the ID, following the change of address process determined by the state that issued the identification document)

The prospective Marijuana Establishment Agent's application will be submitted by Insa's Human Resources Department. Human Resources will submit the information given by the prospective agent, including any supporting documentation from the background check process as applicable. Once the application has been submitted, the approval process will take 1 – 2 weeks, at which point the Agent will be authorized to be on site in their respective area(s).

### Temporary Agent Licenses

Newly approved Agents will be permitted to begin work (or volunteer service, as applicable) on site once a temporary license has been issued by the CCC. These temporary licenses must be worn visibly on the Agent's person at all times while within the facility. Once the temporary license has been replaced by a physical Agent License, the temporary copy will be shredded by Human Resources.

### Renewal



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All Agent Licenses are renewed annually, in accordance with the expiration date on each ID card. Human Resources will notify the Agent via Company email prior to the renewal period so that the applicable attestations may be completed. Employees must report to the Human Resources office within 3 business days of being notified; any delay caused by the employee's failure to report in a timely manner may result in the existing license expiring before the renewal has processed. As employees may not work with an expired license, Insa reserves the right to suspend work without pay if the employee is at fault. In the case that a license expires and the fault does not rest with the employee, Insa will compensate the employee for any missed work.

Agents must have a current (within 1 year of submission) background check on file prior to submission of the renewal.

#### Replacement Program ID Card

A Replacement Program ID Card may be requested if a card is lost or stolen. Employees who report a lost or stolen card may not work until Human Resources has submitted a request for a replacement and has notified the employee that they may return to work. Human Resources will ensure that the employee has all required documentation on their person to show that the request has been submitted, per CCC guidance.

#### Termination of Employment

Upon termination of employment, all Agent Licenses must be returned to Insa for de-registration and disposal. Human Resources is responsible for de-registration and disposal.

#### Restricted Access

All Agent License information is confidential, and access shall be limited to the Human Resources Department and the CCC.

#### Retention and Disposal

All CORI and other background checks and Agent License information will be retained and disposed of in accordance with Insa's Master Records Retention schedule.

## 4.5. Workers' Compensation Claims

Workers' compensation is a no-fault system designed to provide benefits to all employees for work-related injuries. Workers' compensation insurance coverage is paid for by employers and governed by state law. The workers' compensation system provides for coverage of medical treatment and expenses, occupational disability leave, and rehabilitation services, as well as payment for lost wages due to work related injuries. If employees are injured on the job while working at Insa, no matter how slightly, they are to report the incident immediately to their



supervisor. Consistent with applicable state law, failure to report an injury within a reasonable period of time could jeopardize their claim for benefits.

To receive workers' compensation benefits, employees must notify their supervisor immediately of their claim. If an employee's injury is the result of an on-the-job accident, they must fill out an accident report. They will be required to submit a medical release before returning to work. Human Resources is responsible for handling all claim submissions.

## 4.6. Workplace Violence Prevention

### 4.6.1. Purpose

Insa is concerned about the well-being and personal safety of its employees and anyone doing business with the Company. Consequently, we have adopted this zero-tolerance policy, which strictly prohibits workplace violence. Acts of or threats of violence, whether clearly expressed or implied toward individuals in the workplace, are prohibited and will not be tolerated. This policy defines prohibited conduct and general procedures and potential responsive steps in the unfortunate event that workplace violence occurs despite these preventive measures.

### 4.6.2. Scope

This policy applies to everyone employed by Insa. Additionally, we do not tolerate violence against employees by non-employees, (e.g. guests, vendors, or customers) nor do we tolerate violence against non-employees by employees. This policy applies to conduct at an employee's normal worksite, at office parties, off-site meetings, and other work-related events.

Furthermore, threats of violence between employees that occurs via text messages, video, voicemail, email, social media, graphics, downloaded material, websites, or other forms of digital communication is in violation of this policy.

### 4.6.3. Definitions

Workplace violence is any conduct that is severe, offensive or intimidating enough to make an individual reasonably fear for their personal safety or the safety of family, friends or property.

Examples of conduct that may be considered an act of or threat of violence under this policy include, but are not limited to:

- Fighting or "horseplay," which causes physical injury to another person or other conduct that may be dangerous to others.

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- Aggressive or hostile behavior that creates a reasonable fear of injury to another person or subjects another person to emotional distress.
  - Conduct that threatens, intimidates or coerces another employee, customer, vendor, etc. in a manner that would make the individual feel unsafe.
  - Use of Insa resources to threaten, stalk or harass anyone at or outside the workplace.
  - Intentionally damaging employer property or property of another employee, customer, vendor, etc.
  - Possession of a weapon while on company property or while on company business. Weapons may include, but not be limited to any firearm, loaded or unloaded, assembled or disassembled, including pellet, "BB" and stun guns; knives (and other similar instruments) other than small utility knives present in the workplace for approved work purposes or for the specific purpose of food preparation and service; any switch-blade knife; brass knuckles, metal knuckles, and similar weapons; bows, cross-bows and arrows; explosives and explosive devices, including fireworks, ammunition and/or incendiary devices; throwing stars, nun-chucks, clubs, saps, and any other item commonly used as, or primarily intended for use as a weapon; self-defense chemical sprays (mace, pepper spray) in canisters or containers larger than two ounces; any object that has been modified to serve as, or has been employed as, a dangerous weapon.

Indirect or direct threats of violence, incidents of actual violence, and suspicious individuals or activities should be reported as soon as possible to a member of the Security team. When reporting a threat or incident of violence, the employee should be as specific and detailed as possible. Employees should not place themselves in peril, nor should they attempt to intercede during an incident.

Employees are encouraged to report safety concerns with regard to intimate partner violence and should promptly inform the Human Resources Department of any protective or restraining order that they have obtained that lists the workplace as a protected area. Insa will not retaliate against employees making good-faith reports. Insa is committed to supporting victims of intimate partner violence by providing community resources, and by providing time off for reasons related to intimate partner violence.

### *Investigations and Enforcement*

Insa will promptly and thoroughly investigate all reports of threats of violence or incidents of actual violence and of suspicious individuals or activities. The identity of the individual making a report will be protected as much as possible. Insa will not retaliate against employees making good-faith reports of violence, threats, or suspicious individuals or activities. To maintain workplace safety and the integrity of its investigation, Insa may suspend employees suspected of workplace violence or threats of violence, either with or without pay, pending investigation.

Anyone found to be responsible for threats of or actual violence or other conduct that is in violation of these guidelines will be subject to prompt disciplinary action, up to and including termination of employment.

Insa encourages employees to bring their disputes to the attention of their supervisors or the Human Resources Department before the situation escalates. Insa will not discipline employees for raising such concerns.

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# Qualifications and Training Plan

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## 1. Overview

In order to hire and the most qualified candidates and effectively train employees, Insa (the “Company”) has developed the following Qualifications and Training Plan pursuant to 935 CMR 500.105(2) and all other applicable Cannabis Control Commission (the “Commission”) guidance. This plan describes in detail the Company’s comprehensive set of policies and procedures developed to ensure that all employees receive adequate training in order to maintain regulatory compliance, uphold Company values and standards, and protect the health and safety of employees, purchasers, and the general public. This plan also includes an overview of the Company’s hiring and recruiting practices including a Staffing Plan.

## 2. Staffing Plan

The Company has developed the following Staffing Plan in order to adequately staff its proposed facility to dispense cannabis lawfully, effectively, and efficiently. The following table reflects the best estimate of staffing needs based on The Company’s experience and the fulfillment of 935 CMR 500.105(2)(i). Table 1 below is a complete listing of positions required for the effective operation of the Company’s Salem facility.

*Table 1. Staffing Plan Table*

Home Location	Department	Position	FT Positions
Salem	Asset Protection	Security Associate	3
Salem	Asset Protection	Security Lead	2
Salem	Inventory Management	Inventory Coordinator	1
Salem	Inventory Management	Inventory Specialist	6
Salem	Retail	Retail Assistant Manager	3
Salem	Retail	Retail Associate	16
Salem	Retail	Retail Lead	4
Salem	Retail	Retail Manager	1
		<b>Total:</b>	<b>36</b>

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## 2.1. Recruiting and Hiring

The Company's Human Resources Department has developed effective hiring and recruiting practices that are consistent with all applicable state and federal labor laws. Under the direction of the director of human resources, the Company has created materials and procedures including an internal hiring approval process and forms, standardized interview questions and practices, and detailed onboarding and orientation procedures to identify the most qualified candidates for each position and to prevent any bias or discrimination.

## 3. Employee Training Program

The Company has developed a comprehensive Employee Training Program to ensure employees receive the training required for the safe, lawful, and effective storage and dispensing of cannabis and cannabis products. This program includes all trainings required pursuant to 935 CMR 500.105(2), in addition to in-depth trainings on security measures, relevant operational procedures, product knowledge, and on any other area critical to maintaining compliance with state, local, and federal laws.

### 3.1. community outreach and training coordinator

The community outreach and training coordinator oversees and administers The Company's Employee Training Program. The community outreach and training coordinator is responsible for the creation of new hire training materials, such as Quick Start Guides (QSG) which are concise step-by-step reference materials. The community outreach and training coordinator also develops and creates other training materials such as handouts, posters, and presentations among others to supplement continued training and employee education.

The community outreach and training coordinator ensures these materials are kept up to date as needed in accordance with any regulatory or procedural or operational changes. Additionally, they maintain a training database containing all training and materials as well as records of training sessions completed by employees.

The Company's director of human resources works with the community outreach and training coordinator to review employee training records on a quarterly basis to ensure completion of mandatory trainings by all employees.

### 3.2. Designated Trainers

The community outreach and training coordinator works with department managers to select designated trainers among the staff; in some departments, depending on size, more than one employee may serve as a designated trainer. To be considered for selection, an employee must have completed their 90-day introductory period and be in good standing with the Company with no major disciplinary actions. Once selected, a designated trainer receives in depth training by the community outreach and training coordinator including instruction on conducting employee training and retraining. designated trainers also receive access to additional training and reference materials such as answer keys to review portions and final examinations.

### 3.3. Designated Trainer Evaluation and Feedback

Designated trainers are evaluated periodically using two methods. The first is a digital feedback survey given to every employee upon completion of a training. These surveys include questions such as “What part of the training was most successful?” and “What would you change to improve the training experience?” The community outreach and training coordinator uses the feedback collected from these surveys to refine the Company’s training program, provide guidance to designated trainers, and to create additional educational materials.

Another form of feedback utilized by the Company is periodic performance observations of the employees trained by designated trainers. These observations will be performed by members of leadership while the evaluated employee conducts their regular responsibilities. Observations are carried out with a standardized form for the member of leadership to fill out, it considers metrics such as register accuracy and product knowledge, among others. These forms are given to the community outreach and training coordinator for evaluation.

### 3.4. Responsible Vendor Training Program

The Outreach and Training Manager schedules and arranges for employee completion of the state-mandated responsible vendor training. All Company employees complete the responsible vendor training by an approved responsible vendor within 90 days of employment and annually thereafter pursuant to 935 CMR 500.105(2)(b).

The community outreach and training coordinator maintains records related to responsible vendor training that include, at minimum, the following:

- Employee Name
- Agent Identification Card Number



- Date of Hire
- Date of Responsible Vendor Training Completion
- Proof of Responsible Vendor Training Completion
- Approved Responsible Vendor Name

The director of human resources reviews records related to the responsible vendor training Program on a quarterly basis to ensure the company maintains compliance.

The Company will only complete responsible vendor training with vendors listed by the Commission as approved responsible vendors.

## 4. Employee Training Materials and Procedure

The following are some of the materials and procedures the Company has developed in order to ensure employees are trained in compliance with all regulations put forward by the Commission, and all company policies and standards.

### 4.1. Standard Operating Procedures

The Employee Training Program relies on the Company's set of standard operating procedures (SOP). The Company's SOPs are a comprehensive set of documents containing step-by-step instructions, describing in detail all procedures that occur as part of The Company's regular operations. The Company's SOPs help to ensure compliance with Company policies, external regulation, quality control and consistency of process, improving performance management, and standardizing training and implementation of new processes. The SOPs are organized in a digital library allowing for ease of access and use. Currently the company has created over 250 SOPs.

SOP development and review is managed by the Compliance Department in collaboration the Operations Team and applicable department leadership to ensure compliant, accurate, and effective SOPs. SOPs are regularly audited by the Compliance Department and will be reviewed and updated in a timely manner after any change in applicable regulations or operational procedures.

All new and updated SOPs are issued to the community outreach and training coordinator who is responsible for updating training materials accordingly. The community outreach and training coordinator will also initiate employee retraining for new procedures when applicable.

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## 4.2. Training Schedule

The community outreach and training coordinator is responsible for ensuring all employees complete state and company mandated trainings compliantly and promptly. The community outreach and training coordinator works with department management in order to schedule employees so as not to disrupt business operations.

In order to ensure that all employees complete the state mandated responsible vendor training, The Company will arrange a recurring class with an approved responsible vendor at least every 60 days. If an employee is unable to attend one of these recurring classes, or if there are not enough new employees to warrant a private class, the employee(s) will be scheduled to attend a state approved live webinar offered by a responsible vendor.

After the employee has completed their initial responsible vendor training, The Company will maintain receipt of completion for a period of seven years following the termination of the employee pursuant to 935 CMR 500.105(9)(d). The Company also maintains a digital tracking system to ensure employees complete responsible vendor training on an annual basis.

Employees receive a minimum eight hours of training per year pursuant to 935 CMR 500.105(2)(a), including responsible vendor training. These additional ongoing training includes presentations, informational meetings, and team building activities that emphasizes necessary skills and procedures. The community outreach and training coordinator tracks all records of employee training in the digital tracking system to ensure completion of this requirement.

## 4.3. Training Modules and Profiles

The Company utilizes training modules and training profiles as organizational units to aid in the implementation of the Employee Training Program. Each is outlined in detail in the following sections.

### 4.3.1. Training Modules

The Company divides training into cohesive and manageable segments called training modules. Training modules include SOPs, QSGs, policies, along with other materials and may also include informational presentations on topics such as product knowledge and customer service skills.

Training modules are organized in order to maximize information retention. All employee training begins with federal, state, and local laws and security procedures, then proceeds to specialized job responsibilities such as register training. For example, to be compliant with regulation 935 CMR 500.110(4)(d), all employees are trained on proper agent identification card

protocols. Each module will have a training portion, daily review, and culminates with a final examination. An up to date list of Training Modules will be available upon request pursuant to 935 CMR 500.105(9)(d).

#### 4.3.2. Training Profiles

Training profiles are collections of training modules applied to different Company positions or job responsibilities. As the Company continues to develop, more training profiles may be developed and added by the community outreach and training coordinator. In addition to receiving training based on the appropriate training profile, all employees receive required trainings.

*Table 2. Training Profiles*

Profile Name	Staff included in profile (Job Titles)	Names of Training Courses in Profile
Company Leadership	CFO, CEO, COO	Sexual Harassment
Retail Basics	Retail Associate, Retail Lead, Retail Assistant Manager, Retail Manager, Retail GM	Policy & Employee Conduct Opening, Closing, & Store Maintenance Customer Service The Front Desk The Register & Cash Handling General Policies for Leadership Customer Troubleshooting Drawers, Deposits, & Discounts Leadership Opening and Closing Menu Updating Sales Floor Inventory

Management Training	Retail Lead, Retail Assistant Manager, Retail Manager, Retail GM	Manager Trainer Concierge Role Prevention of Overselling Purchaser Confidentiality Incident Reporting Denial of Service Returns and Exchanges Transaction Troubleshooting Cash Deposit Creation Change Fund Verification Drawer Setup Final Asset Collection Employee Purchases Drawer Setup Daily Summary Manager Opening/Closing Drawer Reset
Inventory Training	Inventory Specialist, Inventory Coordinator	Initiate Transfer Between Licenses Cannabis Waster Processing Inventory Adjustments Count Process and Audits Vault Truing Guide Vault Setup

#### 4.4. Daily Training Checklists

In order to ensure that all training modules are completed and conducted in the appropriate order, and that all relevant SOPs and QSGs are explicitly covered, The Company maintains daily training checklists. These checklists contain a list of all components required for each module. At the completion of the training module, both the employee being trained, and the designated trainer check off each item listed. After all items have been completed, the sheet is signed and dated by both parties.

If a certain material or procedure was not covered, the item is highlighted on the checklist for completion at the next training session. When that item has been completed, it is dated and initialed by the employee and designated trainer.

## 4.5. Daily Training Reviews

Each daily training checklist includes a review portion. These reviews utilize written tests that focus on compliance, federal, state, and local laws, product knowledge, safety training, and other topics. Each training module has a daily training review portion that the employee completes the day after receiving the training.

If an employee scores less than 70% on a daily training review, they are required to retake the training module. This Review prepares employees for the final training examination, as these tests are built upon the daily training reviews. The review questions help reinforce areas of importance.

## 4.6. Final Examinations

On the final day of an employee's initial training, employees are required to take multiple final training examinations. In order to successfully complete the training, the employee must pass every test with a score of 80% or better. This ensures employees have established the required knowledge to conduct their responsibilities safely, compliantly, and effectively. Upon successful completion, the employee receives a certificate from the community outreach and training coordinator.

If an employee does not pass a final training examination, the employee may receive up to two days of additional training to cover the materials and procedures of which the employee's knowledge was deficient. These trainings are facilitated by a department manager or member of Company Leadership. At the end of the extended training period the final training examinations will be retaken. If a failure occurs again, there will be a meeting held between the employee and management on the employee's suitability for the role or to investigate and identify areas the training may have failed.

## 5. Employee Retraining

In addition to trainings required annually or during an employee's introductory period, there are circumstances where additional training will be required. Further, the Company recognizes the importance of keeping its employees informed on all subjects related to cannabis, particularly regarding federal, state, and local regulations.

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## 5.1. Training Briefs

The community outreach and training coordinator works closely with department managers and Company Leadership in order to establish areas of need and to monitor operational or regulatory changes and developing concerns. The community outreach and training coordinator develops lesson plans and creates training materials such as informational presentations, and training briefs. Training briefs are 15-minute retraining sessions conducted while staff is gathered at morning and/or nightly meetings.

These sessions are reinforced by physical training materials such as handouts and posters hung in employee high visibility areas. Additionally, the community outreach and training coordinator utilizes the library of educational presentations developed by the Company, covering various topics such as safety protocols, safe and lawful cannabis use, the history of cannabis legality, and the chemical composition of cannabis, among others. These presentations and materials are adapted to suit any retraining opportunity, including sudden regulatory changes that require additional training.

## 5.2. Events Which Initiate Retraining

The following are events or circumstances which initiate employee retraining. The type and scope of retraining required are determined on a case-by-case basis by the community outreach and training coordinator and applicable department managers and Company Leadership depending on the nature of the event or circumstance.

### 5.2.1. Regulatory, Operational or Procedural Changes

In the event of a regulatory, operational, or procedural change, the Compliance Department will revise or develop a new SOP. After the approval process is completed, the Compliance Department will issue the SOP to the applicable department manager and the community outreach and training coordinator. The community outreach and training coordinator will then revise all training materials and procedures to reflect the newly issued SOP.

In collaboration with the department managers and Company Leadership, the community outreach and training coordinator will determine the scope and type of retraining required and will oversee implementation of the required training.

*Corrective Actions*

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There are several types of corrective actions that the Company may initiate in the instance of employee error or substandard work. The employees' department manager may assign the employee to retake one or more training modules or request personalized training to address the issue.

If personalized training is requested, the community outreach and training coordinator will design and oversee the training. In the case of trainings initiated by corrective action, the trainings will be evaluated and established on a case by case basis.

## 6. Compliance Training

All employees receive in-depth compliance training during their first day of training. Compliance training is tailored to an employee's role and responsibilities but includes, at a minimum, a detailed overview of all pertinent Commission regulations, and any other applicable federal, state, and local laws. These trainings will also cover issues related to diversion, education, and the safe and lawful handling of cannabis. The compliance training includes record keeping procedures pursuant to 935 CMR 500.105(9). In addition to receiving compliance training during their initial training period, all employees receive compliance training on an annual basis.

### 6.1. HIPAA and OSHA Training

The Human Resources Department is responsible for conducting training on Health Insurance Portability and Accountability Act (HIPAA) and the Occupational Safety and Health Act (OSHA). The Human Resources Department ensures employees understand these regulations as they relate to their job duties and responsibilities and are informed of the procedures the Company has established to identify and correct safety concerns.

### 6.2. Federal Law Training

An employee's first day of training, regardless of department, includes a comprehensive compliance training module. This training covers in detail cannabis' legal status on the federal, state, and local level. This training program will include the following topics:

- Federal, state, and local legality
- "Red Flag" training
- Company compliance policies

- Laws regarding diversion

Additionally, employees are trained to follow all applicable state and federal environmental requirements.

## 7. Security Training

The first day of training for all new employees includes, regardless of department, comprehensive security training. This training includes at minimum a facility tour and a detailed overview of the Company's Emergency Action Plan and any other relevant security protocols. The facility tour includes a walkthrough of the facility's limited access areas, the locations of all emergency exits, and the locations of panic buttons. Emergency exits are shown immediately and will be reinforced through annual fire drills.

Employees are also trained on the usage and policy regarding radio-frequency identification (RFID) card access system and other security features present in the facility. Security training will be completed by all employees on an annual basis.

Employees working in the Asset Protection Department will be trained to fulfill all requirements of 935 CMR 500.110.

### 7.1. Heath Risk Training

Another module the Company utilizes during the training period covers the health risks of cannabis usage. This training program includes the following topics:

- At-risk groups
- Cannabis addiction
- Cannabis usage side effects
- Purchaser Handbook and other educational materials

### 7.2. Safety Training

In order to maintain a safe and clean work environment, all employees will undergo safety training. Employees will be trained on cleanliness standards, such as acceptable hygiene and cleanliness standards. This training also emphasize instances when additional protective and/or



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sanitary equipment is to be used, and where appropriate personal protective equipment (PPE) is located in pursuit of 935 CMR 500.105(1)(b).

## 8. Recordkeeping and Oversight

Pursuant to 935 CMR 500.105(9)(d), all training records will be maintained by the community outreach and training coordinator. community outreach and training coordinator will record, at a minimum, the following information:

1. Employee name
2. Employee department
3. Number of training hours fulfilled
4. Date of completed training
5. Date of retraining, if required
6. Employee quiz score, if applicable
7. Name of trainer
8. Trainer overall evaluation score

Once a training has been completed, the Human Resources Department will enter all information into the Company's human resources information system (HRIS) for recordkeeping purposes. This system allows the community outreach and training coordinator to be notified when employees' annual trainings are approaching renewal. In addition to this digital database, the community outreach and training coordinator generates a certificate of completion of the Employee Training Program to be given to employees. A copy of this certificate is maintained in employees' personnel files.

At the end of each quarter, the community outreach and training coordinator presents a report to the director of human resources and the Chief Executive Officer (CEO) which contains the following:

1. A list of all training completed by new hires within that quarter
2. A list of training completed by all current employees (initial training, retraining, and/or training as a result of disciplinary action)
3. Performance metrics
  - a. Rate of success based on test scores
  - b. Percentage of retaining or extended training required
  - c. Trainer evaluations

The quarterly reports are compiled into an annual report in the fourth quarter of every year and reviewed by the director of human resources and the CEO to ensure the following criteria are met:

1. That the Employee Training Program has complied with all state and federal training requirements as well mandated by Company policy.
2. That all employees have fulfilled their training within the required timeframes (i.e. within 90 days of hire or annually).
3. That any employee who has been promoted or transferred has received department-specific training.
4. That designated trainers' performance is being evaluated properly and that any negative feedback has been addressed constructively.
5. That the Employee Training Program is effectively preparing employees for their job responsibilities.

Using the data available, the director of human resources and the CEO will assign a grade to the Employee Training Program. If any of the metrics evaluated reveal a failure to meet these requirements, the director of human resources and the CEO will work with the community outreach and training coordinator to create a plan for improvement with a timeframe for expected results.

## 9. Employee Handbook

The Human Resources Department has created a comprehensive collection of all the Company policies, the Employee Handbook. During the onboarding phase, employees receive access to this document, available digitally on the timeclock platform. Physical copies are also available for reference upon request. After reviewing the handbook, the employee completes a sign off sheet that states they understand they are responsible for following all company policies, including those related to upholding all Commission regulations.

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# Quality Control and Testing Procedures

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## 1. Overview

Pursuant to 935 CMR 500.105(3), 935 CMR 500.160, and all other applicable Cannabis Control Commission (the “Commission”) guidance, Insa (the “Company”) has developed the following Quality Control and Testing Procedures. No cannabis products shall be sold or otherwise marketed that have not first passed testing by an independent testing laboratory.

### 1.1. Independent Testing Laboratory

All testing will be conducted by an independent laboratory licensed by the Commission. Testing of environmental media (e.g. soils, solid growing media, and water) will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries, published by the Commission. All products will be tested in accordance with all applicable state regulations and testing shall be conducted in accordance with the frequency required by the Commission. All transportation of cannabis to and from laboratories for the purpose of testing services will comply with all applicable state regulations. The Company will ensure that the storage of cannabis at a laboratory providing cannabis testing services will adhere to the following:

- Have adequate lighting, ventilation, temperature, humidity, space, and equipment
- Have separate areas for storage of cannabis that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, until such products are destroyed
- Storage areas shall be maintained in a clean and orderly condition and free from infestation by insects, rodents, birds, and pests of any kind
- Have storage areas maintained in accordance with the security requirements required by the Commission (935 CMR 500.110) as well as the Company’s policies and procedures.

The Company shall maintain the results of the all testing for no less than one year. Clones are subject to testing requirements but are exempt from testing for metals.

## 2. Sampling Procedures

In order prepare uncontaminated, representative samples of cannabis materials and products, the Company has developed the following sampling procedures in compliance with all Commission regulations and according to best industry practices including standards regarding testing developed by ASTM International.

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## 2.1. Pre-Sampling Preparation

All sampling equipment and information must be collected prior to beginning sampling. This includes but is not limited to:

- Sample collection plan for each product type
- Logbook or sample collection forms
- Chain-of-custody forms (COCs)
- Disposable gloves
- Decontaminated tool(s), such as a spatula, knife, sampling spear, or pipette
- Stainless steel bowl and instrument to homogenize the product (e.g., by stirring, chopping, or grinding)
- Clean, decontaminated surface for sample processing
- Sample containers appropriate for the analyses required
- Container labels and pen with indelible ink
- Electronic scale and/or other measurement equipment
- Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples
- A cooler with ice to keep samples cool until refrigeration or shipment to the laboratory

Sample labels will be prepared and affixed to the sample containers prior to sampling. At a minimum, the labels will include the batch and sample IDs, the date/time of collection, and the employee performing the sample collection.

## 2.2. General Sampling Protocols

Samples from each production batch must be collected in a ready-to-use condition. Ready-to-use means either ready for packaging/post-packaging for sale or ready to be used as an intermediate product/ingredient in producing other cannabis products. Guidelines are outlined as follows:

- Employee performing the collection must wear disposable gloves to mitigate contamination.
- Sampling tools and surfaces must be cleaned and decontaminated before sampling a new cultivation or production batch. Any tools or equipment needed for sampling will be laid out in advance.
- The collection of samples from each cultivation or production batch will be done one at a time. After the collection of one cultivation or production batch is complete the person can continue to the next cultivation or production batch.



- The sample will be collected using the appropriate decontaminated stainless-steel tools (or tools made from another inert material) and placed in an appropriate sample container made of suitable materials. Employees collecting the samples will not touch the samples with their hands or allow the sample to touch anything that would cause cross contamination.
- If necessary, place the sample in the stainless-steel bowl or on a decontaminated cutting surface for homogenizing the sample using either the sample collection tool or separate clean, decontaminated instrument.
- Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
- To avoid cross contamination of samples, any tools or equipment that comes in contact with the finished plant material or other cannabis products should be cleaned before collecting the next sample.
- All samples should be placed in clean, airtight sample containers that are large enough to hold the prescribed sample quantity with minimal headspace. Sample containers must be firmly closed and appropriately labeled.
- To preserve the chemical and biological composition of the samples, they should be refrigerated or maintained with ice until shipped to the analytical laboratory.

All samples will be tracked in Metrc and will be manifested for transport to ensure chain of custody is maintained throughout the sampling process.

All excess cannabis must be returned to the Company and be disposed of pursuant to 935 CMR 500.105(12) following the Company's waste disposal policies and procedures.

## 2.3. Sample Homogeneity

The Company has established the following sample homogeneity protocols for each type of cannabis material or product requiring testing.

### 2.3.1. Finished Plant Material

In order to ensure that a homogenous sample is collected from each production batch, employees will follow the finished plant material homogeneity protocols:

- Samples will be collected after drying and trimming of the inflorescences and representative of the entire production batch in terms of maturity and composition.

- Inflorescences samples will be ground and mixed thoroughly to ensure a homogeneous sample
- The ground sample will then be divided into a square shape and divided into four equal quarters. Samples will be taken from two opposite corners. This process is repeated until there is adequate a material for sampling. The remaining material may be used for microbiological and contaminant testing.

### *Minimum Representative Sample*

The minimum representative sample (as determined by the independent testing lab) is 4.0 grams. The number of samples will be determined based on size the of production batch:

- Three samples from production batches less than equal to 1 kg
- Five samples from production batches greater than or equal to 1 kg and less than 5 kg
- Ten samples from production batches greater than or equal to 5 kg

### 2.3.2. Cannabis Oil Concentrates

A homogenous sample will be collected from each production batch. Employees will follow the finished plant material homogeneity protocols:

- Cannabis oil will be thoroughly stirred or mixed before sampling to ensure homogenization of the sample
- One sample for each production batch of at least 3.2 grams (according to the independent testing laboratory) will be collected from each production batch.
- The sample will be collected using clean, stainless steel tools (or tools made from another inert material) and placed in an appropriate sample container made of suitable materials.
- The sample will be submitted to an independent testing laboratory.
- If the sample cannot be adequately mixed, then sampling will be done in accordance with the sample for resins.

### *Minimum Representative Sample*

The minimum representative sample (as determined by the independent testing lab) is 4.0 grams. The number of samples will be determined based on size the of production batch:

- Three samples from production batches less than equal to 1 kg
- Five samples from production batches greater than or equal to 1 kg and less than 5 kg
- Ten samples from production batches greater than or equal to 5 kg

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### 2.3.3. Resins

For material to be deemed homogenized, solid and semi-solid products such as resin should be ground and thoroughly mixed, if possible. A grinding device that minimizes loss will be used. The grinding device must be cleaned thoroughly after each use. Employees are to complete the following steps to ensure compliance with protocols:

- The ground sample will then be divided into a square shape and divided into four equal quarters. Samples will be taken from two opposite corners. This process is repeated until there is adequate a material for sampling. The remaining material may be used for microbiological and contaminant testing.
- If grinding is impracticable, then sub-samples will be collected from the lower, middle, upper sections of the product mass. The product mass will be cut into sections to allow for adequate sampling. This process will be repeated until enough material has been collected for testing. If possible, the sub-sections will be composited into one sample.
- The sample will be collected using clean, stainless steel tools (or tools made out of another inert material) and placed in an appropriate sample container made of suitable materials.

#### *Minimum Representative Sample*

The minimum representative sample (as determined by the independent testing laboratory) is 2.9 grams. The number of samples will be determined based on size the of production batch:

- Three samples from production batches less than equal to 1 kg
- Five samples from production batches greater than or equal to 1 kg and less than 5 kg
- Ten samples from production batches greater than or equal to 5 kg

### 2.3.4. Marijuana Infused Products

Marijuana infused products (MIPs) should be ground and thoroughly mixed, if possible, to be homogenized. A grinding device that minimizes loss will be used. The grinding device must be cleaned thoroughly after each use. Employees should use the following steps to ensure all protocols are met:

- The ground sample will then be divided into a square shape and divided into four equal quarters. Samples will be taken from two opposite corners. This process is repeated until there is adequate a material for sampling. The remaining material may be used for microbiological and contaminant testing.

- If grinding is impracticable, then sub-samples will be collected from the lower, middle, upper sections of the product mass. The product mass will be cut into sections to allow for adequate sampling. This process will be repeated until enough material has been collected for testing. If possible, the sub-sections will be composited into one sample.
- The sample will be collected using clean, stainless steel tools (or tools made from another inert material) and placed in an appropriate sample container made of suitable materials.

### *Minimum Representative Sample*

The minimum representative sample (as determined by the independent testing laboratory) is 4.0 grams or one product serving. The number of samples will be determined based on size the of production batch:

- Three samples from production batches less than equal to 1 kg
- Five samples from production batches greater than or equal to 1 kg and less than 5 kg
- Ten samples from production batches greater than or equal to 5 kg

## 2.4. Quality Control

For every 20 samples collected, one duplicate sample will be collected for quality control purposes. The control sample will be collected on the same day as the active sample and derived from the same product batch. The control sample will not be identified to the independent laboratory but will be used by the Company to determine variances in sampling and/or analysis procedures. Quality control samples and results will be documented in the Commission test result tracking sheet.

All cannabis samples are tested for the cannabinoid profile and for contaminants as specified by the Commission including mold, mildew, heavy metals, plant-growth regulators, and the presence of non-organic pesticides

## 3. Testing Results

Testing results are divided into several categories. Each category must be passed to allow movement of the product to the next step of production/sales. The entire production batch must be stored in a secure, cool, and dry location until analytical results are returned by the laboratory.

### 3.1. Metals

Finished cannabis products must be tested for four metals. A production batch of finished cannabis products (e.g., finished plant material, cannabis resin, or cannabis concentrate) may only be dispensed to purchasers if all four of the metals are below the upper limits for the respective product and intended use.

*Table 1. Analysis Requirements and Recommended Limits for Metals in Finished Cannabis Products*

<b>Analysis Requirements and Recommended Limits for Metals in Finished Medical Marijuana Products</b>		
	<b>All Uses Upper Limit (µg/kg)</b>	<b>Ingestion Only Upper Limit (µg/kg)</b>
Arsenic (inorganic)	200	1,500
Cadmium	200	500
Lead	500	1,000
Mercury (total)	100	1,500

### 3.2. Pesticides and Plant Growth Regulators

A production batch of finished plant material may be dispensed to purchasers or used to make other cannabis products if no individual pesticide or plant growth regulator is detected above 10 ppb.

The minimum list of pesticides to be test are as follows:

Table 2. Minimum Analysis Requirements for Residues of Pesticides and Plant Growth Regulators Commonly Used in Cannabis Cultivation

Minimum Analysis Requirements for Residues of Pesticides and Plant Growth Regulators Commonly Used in Cannabis Cultivation		
Pesticide	Use	Residue Analytical Methods
Bifenazate	Acaricide	LC; LC-MS/MS
Bifenthrin (synthetic pyrethroid)	Insecticide	GC-ECD; GC-MS/MS
Cyfluthrin (synthetic pyrethroid)	Insecticide	LC; GC-MS/MS
Etoxazole	Acaricide	GC-MS(/MS)
Imazalil	Fungicide	GC-ECD; LC-MS/MS
Imidacloprid	Insecticide	LC-MS/MS
Myclobutanil	Fungicide	GC-ECD; GC-NPD; GSMS/MS; LC-MS/MS
Spiromesifen	Insecticide	GC-MS; LC-MS/MS
Trifloxystrobin	Fungicide	GC-NPD; GC-MS/MS; LC-MS/MS

Source AHP (2013)

ECD = Electron capture detector; FLD = Fluorescence detector; GC = Gas chromatography;

MS = Mass spectrometry; NPD = Nitrogen phosphorous detector; LC = Liquid chromatography

### 3.3. Microbiological Contaminants and Mycotoxins

Requirements for total viable aerobic bacteria, total yeast and mold, total coliforms, and bile tolerant gram- negative bacteria are given in colony forming unit (CFU) counts per mass of product sample. The requirement for pathogenic E. coli and Salmonella spp. is based on detection in a 1-gram sample, and the requirement for mycotoxins is based on the concentration per kilogram of sample.

The limits of quantification thresholds for microbiological contaminants and mycotoxins are as follows:

Table 3. Analysis Requirements for Microbiological Contaminants and Mycotoxins

Analysis Requirements for Microbiological Contaminants and Mycotoxins in Medical Marijuana Products <sup>(1)</sup>						
Cannabis Material	Total Viable Aerobic Bacteria (CFU/g)	Total Yeast and Mold (CFU/g)	Total Coliforms (CFU/g)	Bile tolerant Gramnegative Bacteria (CFU/g)	E. Coli (pathogenic strains) and Salmonella spp.	Mycotoxins <sup>(3)</sup>
Unprocessed Materials <sup>(2)</sup>	10 <sup>5</sup>	10 <sup>4</sup>	10 <sup>3</sup>	10 <sup>3</sup>	Not detected in 1 gram	<20 µg of any mycotoxin/kg of material
Processed Materials <sup>(2)</sup>	10 <sup>5</sup>	10 <sup>4</sup>	10 <sup>3</sup>	10 <sup>3</sup>		
CO <sub>2</sub> and Solvent-based Extracts	10 <sup>4</sup>	10 <sup>3</sup>	10 <sup>2</sup>	10 <sup>2</sup>		

CFU: colony forming unit

(1) Except for mycotoxins, analysis requirements are based on AHP (2013).

(2) Unprocessed materials include minimally processed crude cannabis preparations such as inflorescences, accumulated resin glands (kief), and compressed resin glands (hashish). Processed materials include various solid or liquid infused edible preparations, oils, topical preparations, and water-processed resin glands ("bubble hash") (AHP, 2013).

(3) Mycotoxins include aflatoxin B<sub>1</sub>, aflatoxin B<sub>2</sub>, aflatoxin G<sub>1</sub>, aflatoxin G<sub>2</sub>, and Ochratoxin A.

### 3.4. Residual Solvents

Residual solvent testing is required only for cannabis resins and concentrates where solvents have been used in the production process. A production batch of cannabis oil may be dispensed as a finished cannabis product or used to make another cannabis product only if laboratory analysis verifies that all solvents used at any stage of cannabis oil production are below the limits described below and the production batch passes all other applicable testing requirements.

Only solvents listed below may be used in the production of cannabis oil and only the solvents used in the production process need to be tested. See the following limits:

Table 4. Concentration Limits for Residual Levels of Propane

Concentration Limits for Residual Levels of Propane, n-Butane, or Iso-Butane	
Solvent <sup>(1)</sup>	Upper Limit (mg/kg)
Propane (CAS 74-98-6)	1
n-Butane (CAS 106-97-8)	1
Iso-Butane (CAS 75-28-5)	1

(1) The ingredients must be of purity suitable for use in food intended for human consumption. At a minimum, the solvent (gas) must be high-purity (>99%) of propane, n-butane, or isobutane, or a blend these three hydrocarbon gases.

Table 5. Concentration Limits for Residual Solvents

Concentration Limits for Residual Solvents			
Solvent	Concentration Limit (mg/kg)	Solvent	Concentration Limit (mg/kg)
Acetic acid	5,000	Heptane	5,000
Acetone	5,000	Hexane	290
Acetonitrile	410	Isobutyl acetate	5,000
Anisole	5,000	Isopropyl acetate	5,000
1-Butanol	5,000	Methanol	3,000
2-Butanol	5,000	2-Methoxyethanol	50
Butyl acetate	5,000	Methyl acetate	5,000
Tert-Butylmethyl ether	5,000	3-Methyl-1-butanol	5,000
Chlorobenzene	360	Methylbutylketone	50
Chloroform	60	Methylcyclohexane	1,180
Cumene	70	Methylethyl ketone	5,000
Cyclohexane	3,880	Methylisobutyl ketone	5,000
1,2-Dichloroethene	1,870	2-Methyl-1-propanol	5,000
Dichloromethane	600	N-Methylpyrrolidone	530
1,2-Dimethoxyethane	100	Nitromethane	50
N,N -Dimethylacetamide	1,090	Pentane	5,000
N,N -Dimethylformamide	880	1-Pentanol	5,000
Dimethyl sulfoxide	5,000	1-Propanol	5,000
1,4-Dioxane	380	2-Propanol	5,000
Ethanol	5,000	Propyl acetate	5,000
2-Ethoxyethanol	160	Pyridine	200
Ethyl acetate	5,000	Sulfolane	160
Ethylene glycol	620	Tetrahydrofuran	720
Ethyl ether	5,000	Tetralin	100
Ethyl formate	5,000	Toluene	890
Formamide	220	1,1,2-Trichloroethylene	80
Formic acid	5,000	Xylene	2,170

## 4. Laboratory Testing Requirements by Product

Various products must meet specific testing requirements to allow movement for production/sale. This section outlines for employees what steps are taken based on the product and the next step in production.



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## 4.1. Concentrates for MIPs

Production batches of finished plant material used as an input for concentrate production will be tested for pesticides and plant growth regulators prior to being used in the production process of concentrates.

Prior to being made available for sale, concentrates will be tested for cannabinoid profile, heavy metals, microbiological contaminants, and residual solvents. Concentrates must be tested for metals, as well as residual solvents if solvents were used in their production. Specifically, testing is required for any solvent used to make a cannabis concentrate production batch.

## 4.2. Resin for Sale

Production batches of finished plant material used as an input for resin production will be tested for pesticides and plant growth regulators prior to being used in the production process of concentrates.

Prior to being made available for sale, resins will be tested for cannabinoid profile, heavy metals, microbiological contaminants, and residual solvents.

## 4.3. Resin for MIP

Production batches of finished plant material used as an input for resin production will be tested for pesticides and plant growth regulators prior to being used in the production process of concentrates.

## 4.4. MIP Testing

All MIPs will be produced from cannabis concentrates or cannabis resin. Testing of cannabis concentrates, and resin will be adhered to the testing protocols described above.

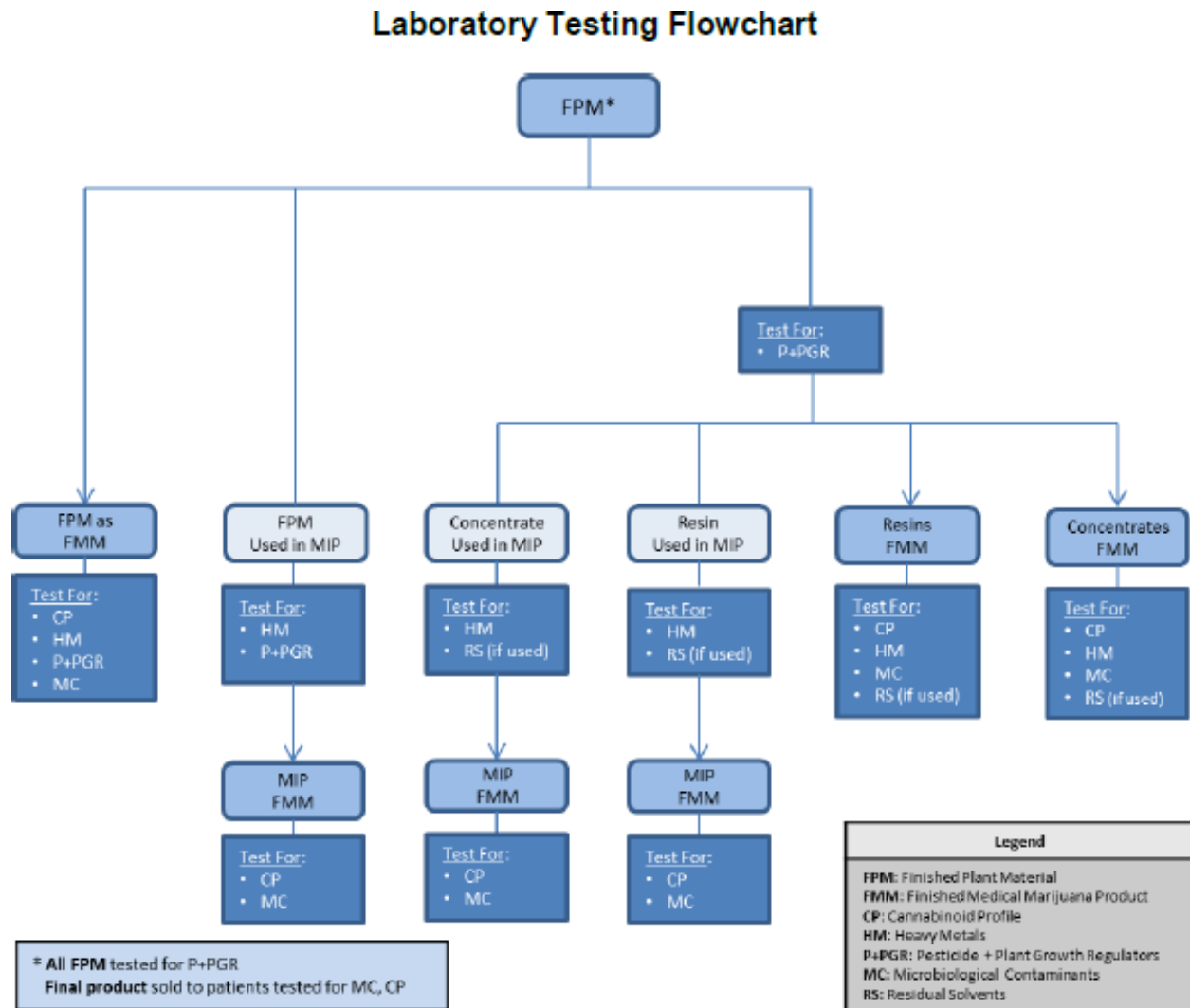
Each MIP production batch will be given a sequential identifier for tracking purposes and labeling. Each MIP production batch will be traceable to a cultivation batch.

Prior to being made available for sales, MIP Production Batches made from cannabis concentrate will be tested for cannabinoid profile and microbiological contaminants.

Production batches must be discarded and not dispensed to purchasers if any biological contaminant limit is exceeded.

Prior to being made available for sales MIP will be tested for cannabinoid profile and heavy metals.

Figure 1. Laboratory Flowchart



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## 5. Responding to Laboratory Results

If any analysis fails to meet all applicable data quality objectives (DQOs), then the finished cannabis product will not be dispensed.

- The production batch may be re-sampled for follow-up testing. A production batch may be retested once, and records of the original analysis must be retained. If applicable DQOs are not met, the production batch cannot be dispensed to purchasers or used in the production of MIPs.
- If a production batch fails to meet DQOs after being re-tested, then it must be disposed of according to the Waste Disposal Plan. If a batch of finished plant material fails to meet a metal or a bacteria/fungi/mycotoxin standard the finished plant material cannot be dispensed to a patient/patron as finished cannabis.
- If a batch of finished plant material fails to meet a metal or a bacteria/fungi/mycotoxin standard, then it may be used to derive other finished cannabis products (e.g., resins, concentrates).
- While the finished plant material or finished cannabis, product may be treated in a manner to reduce the concentration of metals or bacteria/fungi/mycotoxin contaminants, the finished plant material or finished cannabis product may not be treated to bind or restrict the availability of the metals or bacteria/fungi/mycotoxin in an analysis without reducing the total contaminant content.

If a batch of finished plant material fails to meet a pesticide residue and plant growth regulator limit it cannot be dispensed to purchasers or used to derive other products.

- The batch may be retested once. If the batch fails, the retest it must be destroyed.
- If a production batch of finished plant material fails to meet DQOs after being re-tested, then it must be disposed of according to the Waste Disposal Plan.

If a concentrate or resin exceeds the residual solvent requirements it cannot be dispensed to purchasers.

- The concentrate/resin may be re-processed and re-tested. If upon retest the concentrate/resin meets the residual solvent standard, the ultimate finished cannabis products may be dispensed to patient/patrons as long as all applicable limits are met.
- If the re-processed batch fails to meet DQOs after being re-tested, then it must be disposed of according to the Waste Disposal Plan.

Company Leadership and applicable operations managers will be responsible for investigating and assessing the source of any contamination and implementing change to eliminate the source of contamination and mitigate the risk of future contamination.

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Procedures for investigating and mitigating contamination will include at a minimum:

### 5.1. Pesticides and Plant Growth Regulators

- Evaluate pesticides, nutrients, and other products used in the cultivation process
- Evaluate soils and/or mediums used in the cultivation process
- Evaluate water sources used in the cultivation
- Review the chain of custody and growing protocols for plants
- Review sampling protocols

### 5.2. Residual Solvents

- Evaluate the extraction process and solvents used in the extraction process
- Review sampling protocols

### 5.3. Heavy Metals

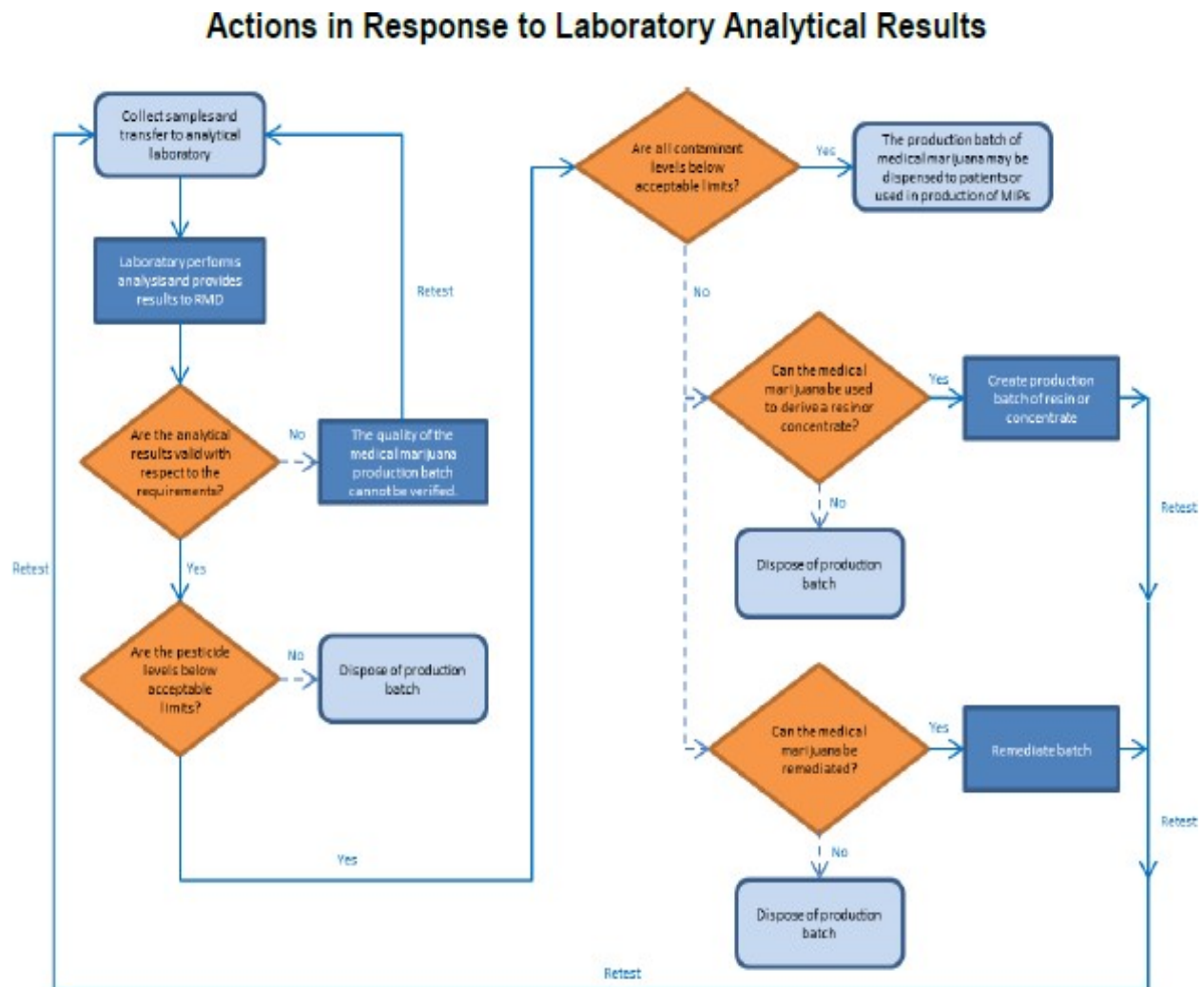
- Evaluate pesticides, nutrients, and other products used in the cultivation process
- Evaluate soils and/or mediums used in the cultivation process
- Evaluate water sources used in the cultivation
- Review the chain of custody and growing protocols for plants
- Review sampling protocols

### 5.4. Microbiological Contamination & Mycotoxin

- Evaluate and clean cultivation areas
- Review cultivation protocols and environmental conditions/controls in the cultivation, trim, and curing rooms
- Review the chain of custody and growing protocols for plants
- Review sampling protocols

See the following response plan below:

Figure 2. Actions in Response to Laboratory Analytical Results



## 6. Recordkeeping and Reporting

All testing results of cannabis materials or products will be maintained for a period of at least seven years. These records will be available for inspection by the Commission, upon request, and maintained at the Company's expense in a form and location acceptable to the Commission for at least two years after closure. Each production batch of cannabis resin or concentrate must be given a sequential identifier for product tracking and labeling. The Company will keep records of the cannabis cultivation batches used for each production batch, and include the processing batch number on product labels.

## 6.1. Mandatory Reporting

Upon receiving testing results that cannot be remediated. The Company will notify the Commission within 72 hours. The Company will provide a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

## 7. Protocol for Sampling and Analysis of Environmental Media

The Company conducts testing with an approved independent testing laboratory all soil media and water used in the production of cannabis in accordance with applicable regulations.

### 7.1. Soil Media Testing

The Company tests all soils and solid growing media initially prior to use for cultivation of cannabis, and at least annually, and within the quarter if amended. Specifically:

- All source soils or solids must be sampled and analyzed prior to use in cultivation and whenever new soils or solids are received from a different source.
- Solid materials used in alternative, non-soil cultivation approaches such as hydroponics including but not limited to clay, rock wool, and vermiculite or other non-soil enhancements must be sampled and analyzed prior to being used for cultivation of cannabis and whenever received from a different source.
- All cultivation soils used in beds or containers to actively cultivate cannabis must be sampled and analyzed annually.
- In cases where cultivation soils (or other solid growing media) are amended with additional solid materials (excluding water and nutrient fertilizers), sampling and analysis in the quarter during which the soil was amended is required.

The Company cultivates cannabis using individual plant containers. As such, solid growing media/soil samples are collected from a minimum of 5-percent of the total number of growing containers. Solid growing media samples shall be collected to be representative of the horizontal and vertical conditions of the growing configuration. When collected prior to distribution among beds or containers, source soil or solids samples shall be taken to best represent the overall source soils (e.g., collected from different areas and depths of a stockpile).

Cultivation soil and solid samples will be collected to represent the broad range of cultivation units, growth stages, and soil and solid types whether from beds or containers. Samples will be analyzed individually as grab samples unless the analysis methods used allow analytical

reporting limits to be achieved on composite sample analyses that would demonstrate that any single sample in the composite would not exceed the contaminant limits described below.

In no case may more than five primary samples be composited into a single sample for analysis. When analyzed as a composite, the laboratory results of the composite must demonstrate that each composite subsample is below the relevant contaminant limits, not just the composite itself. For example if the results of a five sample composite are reported as 1.0 mg/kg, any one subsample (20% of the total composite) could contain up to 5 mg/kg when accounting for the effective dilution of the other four subsamples (i.e., 1 sample at 5 mg/kg + 4 samples at 0 mg/kg = average of 1 mg/kg). A diagram of the cultivation area, the sampling design, and the horizontal and vertical location of each sample shall be created for each sampling event and maintained on file for review by inspection authorities.

Field duplicate samples shall be collected at least annually and one for every 20 field samples of the solid samples collected to provide verification of field and laboratory procedures. Field duplicate samples shall be collected and analyzed for each analytical method performed on the samples. Field duplicate samples will not be identified to the laboratory. Blank samples are required to provide important information on potential positive bias on any positive results in field samples.

Equipment rinsate blanks are required whenever non-disposable sampling equipment is used to collection samples at multiple locations such as in source soil testing or testing of hydroponic nutrient solutions. Equipment rinsate blanks must be collected at the rate of one per sampling event per sampling equipment type with at least one equipment rinsate blank for every 20 field samples of the same matrix. Where equipment rinsate blanks are not appropriate (i.e., use of disposable sampling equipment, collection of just one sample location, or direct collection into the sampling container), field blanks may be used to evaluate potential for contamination and potential positive bias at the same frequency of one per sampling event per sampling equipment type with at least one for every 20 field samples of the same matrix.

### 7.1.1. Pre-Sample Collection

Prior to sample collection an employee will assemble all equipment and information needed before beginning. Items to assemble before sampling include the following:

- Sample collection plan or diagram of locations to ensure representative sample collection
- Logbook or sample collection forms
- Chain-of-custody forms (COCs)
- Disposable gloves
- Decontaminated soil collection tool(s), such as a corer, spatula, or trowel
- Stainless steel bowl and implement to homogenize soil samples

- 
- Clean, decontaminated plastic sheeting or other clean, non-porous surface for sample processing
  - Sample containers appropriate for the analyses required
  - Container labels and pen with indelible ink
  - Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples
  - A cooler with ice to keep samples cool until refrigeration or shipment to the laboratory

Employees should create a new entry for each sampling event in the sample collection logbook or prepare sample collection forms for documentation of sample collection. Sample collection documentation should identify the sample collection date and start time, participating personnel, a general description of the media and locations sampled, relevant environmental conditions, a description of the sampling procedures and equipment decontamination/cleaning used, and a record of plants or batches that would potentially be impacted should analysis results indicate unacceptable contamination.

Sample collection personnel will identify or determine the number and location of soil or other solid growing media grab samples to be collected. Sample locations from containers, beds, or other cultivation units must be recorded in the sample collection logbook or forms. Record the sample location identifier (location ID) for each sample so that it can be utilized to identify the physical location of the cultivation unit. Location identifiers should be consistent across sampling events to allow tracking of repeated sample locations. The location IDs will be included on sample labels (unless the grab samples are used in a composite sample). In addition to the location ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the location and sample IDs in the sample collection logbook.

In some cases, the Company might sample new solid growing media before placing it in cultivation units. In these circumstances, it is not necessary to record the locations within piles where the grab samples are collected. However, sample locations will be distributed spatially so that they are representative of the whole volume of the media.

Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. Sample containers should be made of suitable materials for the methods and analytes being analyzed. The sampler should avoid using insect repellents that may interfere with sample integrity.

Preparing sample labels and affixing them to sample containers immediately before sampling is recommended. Information to include on the label includes at a minimum the location and sample ID and date/time of collection. Additional information that must be recorded in documentation if not on the label includes sample collector's name, media type, collection method, whether the sample is a grab or composite sample, and soil or core depth (if applicable).



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### 7.1.2. Sample Collection

During sample collection and employee will collect the planned samples from each sample location one at a time according to the following steps:

1. Put on disposable gloves to mitigate potential for contamination of samples.
2. Spread clean, decontaminated plastic sheeting or other nonporous surface near the sample location and lay out any tools and equipment needed.
3. Clear the surface of the location if necessary, excluding detritus, dead leaves, stones, pebbles, or other debris from the soil or other solid growing media with a clean trowel or similar tool.
4. Collect the sample using an appropriate tool. Do not touch the sample with your hands or allow the sample to touch anything that might cause contamination.
5. Place the sample in the stainless-steel bowl for homogenizing the sample using either the sample collection tool or separate clean, decontaminated implement.
6. Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
7. To avoid cross contamination of samples, any tools or equipment that come in contact with the soil or growing media must be cleaned before moving to the next sampling location.
8. All samples should be placed in clean, airtight sample containers that are large enough to hold the prescribed sample quantity with minimal headspace. Sample containers must be firmly closed and appropriately labeled.
9. If grab samples are planned, place the homogenized sample into the appropriate containers.
10. If the sample is to be composited with other locations, repeat the above steps to collect the other individual samples to be placed into the stainless-steel bowl. Once the planned primary samples are collected, thoroughly homogenize the samples contained in the stainless-steel bowl and place the homogenized composite sample into the appropriate container.
11. Excess soil collected but not shipped to the laboratory for testing should be returned to the cultivation area where it was collected from (composite soils may be spread among the primary sample locations). It is not necessary to send the entire volume of the combined primary samples to the laboratory.
12. Samples should be refrigerated or maintained on ice until shipped to the analytical laboratory.
13. Chain-of-custody paperwork should be completed immediately prior to shipment.

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## 7.2. Water

The Company uses water from a public water system for the cultivation of cannabis. As such, the Company's water source is sampled and analyzed prior to use for cultivation for cannabis and quarterly thereafter.

For traditional watering and irrigation of soil or solid based cultivation, water source samples shall be collected from the location as close as possible to the water use. In cases where a water treatment system is used, water samples will be collected both before entering and after leaving the water treatment system, as close as possible to the point of use. The sample collected and analyzed after the water leaves the treatment system reflects the water applied to the plants, while the sample collected and analyzed before entering the treatment system characterizes the water source. In cases where several individual water treatment systems are utilized rather than a central system located on a main water line, one sample representing the water source may be collected prior to entering the treatment systems, but separate samples must be collected after the water leaves each different water treatment system used in cultivation.

Where multiple water treatment systems require multiple samples, there is no requirement to collect water samples from different systems during the same sampling event: samples may be staggered throughout the quarter as long as all systems are tested within each quarter of the year. For all hydroponic cultivation systems (both closed and open loop systems) and any non-solid based cultivation technique, water samples shall be collected to represent each system independently. There is no requirement to collect all water samples from different systems during the same sampling event: samples may be staggered throughout the quarter as long as all systems are tested within each quarter of the year.

The sampling design and layout of tanks sampled shall be retained and presented to the inspection authorities. A diagram of all water sampling locations shall be created for each sampling event and maintained on file for review by inspection authorities. Any major changes to the water system since the last sampling event must be noted in sampling design.

Water samples shall be analyzed individually as grab samples unless the analysis methods used allow analytical reporting limits to be achieved on composite sample analyses that are protective of public health and in line with acceptance requirements. Under no circumstances shall samples collected prior to the water entering a treatment system be composited with samples collected after the water leaves a water treatment system. In no case may more than five primary samples be composited into a single sample for analysis. When analyzed as a composite, the laboratory results of the composite must demonstrate that each composite subsample is below the relevant acceptance limits, not just the composite itself. For example if the results of a five sample composite are reported as 1.0 mg/L, any one subsample (20% of the total composite) could

contain up to 5 mg/L when accounting for the effective dilution of the other four subsamples (i.e., 1 sample at 5 mg/L + 4 samples at 0 mg/L = average of 1 mg/L).

Field duplicate samples shall be collected at least annually and one for every 20 field samples of the water samples collected to provide verification of field and laboratory procedures. Field duplicate samples shall be collected and analyzed for each analytical method performed on the samples. Field duplicate samples will not be identified to the laboratory. Blank samples are required to provide important information on potential positive bias on any positive results in field samples.

Equipment rinsate blanks are required whenever non-disposable sampling equipment is used to collection samples at multiple locations such as in source soil testing or testing of hydroponic nutrient solutions. Equipment rinsate blanks must be collected at the rate of one per sampling event per sampling equipment type with at least one equipment rinsate blank for every 20 field samples of the same matrix. Where equipment rinsate blanks are not appropriate (i.e., use of disposable sampling equipment, collection of just one sample location, or direct collection into the sampling container) field blanks may be used to evaluate potential for contamination and potential positive bias at the same frequency of 1 per sampling event per sampling equipment type with at least one for every 20 field samples of the same matrix.

### 7.2.1. Sample Collection Overview

It is important to characterize both the untreated and treated water to document both expected contaminants that might be introduced into cultivation as well as the maximum or untreated levels. Water samples shall be collected to be representative of the process and water quality throughout the time period of sampling, although composite samples are not required. To achieve representativeness, samples should not be collected during any periods of unusual activity such as draining of water lines, immediately after changing treatment cartridges or replenishing of hydroponic nutrient solutions.

### 7.2.2. Pre-Sample Collection

Prior to sample collection the employee will assemble all equipment and information needed before beginning. Items to assemble before sampling include the following:

- Sample collection plan or diagram of locations to ensure representative sample collection
- Logbook or sample collection forms
- Chain-of-custody forms (COCs)
- Disposable gloves

- 
- Clean, decontaminated plastic sheeting or other clean, non-porous surface for sample processing
  - Sample containers appropriate for the analyses required
  - Preservatives as required for the analyses or pre-preserved containers
  - Supplies (such as pH paper or meter) to verify adequate preservation
  - Container labels and pen with indelible ink
  - Supplies to thoroughly clean, decontaminate and dry sampling equipment between samples
  - A cooler with ice to keep samples cool until refrigeration or shipment to the laboratory

Employees should create a new entry for each sampling event in the sample collection logbook or prepare sample collection forms for documentation of sample collection. Sample collection documentation should identify the sample collection date and start time, participating personnel, a general description of the media and locations sampled, relevant environmental conditions, a description of the sampling procedures and equipment decontamination/cleaning used, and a record of plants or batches that would potentially be impacted should analysis results indicate unacceptable contamination.

Employees will identify or determine the number and location of water samples to be collected based on the requirements. Sample locations must be recorded in the sample collection logbook or forms. Record the sample location identifier (location ID) for each sample so that it can be utilized to identify the physical location of the sample location within the facility. Location identifiers should be consistent across sampling events to allow tracking of repeated sample locations. The location IDs will be included on sample labels (unless the grab samples are used in a composite sample). In addition to the location ID, create a unique sample ID for each sample. Sample identifiers should be unique for a given sample event. Record the location and sample IDs in the sample collection logbook or forms as well as the volume of the sample, preservation, and associated sample containers.

Any tools that contact the samples should be made of stainless steel or other inert material to avoid potential contamination of the sample. In addition, all tools that come in contact with the sample media should be rinsed with deionized water between samples to reduce potential cross contamination. Sample containers should be clean and dry, and made of suitable materials appropriate for the methods and analytes being analyzed.

Preparing sample labels and affixing them to sample containers immediately before sampling is recommended. Information to include on the label includes at a minimum the location and sample ID and date/time of collection. Additional information that must be recorded in documentation if not on the label includes sample collector's name, media type, collection method, whether the sample is a grab or composite sample, and preservation (if applicable).

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### 7.2.3. Sample Collection

During sample collection and employee will collect the planned samples from each sample location one at a time according to the following steps:

1. Put on gloves to mitigate potential for contamination of samples.
2. Spread clean, decontaminated plastic sheeting or other nonporous surface near the sample location and lay out any tools and equipment needed.
3. Prepare the sample location by removing faucet aerators if connected. Note the location of any water treatment systems and remove if required to represent pre-treatment location.
4. For sample collection of water lines, purge the lines of standing water and note purge time in sample collection documentation. Generally, for frequently used water 15 minutes run time is considered sufficient but actual time for purge depends on pipe volume and frequency of use. Note that pressurized lines may require additional system specific procedures. Sample collection personnel may monitor parameters including but not limited to temperature, pH, or turbidity for stability to assess sufficiency of purge.
5. For collection of water samples from tanks or other holding bins without valves or taps such as in some hydroponic systems, dip sampling may be used. However, sample collection staff should be aware of potential for vertical distribution of additives and strive to take a sample representative of the overall tank or trough. In cases where contaminants of concern may be stratified and not distributed uniformly throughout a container, a discrete depth sampler such as a Kemmerer or van Dorn sampler may be recommended.
6. Open the pre-labeled sample containers appropriate for the analyses taking care to not allow errant drips or splashes off other surfaces to enter the caps or containers.
7. Samples for all analyses may be collected directly into sample containers or into a larger, inert vessel then poured into containers. During sample collection, make sure that the tap or spigot does not contact the sample container.
8. If water samples are to be composited to represent multiple hydroponic systems, repeat the steps above to collect the primary samples. The individual, primary samples should all be collected as unpreserved samples then combined volumetrically into a single composite sample.
9. Record the time each sample was collected and record any difficulties, inconsistencies with the sampling plan, or other remarks (e.g., environmental conditions) that might be relevant to data analysis or quality assurance.
10. Add preservatives according to the analytical methods as required.
11. Fill an extra sample container to verify adequate preservation and/or residual chlorine as required by analytical methods.

12. If a non-disposable sample collection tool other than the sample container (larger inert vessel, ladle, Kemmerer sampler, van Dorn sampler) is used, rinse the tool with deionized water between samples.
13. Excess sample collected but not shipped to the laboratory for testing should be disposed of properly recognizing that preserved samples may require disposal as hazardous materials. It is not necessary to send the entire volume of the combined primary samples to the laboratory.
14. Samples should be refrigerated or maintained on ice until shipped to the analytical laboratory.
15. Chain-of-custody paperwork should be completed immediately prior to shipment.

## 8. Sample Handling

The Company has developed the following sample handling procedures to ensure that the integrity of samples is maintained. After samples are properly collected and labeled, they should be delivered for analysis as soon as possible.

- Sample containers both empty and once containing samples should be stored in a contaminant-free environment to the degree possible. Sample containers should not be stored for more than one year.
- Preservatives and pre-preserved sample containers may degrade after several months. Contact the laboratory to verify limits on sample container use.
- All samples should be collected and stored in containers of the appropriate materials based on the analysis method being performed.
- Until the samples are analyzed, they should be preserved to minimize chemical or physical changes according to the analytical method references.

### 8.1. Sample Storage

- Samples should be refrigerated or maintained on ice (4 °C +/-2°C) until they are shipped to the analytical laboratory.
- Placing the samples in airtight containers with minimal headspace preserves samples by minimizing moisture loss and chemical exchange between the sample medium and air. In addition, protect the samples from excessive light exposure to minimize photochemical degradation. Samples can be protected from light by using an amber sample container, storing the samples in a closed box or other amber container, or in a dark storage location.

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- To be considered valid, all samples must be analyzed prior to expiration of the technical holding time as defined in each analytical method. Note that the holding time for some biological components is very short; 24 to 48 hours from the time of collection,
  - Note that all collected samples are considered under the custody of sample collection staff following collection and prior to shipment. Samples should be maintained either under the supervision of someone responsible for the integrity of the samples or locked to prevent mishandling.
  - Chain of custody seals may be used by sample collection staff to ensure that samples are not tampered with following sample collection.

## 8.2. Packaging and Shipping Samples

- Package the samples for shipping in a clean area free of contamination.
- Make sure that sample containers are clean, lids are tight and will not leak and that all samples are properly labeled as described above. Covering labels with clear tape is recommended for protection in the event of a leak or damage to the package.
- Conduct an inventory of sample IDs against the Metrc manifest to make sure that all samples and containers are present.
- Seal sample containers in clear plastic bags with labels visible.
- If the samples need to be kept cold during transport, pack the samples in a clean waterproof metal or hard plastic ice chest or cooler with double-bagged ice or ice packs.
- Samples should be maintained at 4 °C +/-2°C at all times. Be sure that the samples are already cool when packaged for shipping.
- When samples are shipped in a cooler, line the cooler with plastic (e.g., large heavy-duty garbage bag) before packing. If the cooler has an external drain, make sure it is plugged.
- Include noncombustible absorbent packing materials to protect the samples from damage.
- Enclose the Metrc manifest (if applicable) and any other necessary documentation in a sealed waterproof plastic bag. If applicable, include instructions or a shipping label for return of the cooler.
- Remove the old shipping labels, if any, and seal the cooler, or other container, with strapping tape.
- Use package tracking, if available from the shipper.

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# Recordkeeping Plan

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# 1. Overview

Pursuant to 935 CMR 500.105(1); 500.105(8); and 500.105(9) and all other applicable Cannabis Control Commission (the “Commission”) guidance, Insa (the “Company”) has developed the following Recordkeeping Plan. The Company will maintain physical and electronic records documenting all aspects of its business including

- assets and liabilities;
- monetary transactions;
- books of accounts which include journals, ledgers and supporting documents, agreements, checks, invoices, and vouchers;
- sales records including the quantity, form, and cost of cannabis products;
- transfer and inventory records;
- salary and wages paid to each employee;
- stipends paid to board members; and
- any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with the Company.

To ensure the fidelity of the data and records, all Company computers will run the latest Windows operating system along with definition-based anti-virus and anti-spyware software. All Company computers will access the internet via a secure LAN connection and will be equipped with an enterprise level firewall. Remote connections to the Company network will be available only over a triple data encryption virtual private network (VPN). The servers storing the electronic records will be located in a limited access area under video surveillance at all times and backed-up daily. Any written or physical records will be stored in a locked file cabinet in a limited access area under video surveillance at all times.

The Company’s financial records of a shall be maintained in accordance with generally accepted accounting principles and IRS guidance. Following closure of the Company, all records will be kept for at least seven years at the expense of the Company and in a form and location acceptable to the Commission.

## 1.1. Master Records Retention Schedule

The Company maintains a Master Records Retention Schedule that dictates the retention period for its business records. The Company maintain records in the following categories:

- Accounting Systems
- Corporate Records
- Human Resources

- Fixed Assets
- Insurance
- Legal
- Payroll
- Security
- Tax
- Cultivation
- Product Manufacturing
- Maintenance
- Security
- Inventory and Transaction
- Information Technology
- Compliance

## 2. Personnel Recordkeeping

Detailed employee records will be maintained which will include job descriptions with duties, , organizational charts, all materials submitted to the commission, documentation of verification of references, resumes and job applications, results for background checks, periodic performance evaluations, promotions, compensation, disciplinary records, notice of completed responsible vendor and eight hour related duty training, warnings and any training or career development records. The Company will also maintain a Staffing Plan that is updated on at least a yearly basis. Records will be maintained in a form that may be inspected by the Commission and its authorized agents for at least seven year after termination of the employee.

The Company will notify the Commission within one business day after a marijuana establishment agent ceases to be associated with the Company. Additionally, the Company will notify the Commission within five business days after becoming aware that a marijuana establishment agent registration card has been lost, stolen, or destroyed. Further, the Company will notify the Commission within five business days after a change in the registration information contained in the application for a marijuana establishment agent.

### 2.1. Visitor Recordkeeping

A visitor log will be maintained at each of the Company's facilities. Photocopies of visitors' government issued photo IDs will be retained with the visitor log. The Company will maintain the visitor log and ID photocopies for a period of at least seven years and will make the log available in a reviewable form to the Commission, state or local law enforcement and other state

or local government officials upon request if necessary to perform the government officials' functions and duties. The log will include (at a minimum) the full name of each visitor, the visitor identification badge number, the time of arrival, the time of departure and the purpose of the visit.

### 3. Inventory and Transaction Recordkeeping

The Company uses LeafLogix as its seed-to-sale electronic inventory tracking system. The Company is committed to using the best-in-breed, secure technology to support its business operations and provide visibility into areas of regulatory compliance. LeafLogix serves as the foundation of the Company's record keeping system for inventory and point-of-sale (POS) transactions. LeafLogix integrates sales, inventory control, and cultivation process management records. The system tracks cannabis and cannabis products from seed-to-sale. The inventory tracking system will be capable for providing real-time inventories of medical and adult-use cannabis. The Company will perform monthly inventory reviews and a comprehensive annual inventory audit. The reports will include (at a minimum):

- The date of the inventory.
- A summary of the inventory findings.
- The names, signatures and titles or positions of the individuals who conducted the inventory review or audit.

The Company will maintain records of product recalls including the following:

- The total amount of recalled cannabis products including types, forms, harvest batches, harvest lots, and process lots by date and time.
- The amount of recalled cannabis products returned including types, forms, harvest batches, harvest lots, and process lots by date and time.
- The total amount of recalled cannabis products returned including types, forms, harvest batches, harvest lots, and process lots.
- The names of employees administering the recall.
- The means of transport of the recalled medical cannabis.
- The reason for the recall.
- The number of recalled samples or test samples, types, forms, harvest batches, harvest lots, and process lots sent to approved laboratories.
- The names and addresses of the approved laboratories, then dates of testing and the results by sample or test sample.
- The manner of disposal of the recalled cannabis including the name of the employee or

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- individual overseeing the disposal of the recalled cannabis, the name of the disposal company, the method of disposal, the date of disposal, and the amount disposed of by type, forms, harvest batches, harvest lots, and process lots.
  - Any additional information requested by the Commission.

The Company will maintain inventory records, and inventory audit records for a period of a least seven years.

### 3.1. Waste Disposal Recordkeeping

The Company will record all cannabis waste processing activities in the Waste Management Log which will include the video surveillance footage of the waste processing. The Waste Management Log will include (at a minimum) the following information:

- The date and time of disposal.
- The type and quantity of product disposed.
- The manner of disposal.
- The weight (in grams) of the unground cannabis waste.
- The weight (in grams) of the coco/solid waste to be incorporated with the ground cannabis waste.
- The weight of ground, unusable, unrecognizable waste material.
- The names of the employees responsible for waste processing.
- The employee ID numbers for the employees responsible for waste processing.
- The signatures of the employees responsible for waste processing.
- The name of the dispensary supplying waste, if applicable.

Waste Management Logs will be retained for a minimum of seven years. This period shall automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

### 3.2. Transport Recordkeeping

The Company will generate an electronic transportation manifest in Metrc that accompanies every transport vehicle. The transport manifest will contain, at a minimum, the following information:

- The Company's corporate name, the address of the cultivation/production facility, and the Company's license number.
- The name and contact information of the director of security who is responsible and has direct knowledge of all transports.

- The name, address, and permit number of the dispensary, grower/processor, or approved, independent laboratory receiving the delivery.
- The name and contact information of the representative at the receiving facility.
- The quantity by, weight or unit, of each cannabis harvest batch, harvest lot, or process lot contained in the transport, along with the identification number for each batch or lot.
- The date and approximate time of departure.
- The date and approximate time of arrival.
- The transport vehicle's make and model and license plate number.
- The identification number of each member of the delivery team accompanying the transport.
- Mileage of transporting vehicle at departure from origination and the estimate mileage of the transport route.
- Signatures of the employees responsible for packaging the cannabis for transport.
- Signatures of the employees transporting the cannabis.

The Company will retain transport manifests for at least seven years unless directed differently by the Commission.

## 4. Production and Cultivation Recordkeeping

The Company has developed the following policies and procedures to maintain records in its production and cultivation departments.

### 4.1. Production Recordkeeping

The cannabis extraction and refinement process will be tracked in the inventory management system and documented in the Extraction and Processing Log throughout production process. At each step of the production process, the cannabis extract will be weighed and recorded in the Extraction and Processing Log and inventory management system. Each production batch will be given a unique serial number to enable tracking and to maintain chain-of-custody. Each production batch number will be tied to a harvest batch number. The Extraction and Processing Log will be maintained for at least seven years.

### 4.2. Cultivation Recordkeeping

As part of the cultivation process, the Company will maintain a Crop Maintenance Log and Pesticide Application Log. The Crop Maintenance Log will record all aspects of the cultivation

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process. The daily checks and activities will be documented in the Corp Maintenance Log including:

- Signs of pest infestations
- Changes in biological colonies
- Mold and mildew
- Leaf and tip burn, discoloration, and spotting
- Changes in appearance of the media
- Changes in stalk density and branch elasticity
- Clones feeding needs, root development, and vegetative growth
- Plant overcrowding and pruning need
- Moisture content of harvested plants

The Crop Maintenance Log will include nutrient and additives given to the plant including:

- Type of nutrients and additives applied
- Rate or quantity of nutrients and additives applied
- The plants that received nutrients and additives and the quantity that they received
- The date and time in which the nutrients and additives were applied
- The employee number of the cultivation technician that mixed and applied the nutrients

In addition, the Cultivation Department will schedule regular in-house testing. The results of these tests will be recorded in the Crop Maintenance Log. Tests that must be performed will include:

- Soil pH
- Nutrient pH, total dissolved solids (TDS), and electro-conductivity (EC)
- Soil EC/pH testing using a saturated media extraction or the leachate pour-through method
- Air and environmental testing
- Water oxidation reduction potential (ORP).

The Company will maintain a detailed Pesticide Application Log. After every pesticide application, cultivation technicians are required document the pesticide use in the Pesticide Application Log the following information:

- The date and time (including hour completed) of application
- The cultivation room and the plants identification number to which the pesticide was applied
- The size of the area treated
- The product name of every pesticide used
- The total amount of each pesticide applied to a treated area (in pounds, ounces, gallons, liters)

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- The dosage or rate of application of every pesticide used
  - The EPA product registration number of the pesticide (this requirement is unnecessary for products exempted under section 25 of the Federal Insecticide, Fungicide, and Rodenticide Act)
  - The employee name and identification number that applied the pesticides
  - The employee name and identification number involved in making the pesticide and permit or certification numbers of individuals making or supervising the application, and
  - The re-entry interval (REI) of the product used

Pesticide Application Logs will be completed immediately after application of pesticides (and under no circumstances greater than 24 hours after applying the pesticide). All Pesticide Application Logs will be maintained for at least seven years. Additionally, the Company will maintain copies of all the pesticide labels and Safety Data Sheets for the pesticides used at the facility.

### 4.3. Laboratory Testing Recordkeeping

All cannabis materials and products will be sent to an independent, licensed laboratory for testing. The laboratory testing records will be entered into Metrc and LeafLogix prior to product being made available for sale. In addition, the laboratory test reports will be organized by batch number and maintained electronically. The laboratory tests results will be stored electronically for at least seven year.

### 4.4. Equipment Maintenance Recordkeeping

The Company developed protocols to maintain the sanitation and operation of equipment that comes in contact with cannabis to prevent contamination. Prior to use (or at least weekly), the Company will calibrate, check, and inspect automatic, mechanical, or electronic equipment or scales, balances, or other measurement devices used in the operations. The Company will maintain an Equipment Maintenance Log which records the cleaning and calibration of equipment. The Equipment Maintenance Log will record (at a minimum):

- The date and time of cleaning or recalibration.
- The employee name and ID performing the cleaning or recalibration
- The make, model, and serial number of the piece of equipment
- The action performed.

Records will be maintained for seven years, and the Company will provide any records to the Commission upon request.

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## 5. Security and Surveillance System Recordkeeping

The Company will retain surveillance footage for at least 90 days. Records shall be retained as long as necessary if the Company is aware of a pending criminal, civil or administrative investigation or legal proceeding for which the recording may contain relevant information.

The recordings will be in a format that may be easily accessed for investigative purposes. The recordings will be retained at the facility in the Security Office room, a locked, limited access room to which only authorized individuals have access.

All security and surveillance rooms (including the Security Offices) at the facility shall be locked at all times and may not be used for any other purpose or function. the Company shall maintain a current list of authorized employees and service employees or contractors who have access to any security or surveillance areas and shall make said list available to the Commission or the Commission's authorized agents upon request. Any incident reports and supporting documentation will be maintained for at least seven year or the duration of the investigation whichever is greater.

### 5.1. Software System Maintenance Recordkeeping

The Company developed protocols to maintain proper functioning and security of its digital systems. the Company conducts a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data.



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# Restricting Access to Age 21 and Older

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## 1. Overview

Pursuant to 935 CMR 500.000 and all other applicable Cannabis Control Commission (the “Commission”) guidance, Insa (the “Company”) has developed a comprehensive set of procedures to prevent access to the Company’s Salem facility to individuals under the age of 21.

Upon entering the security vestibule of Insa’s Salem facility, an Insa employee will immediately inspect an individual’s proof of identification to determine if the individual is 21 years of age or older. Only a valid, unexpired government-issued photo identification (ID) will be accepted. All Company staff will receive adequate training on how to identify fraudulent IDs. If an individual is younger than 21 years of age, they will not be permitted to enter the dispensary. A purchaser’s ID will be verified a second time at the point of sale prior to finalizing a transaction.

## 2. ID Verification

Insa staff will use an electronic ID scanner equipped with VeriScan software to verify the authenticity of the identification. Insa’s retail facilities will also maintain up-to-date editions of the following guides in order to manually authenticate an ID:

- I.D. Checking Guide, U.S. & Canada Edition
- I.D. Checking Guide, International Edition

### 2.1. Rejected Identification

In the event that a purchaser provides an ID that is invalid, or which is not acceptable for entry for any other reason, the manager on duty (MOD) will be notified to address the situation. The purchaser will not be granted entry into the facility and will be provided with the Company’s Acceptable ID Policy and a completed Rejected ID Form providing the reason the purchaser’s ID was not accepted. A copy of this form is included as Appendix A.

### 2.2. Banned Purchasers

If a purchaser engages in unsafe, threatening, or illegal behavior on Insa’s premises, they may be banned from the facility to ensure the safety of employees, purchasers, and the general public. Depending on the nature and severity of the purchaser’s behavior this may occur after a warning to refrain from such problematic behavior has already been issued to the purchaser or after a severe incident. The decision to ban a customer is based on the discretion of the MOD.

If a purchaser is banned, their ID is added to a Banned Customer Group in VeriScan which will alert Insa staff at any Insa facility that they attempt to visit that the individual has been banned from the facility and should not be granted access.

The decision to ban a customer is not made lightly. In the event that a ban is necessary to protect the safety of employees, purchasers, and the general public – the decision will be communicated to the Company’s assigned Commission investigator. The decision along with any warnings issued will be communicated to the customer using the form included at the end of this plan as Appendix B.

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### 3. Appendix A

Figure 1. Rejected ID Form



Rejected ID Form

We're sorry, but the ID that you presented today wasn't acceptable under current Massachusetts Regulations:

*935 CMR 501.140 (2): Upon entry into an MTC by a Registered Qualifying Patient or Personal Caregiver, an MTC Agent shall immediately inspect the patient's or caregiver's temporary or annual Registration Card and proof of identification.*

*The identification must contain a name, photograph, and date of birth, and shall be limited to one of the following:*

*Driver's license;  
Government issued identification card;  
Military identification card; or  
Passport*

We want to help you plan what kind of ID to bring along on your next visit. Today your ID was not accepted because of the following reason:

No Photograph	No Date of Birth	No Full Name	Required Information is Illegible	ID is not intact
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Other:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_


\_\_\_\_\_

*For more information please find Insa's ID Policy attached.*

*We can't wait to see you once you have a new ID!*

## 4. Appendix B

Figure 2. Purchaser Warning Notice



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**NOTICE**

For the protection of our staff and customers, Insa respectfully insists that dispensary patrons conduct themselves in a manner that upholds the safety and dignity of our workers. The problematic behavior that was exhibited today is described below. If this is a warning, any similar behavior in the future will result in a lifetime ban from Insa's facilities. Thank you for your understanding.

Problematic Behavior:

Physical Threats	Intimidation	Overt or Unwanted Sexual Advances	Inappropriate Language or Gestures	Suspected Diversion
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Other:

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*Warning / Designate a Caregiver (Medical Patients Only) / Lifetime Ban*

*For more information please contact Insa's Head of Security at 413-727-6874*