



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282376
Original Issued Date: 10/29/2019
Issued Date: 10/08/2020
Expiration Date: 11/14/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: TDMA LLC

Phone Number: 360-593-1366
Email Address: chris@hellodiem.com

Business Address 1: 74 Grafton St
Business City: Worcester
Business State: MA
Business Zip Code: 01604
Business Address 2:
Mailing Address 1: 74 Grafton St.
Mailing City: Worcester
Mailing State: MA
Mailing Zip Code: 01604
Mailing Address 2:

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RPA201948

RMD INFORMATION

Name of RMD: New England Patient Network, Inc.
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Provisional Certificate of Registration only
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 70
Role: Executive / Officer Other Role:
First Name: Christopher Last Name: Mitchem Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership:

Percentage Of Control:

30

Role: Other (specify)

Other Role: Equity Holder

First Name: Franklin

Last Name: Kanekoa

Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Native Hawaiian or Other Pacific Islander (Native Hawaiian, Samoan, Chamorro, Tongan, Fijian, Marshallese)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control:

Percentage of Ownership: 100

Entity Legal Name: TDMA Holdings, LLC

Entity DBA: TDMA Holdings, LLC

DBA City:

Entity Description: LLC

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: TDMA LLC is a 100% wholly owned subsidiary of TDMA Holdings LLC.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: RLTY Development MA 1 LLC

Entity DBA:

Email: chris@hellodiem.com

Phone: 604-687-2038

Address 1: 251 Little Falls Drive

Address 2:

City: Wilmington

State: DE

Zip Code: 19808

Types of Capital: Monetary/
Equity

Other Type of Capital:

Total Value of Capital Provided:
\$12500000

Percentage of Initial Capital:
100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Christopher **Last Name:** Mitchem **Suffix:**
Marijuana Establishment Name: TDMA Orange, LLC **Business Type:** Marijuana Cultivator
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 2

First Name: Christopher **Last Name:** Mitchem **Suffix:**
Marijuana Establishment Name: TDMA Orange, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 3

First Name: Christopher **Last Name:** Mitchem **Suffix:**
Marijuana Establishment Name: Diem Orange, LLC **Business Type:** Marijuana Cultivator
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 4

First Name: Christopher **Last Name:** Mitchem **Suffix:**
Marijuana Establishment Name: Diem Orange, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 5

First Name: Franklin **Last Name:** Kanekoa **Suffix:**
Marijuana Establishment Name: TDMA Orange, LLC **Business Type:** Marijuana Cultivator
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 6

First Name: Franklin **Last Name:** Kanekoa **Suffix:**
Marijuana Establishment Name: TDMA Orange, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Orange **Marijuana Establishment State:**
MA

Individual 7

First Name: Franklin **Last Name:** Kanekoa **Suffix:**
Marijuana Establishment Name: Diem Orange, LLC **Business Type:** Marijuana Cultivator
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 8

First Name: Franklin **Last Name:** Kanekoa **Suffix:**
Marijuana Establishment Name: Diem Orange, LLC **Business Type:** Marijuana Product Manufacture
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 9

First Name: Christopher **Last Name:** Mitchem **Suffix:**
Marijuana Establishment Name: DM Distribution, LLC **Business Type:** Marijuana Transporter with Other Existing ME License
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 10

First Name: Franklin **Last Name:** Kanekoa **Suffix:**
Marijuana Establishment Name: DM Distribution, LLC **Business Type:** Marijuana Transporter with Other Existing ME License
Marijuana Establishment City: Orange **Marijuana Establishment State:** MA

Individual 11

First Name: Christopher	Last Name: Mitchem	Suffix:
Marijuana Establishment Name: Diem Lynn, LLC	Business Type: Marijuana Retailer	
Marijuana Establishment City: Lynn	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 74 Grafton Street

Establishment Address 2:

Establishment City: Worcester **Establishment Zip Code:** 01604

Approximate square footage of the establishment: 4650 **How many abutters does this property have?:** 37

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Worcester Plan to Remain Compliant with Local Zoning 3.6.19.pdf	pdf	5c82c1f85d4b0b1b3ebc1d4a	03/08/2019
Certification of Host Community Agreement	Worcester HCA attestation form.pdf	pdf	5c82d4aeebbb73122a61883a	03/08/2019
Community Outreach Meeting Documentation	Worcester Community Outreach Package 2.pdf	pdf	5cb8a666b10c2044c5597353	04/18/2019

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.: \$60000

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Revised Plan for Positive Impact.pdf	pdf	5cb8a67e36e3e844f3b5192b	04/18/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:	Other Role:
First Name: Christopher	Last Name: Mitchem Suffix:
RMD Association: Not associated with an RMD	
Background Question: no	

Individual Background Information 2

Role:	Other Role:
First Name: Franklin	Last Name: Kanekoa Suffix:
RMD Association: Not associated with an RMD	

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Parent Company

Other Role:

Entity Legal Name: TDMA Holdings LLC

Entity DBA: Diem

Entity Description: LLC

Phone: 360-609-0721

Email: Chris@hellodiem.com

Primary Business Address 1: 75 North Main Street #570

Primary Business Address 2:

Primary Business City: Randolph

Primary Business State: MA

Principal Business Zip Code: 02368

Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor

Other Role:

Entity Legal Name: RLTY Development MA 1 LLC

Entity DBA:

Entity Description: LLC

Phone: 604-687-2038

Email: chris@hellodiem.com

Primary Business Address 1: 251 Little Falls Drive

Primary Business Address 2:

Primary Business City: Wilmington

Primary Business State: DE

Principal Business Zip Code:
19808

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	TDMA LLC SOC Cert Good Standing (1).pdf	pdf	5c6f0f16b411c1126cf027fa	02/21/2019
Department of Revenue - Certificate of Good standing	TDMA LLC DOR Cert of Good Standing.pdf	pdf	5c82c952b411c1126cf0495c	03/08/2019
Bylaws	Complete TDMA Operating Agreement.pdf	pdf	5c82ca0a1e71bd126232d14f	03/08/2019
Articles of Organization	TDMA Certificate of Organization with Amendment.pdf	pdf	5cb8a6c86b08e34c7632915c	04/18/2019

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	TDMA LLC DUA Cert of Good Standing.pdf	pdf	5f45707db18f5e08358c7bd0	08/25/2020
Secretary of Commonwealth - Certificate of Good Standing	TDMA LLC SOS Cert of Good Standing 2020.pdf	pdf	5f47f7415330a107b966dc0b	08/27/2020
Department of Revenue - Certificate of Good standing	TDMA Certificate of Good Standing Mass DOR 8.28.20.pdf	pdf	5f5b94d9781380244ebfa8de	09/11/2020

Massachusetts Business Identification Number: 001337438

Doing-Business-As Name: Diem

Date generated: 12/03/2020

Page: 5 of 7

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Diem Massachusetts Plan Final.pdf	pdf	5c82cb5eb411c1126cf04972	03/08/2019
Proposed Timeline	Worcester Timeline.pdf	pdf	5c82cb68635d511b347518d0	03/08/2019
Plan for Liability Insurance	Plan for Acquiring Liability Insurance.pdf	pdf	5c82cb9cc4b7a71b66d146b2	03/08/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Inventory procedures	Operating Policies - Inventory Procedures 74 Grafton.pdf	pdf	5c82cc131e71bd126232d16d	03/08/2019
Plan for obtaining marijuana or marijuana products	Operating Policies - Plan for Obtaining Marijuana and Marijuana Products 74 Grafton.pdf	pdf	5c82cc393779161b2a874fd4	03/08/2019
Prevention of diversion	Operating Policies - Prevention of Diversion 74 Grafton.pdf	pdf	5c82cc405d4b0b1b3ebc1d92	03/08/2019
Qualifications and training	Operating Policies - Qualifications and Training 74 Grafton.pdf	pdf	5c82cc4a2724e81b5255d19a	03/08/2019
Quality control and testing	Operating Policies - Quality Control and Testing 74 Grafton.pdf	pdf	5c82cc525fd63c1b24eb6ef7	03/08/2019
Record Keeping procedures	Operating Policies - Record Keeping 74 Grafton.pdf	pdf	5c82cc593183181258e1cc23	03/08/2019
Restricting Access to age 21 and older	Operating Policies - Restricting Access to Age 21 or Older 74 Grafton.pdf	pdf	5c82cc5f2724e81b5255d19e	03/08/2019
Separating recreational from medical operations, if applicable	Operating Policies - Separating Recreational from Medical Operations 74 Grafton.pdf	pdf	5c82cc6d3779161b2a874fda	03/08/2019
Storage of marijuana	Operating Policies - Storage 74 Grafton.pdf	pdf	5c82cc778d16491b5c0f9db9	03/08/2019
Transportation of marijuana	Operating Policies - Transportation of Marijuana 74 Grafton.pdf	pdf	5c82cc80635d511b347518e0	03/08/2019
Dispensing procedures	Worcester Revised Dispensing Procedures.pdf	pdf	5cb8a7915c356a44cb7684fc	04/18/2019
Personnel policies including background checks	Worcester Revised Personnel Policies.pdf	pdf	5cb8a7aa9b1a9b44dfe4d39f	04/18/2019
Maintaining of financial records	Worcester Revised Maintaining of Financial Records Procedures.pdf	pdf	5cb8a7be36e3e844f3b51939	04/18/2019
Security plan	Worcester Revised Security Plan.pdf	pdf	5cb8a7eb6b08e34c76329162	04/18/2019
Diversity plan	Diversity Plan 8.26.20.pdf	pdf	5f5fbb6cbead71246fcd2b45	09/14/2020

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: See attached report

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: See attached report

HOURS OF OPERATION

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

Plan to Remain Compliant with Local Zoning

The purpose of this plan is to outline how TDMA LLC (“Diem”) is and will remain in compliance with local codes, ordinances and bylaws for the physical address of the retail marijuana establishment at 74 Grafton Street, Worcester, MA 01604 which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

74 Grafton Street is located in BG-3 District and properly zoned pursuant to the City of Worcester Zoning Ordinance Section 15 Adult Use Marijuana. In accordance with Section 15(e)(4) the marijuana retail establishment is not located within 500 feet of a public or private, primary or secondary school, licensed daycare center, public library, public park or playground, nor for any Marijuana Storefront Retailer sited.

In addition to Diem remaining compliant with existing Zoning Ordinances; Diem will continuously engage with City of Worcester officials to remain up to date with local zoning ordinances to remain fully compliant.

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, Chris Mitchem, (*insert name*) certify as an authorized representative of TDMA LLC (*insert name of applicant*) that the applicant has executed a host community agreement with city of Worcester, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on March 8, 2019 (*insert date*).

Chris Mitchem

Signature of Authorized Representative of Applicant

Host Community

I, Edward M. Augustus, Jr., (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for city of Worcester (*insert name of host community*) to certify that the applicant and city of Worcester (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on March 8, 2019 (*insert date*).

Edward M. Augustus, Jr.

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

Community Outreach Meeting Certification Form

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, Chris Mitchem, (*insert name*) attest as an authorized representative of TDMA LLC (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on March 22, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on March 15, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on March 13, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on March 13, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

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

Notice as Appearing in the
Worcester Telegram & Gazette
on March 15, 2019
(Attachment A)

has been previously known to the following child, **Christian E. Beislie**, that said child be found in need of care and protection and committed to the Department of Children and Families. The court may dispense the rights of the person(s) named herein to receive notice of or to consent to any legal proceeding affecting the adoption, custody, or guardianship or any other disposition of the child named herein, if it finds that the child is in need of care and protection and that the best interests of the child would be served by said disposition.

You are hereby ORDERED to appear in this court, at the court address set forth above, on the following date and time: **04/24/2019 09:30 AM Pre Trial Conference (CR/CV)**

to an attorney and if the court determines that you are indigent, the court will appoint an attorney to represent you.

If you fail to appear, the court may proceed on that date and any date thereafter with a trial on the merits of the petition and an adjudication of this matter.

For further information call the Office of the Clerk-Magistrate at 508-831-2000

WITNESS: Hon. Carol A. Erskine, FIRST JUSTICE, Brendan J. Moran, Acting Clerk-Magistrate
DATE ISSUED: 03/08/2019

March 15, 18, 25, 2019

**Commonwealth of Massachusetts
The Trial Court
Probate and Family Court**

Docket No. WO19P0674EA

Worcester Probate and Family Court
225 Main Street, Worcester, MA 01608
(508) 831-2200

**CITATION ON PETITION FOR
FORMAL ADJUDICATION**

Estate of: Christopher Joseph Roy

Date of Death: 12/09/2018

To all interested persons: A Petition for **Formal Adjudication of Intestacy and Appointment of Personal Representative** has been filed by **Jason Roy of Shrewsbury, MA** and **Michele Roy of Worcester, MA** requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition. The Petitioner requests that: **Jason Roy of Shrewsbury, MA** and **Michele Roy of Worcester, MA** be appointed as Personal Representative(s) of said estate to serve **Without Surety** on the bond in an **unsupervised** administration.

IMPORTANT NOTICE

You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: 10:00 a.m. on the return day of 03/26/2019.

This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an Affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS, Hon. Lillah A Keamy, First Justice of this Court.
Date: February 28, 2019

Stephanie K. Fattman, Register of Probate
March 15, 2019

07453. For information contact Andrea Moore at 978-784-2931 or email: moored@massdevelopment.com.

March 13, 14, 15, 2019

**TOWN OF RUTLAND
NOTICE OF PUBLIC HEARING**

Notice is hereby given in accordance with the provisions of M.G.L., Chapter 140, that the Board of Selectmen will hold a public hearing on Monday, March 25, 2019, at 6:00 p.m. in the Rutland Public Library, 280 Main Street on the application of the Vapiano Companies, Inc., D.B.A. Baked Bakery, for a Common Victualers License on the premises located at 249 Main St., Rutland, MA.

All interested persons should attend the hearing.

**Sheila Dibb, Chairman
Board of Selectmen
March 08, 15, 2019**

LEGAL AD

**Wachusett Regional School District
Invitation for Bids
For Food Safety Sanitation Program**

The Wachusett Regional School District requests sealed bids for a Food Safety Sanitation Program at the Wachusett Regional High School, 140 Main Street, Holden, MA

Specifications may be obtained at the Business Office by calling (508) 829-1670, extension 272 email carolyn_holden@wrsd.net.

The Director of Business & Finance, Daniel Deedy, will receive sealed bids until 10:00 am on April 10, 2019 in the Curriculum Center at 1745 Main Street, Jefferson, MA 01522. Bids will be publicly opened at that time.

The District shall award the contract to the lowest responsible and eligible bidder. However, it reserves the right to reject any or all bids, wholly or in part, or to accept any or all bids if the bid is not the lowest cost, if it is deemed to be in the best interest of the Wachusett Regional School District, to waive informalities deemed consequential and to make awards in a manner deemed to be in the District's best interest.

March 15, 2019

**Community Outreach Meeting for
Cannabis Retail Business**

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Friday - 03/22/2019, at 4pm **90 Harding St, Worcester, MA 01604 - The Compass Tavern**. The proposed Retail Marijuana Business is anticipated to be located at 74 Grafton Street, Worcester, MA. There will be an opportunity for the public to ask questions. Please visit www.helodtem.com/ma for information about cannabis and our company. Interested parties may submit questions and comments on the same website.

- TDMA, LLC
March 15, 2019

Webster Board of Health Public Hearing

The Webster Board of Health will be holding a Public Hearing on April 1, 2019 at 5:00 pm to consider adopt new Nail Regulations. The meeting location will be at the Fire Station located at 55 Thompson Rd, Webster, MA 01570 - Conference Room. Copies of the Regulations are available during business hours in the Health Department for your review. Any person wishing to be heard should appear at the time and place designated above, or should send a letter to the Board of Health in time to be read during the hearing. PLEASE NOTE: Individuals requiring special accommodations should contact the Health Department at 508-949-3800 EXT 4002 at least five (5) days prior to the hearing date in order to facilitate your request.

March 08, 15, 2019

**Commonwealth of Massachusetts
The Trial Court
Probate and Family Court**

Docket No. WO18P4165EA

Worcester Probate and Family Court
225 Main Street, Worcester, MA 01608
(508) 831-2200

**CITATION ON PETITION FOR
FORMAL ADJUDICATION**

Estate of: Margaret Patricia Miller

Date of Death: 10/18/2016

To all interested persons: A Petition for **Formal Probate of Will** has been filed by **Margaret S. Mattix** of requesting that the Court enter a formal Decree and Order and for such other relief as requested in the Petition. The Petitioner requests that: **Margaret S. Mattix** be appointed as Personal Representative(s) of said estate to serve **With Corporate Surety** on the bond in an **unsupervised** administration.

IMPORTANT NOTICE

You have the right to obtain a copy of the Petition from the Petitioner or at the Court. You have a right to object to this proceeding. To do so, you or your attorney must file a written appearance and objection at this Court before: 10:00 a.m. on the return day of 02/05/2019.

This is NOT a hearing date, but a deadline by which you must file a written appearance and objection if you object to this proceeding. If you fail to file a timely written appearance and objection followed by an Affidavit of objections within thirty (30) days of the return day, action may be taken without further notice to you.

UNSUPERVISED ADMINISTRATION UNDER THE MASSACHUSETTS UNIFORM PROBATE CODE (MUPC)
A Personal Representative appointed under the MUPC in an unsupervised administration is not required to file an inventory or annual accounts with the Court. Persons interested in the estate are entitled to notice regarding the administration directly from the Personal Representative and may petition the Court in any matter relating to the estate, including the distribution of assets and expenses of administration.

WITNESS, Hon. Lillah A Keamy, First Justice of this Court.
Date: December 28, 2018

Stephanie K. Fattman, Register of Probate
March 15, 2019



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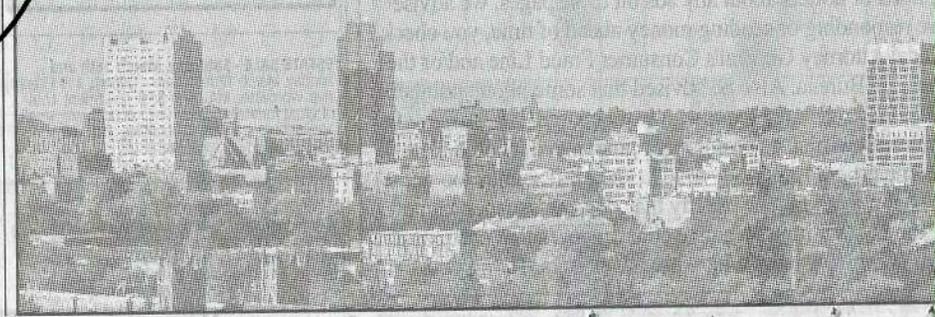
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Order Confirmation

<u>Ad Order Number</u> 0000391464	<u>Customer</u> DIEM CANNABIS	<u>Payor Customer</u> DIEM CANNABIS	<u>PO Number</u>
<u>Sales Rep.</u> jgermaine	<u>Customer Account</u> 1000014779	<u>Payor Account</u> 1000014779	<u>Ordered By</u> John Dinovella
<u>Order Taker</u> jgermaine	<u>Customer Address</u> 209 BEACONSFIELD RD WORCESTER MA 01602 USA	<u>Payor Address</u> 209 BEACONSFIELD RD WORCESTER MA 01602 USA	<u>Customer Fax</u>
<u>Order Source</u> Rep	<u>Customer Phone</u> 774-366-4671	<u>Payor Phone</u> 774-366-4671	<u>Customer EMail</u> john@hellodiem.com
			<u>Special Pricing</u> None

<u>Invoice Text</u>	<u>Ad Order Notes</u>	<u>Materials</u>	<u>Promo Type</u>	<u>Blind Box</u>
<u>Tear Sheets</u> 0	<u>Net Amount</u> \$66.00	<u>Tax Amount</u> \$0.00	<u>Total Amount</u> \$66.00	<u>Payment Method</u> Credit Card - AmEx:1001
			<u>Payment Amount</u> \$66.00	<u>Amount Due</u> \$0.00

<u>Ad Number</u>	<u>Ad Type</u>	<u>Ad Size</u>	<u>Color</u>	<u>Production Method</u>	<u>Production Notes</u>
0000391464-01	1Legal	: 1.0 X 1.5000"	<NONE>	AdBooker	

<u>External Ad Number</u>	<u>Ad Attributes</u>	<u>Ad Released</u>	<u>Pick Up</u>	<u>Affidavits</u>	<u>Proofs</u>
		No		0	0

<u>Product Information</u>	<u>Placement/Classification</u>	<u>Run Dates</u>	<u># Inserts</u>	<u>Cost</u>
<u>Run Schedule Invoice Text</u> 1WTG::Full Run	1Legal Notices - CLS	3/15/2019	1	\$66.00
HEARING/74 Grafton St. Proposal	HEARING/74 GRAFTON ST. PROPOSAL			
1Legals P2W::Full Run	1Legal Notices - CLS	3/15/2019, 3/16/2019, 3/17/2019, 3/18/2019, 3/19/2019, 3/20/2019, 3/21/2019, 3/22/2019, 3/23/2019, 3/24/2019, 3/25/2019, 3/26/2019, 3/27/2019, 3/28/2019, 3/29/2019, 3/30/2019, 3/31/2019, 4/1/2019, 4/2/2019, 4/3/2019, 4/4/2019, 4/5/2019, 4/6/2019, 4/7/2019	30	\$0.00
HEARING	HEARING			

**Notice Stamped by City
Clerk for Public Notice Board
(Attachment B)**

Community Outreach Meeting for Cannabis Retail Business

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Friday - 03/22/2019, at 4pm **90 Harding St, Worcester, MA 01604 - The Compass Tavern**. The proposed Retail Marijuana Business is anticipated to be located at 74 Grafton Street, Worcester, MA

There will be an opportunity for the public to ask questions. Please visit www.hellodiem.com/ma for information about cannabis and our company. Interested parties may submit questions and comments on the same website.

- TDMA, LLC

2019 MAR 13 PM 2:30
Worcester City Clerk

Abutters' List

CITY OF WORCESTER, MASSACHUSETTS

Edward M. Augustus, Jr.
City Manager



William J. Ford, AAS
City Assessor

**Administration and Finance
Division of Assessing**

Certified Abutters List

A list of 'parties in interest' shall be attached to the application form and shall include the names and addresses. All such names and addresses shall be obtained from the most recent applicable tax list maintained by the City's Assessing Department. The Assessing Department certifies the list of names and addresses.

Total Count: 37 300 ft Abutters and Abutters To

Owner: CAHILL MEADOWS,LLC
Owner Mailing: _____

Petitioner (if other than owner): JOHN DINOVELLA
Petitioner Mailing Address: _____

Petitioner Phone: 774-366-4671

Parcel Address: 74 GRAFTON ST

Assessor's Map-Block-Lot(s): 04-016-00027

Variance: _____ Special Permit: _____ Planning: _____ Definitive Plan: _____
Liquor; _____ ConComm: _____ Hist: _____ Other (Specify): _____

04-016-0010C	ALLIASHI LLC	0005 COMMONWEALTH RD 4TH FLOOR	NATICK	MA	01760
04-015-00018	NATIONAL GRID	0040 SYLVAN RD.	WALTHAM,	MA	02451
04-016-00032	RED BRICK COURTYARD LLC	155 FEDERAL ST - SUITE 1300	BOSTON	MA	02110
04-016-11+16	JAFFEE REALTY LLC	48 GRAFTON STREET	WORCESTER	MA	01604
04-016-8288A	BOCADO REALTY LLC	ONE EXCHANGE PLACE	WORCESTER	MA	01608
04-015-00007	HFB LLC	0011 THORNTON RD	WORCESTER	MA	01606
04-015-0002A	CITY OF WORCESTER FIRE DEPT	455 MAIN ST ROOM 301	WORCESTER	MA	01608
04-015-0002B	26 ARCTIC STREET LLC	303 WORCESTER RD	FRAMINGHAM	MA	01701
04-015-1A+2A	YANTSIDES,JAMES	0020 OAK KNOLL RD	WORCESTER WEST	MA	01609
04-016-00009	ZAKARIAN,SIMON	3 SHENENDOAH HILL RD	BOYLSTON	MA	01583
04-016-00012	59 HARDING STREET LLC	0059 HARDING ST	WORCESTER	MA	01604
04-016-00014	SANCLIFF INC	0097 TEMPLE ST	WORCESTER	MA	01608
04-016-00015	S + G REALTY CORP	48 GRAFTON ST	WORCESTER	MA	01604
04-016-00018	SANCLIFF INC	0097 TEMPLE ST	WORCESTER	MA	01608
04-016-00027	CAHILL MEADOWS,LLC	0065 HARVEST CIR	HOLDEN	MA	01520
04-016-00029	MEERSMAN,SCOTT F	013J HAMMOND ROAD	CHARLTON	MA	01527
04-016-00034	GIANGREGORIO,JOHN G TRUSTEE	21 ILLINOIS ST #508	WORCESTER	MA	01610
04-016-0010A	LAM,LIEM T + NGUYEN,LINH M	14 CORINTH DR	WORCESTER	MA	01606
04-016-21-24	SPOKIS,RALPH J	0224 SYCAMORE DR	HOLDEN	MA	01520
04-016-82881	SHERIDAAN,KATIE A	0082 WINTER ST	WORCESTER	MA	01604
04-016-82882	11 MONADNOCK TRUST	0011 MONADNOCK RD	WORCESTER	MA	01609
04-016-82883	11 MONADNOCK TRUST	0011 MONADNOCK RD	WORCESTER	MA	01609

04-016-82884	11 MONADNOCK TRUST	0011 MONADNOCK RD	WORCESTER	MA	01609
04-016-82885	ATLANTIC BAG LLC	0011 MONADNOCK RD	WORCESTER	MA	01609
04-016-82886	ATLANTIC BAG LLC	0011 MONADNOCK RD	WORCESTER	MA	01609
04-016-82887	ATLANTIC BAG LLC	0011 MONADNOCK RD	WORCESTER	MA	01609
04-016-82888	ATLANTIC BAG LLC	0011 MONADNOCK RD	WORCESTER	MA	01609
04-016-85-1A	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-1B	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-2A	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-2B	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-3A	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-3B	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-4A	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-4B	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-016-85-B0	W LOFTS CONDO ASSOCIATION LLC	0171 PHILLIPS AVE	SWAMPSCOTT	MA	01907
04-020-000B2	WALKERS 4 DEVELOPMENT LAND LLC	0290 NW 6TH ST	BOCA RATON	FL	33432

This is to certify that the above is a list of abutters to Assessor's Map-Block-Lot(s) 04-016-00027 as cited above.

Certified by:

Signature



Date

2-7-2019

Notice Sent to Abutters

(Attachment C)

Community Outreach Meeting for Cannabis Retail Business

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for Friday - 03/22/2019, at 4pm **90 Harding St, Worcester, MA 01604 - The Compass Tavern**. The proposed Retail Marijuana Business is anticipated to be located at 74 Grafton Street, Worcester, MA

There will be an opportunity for the public to ask questions. Please visit www.hellodiem.com/ma for information about cannabis and our company. Interested parties may submit questions and comments on the same website.

- TDMA, LLC

Sign-in Sheet from Community
Outreach Meeting

Subject: Alexandra

Date: Thursday, August 27, 2020 at 6:40:24 PM Eastern Daylight Time

From: Jim Smith

To: Kalkounis, Alexandra

CC: Jonathan Capano

Alexandra,

Our firm represents, TDMA, LLC ("Diem") y operator of a Retail Marijuana Establishment at 74 Grafton Street in Worcester. Pursuant to 935 CMR 500.103(4), Diem must submit an application for the annual renewal of its license from the Cannabis Control Commission ("CCC"). As a condition of that renewal, the CCC has required that we request from Worcester records of any cost to the city anticipated or actual, resulting from the operation of Diem's Retail Marijuana Establishment.

In order to comply with this condition of our renewal, we are submitting to your office our formal request for records of any cost incurred by the City of Worcester over the past year as a result of our operations. Please send any documentation to by mail and e-mail to:

Smith, Costello & Crawford Public Policy Law Group
c/o Jonathan Capano
One State Street, 15th Floor
Boston, MA 02109
jcapano@publicpolicylaw.com

If the City of Worcester does not respond we are obligated to submit an attestation to that effect. Please do not hesitate to reach out if you have any questions.

Sincerely,

Jim

James E. Smith
Smith, Costello & Crawford
Public Policy Law Group.
One State St.
15th floor
Boston, MA 02109
O: 617-523-0600
M: 617-549-4927

STATEMENT OF CONFIDENTIALITY:

The information contained in this electronic message and any attachments to this message are intended for the exclusive use of the addressee(s) and may contain confidential or privileged information. If you are not the intended recipient, or the person responsible for delivering the e-mail to the intended recipient, be advised you have received this message in error and that any use, dissemination, forwarding, printing, or copying is strictly prohibited. Please notify Smith, Costello & Crawford immediately at either (617) 523-0600 or sspinale@publicpolicylaw.com and destroy all copies of this message and any attachments. You will be

reimbursed for reasonable costs incurred in notifying us.

Affidavit of No Response to Municipal Cost Letter

I, Christopher Mitchem, as Manager of TDMA, LLC hereby certify that on August 27, 2020, TDMA, LLC sent formal notice to the City of Worcester requesting from our host community records of any cost to the city or town reasonably related to the operation of the establishment. As of September 28, 2020, TDMA, LLC has not received a response from the City of Worcester related to this request.

Christopher Mitchem

(NAME)

09/28/2020

Date

STATE OF VIRGINIA

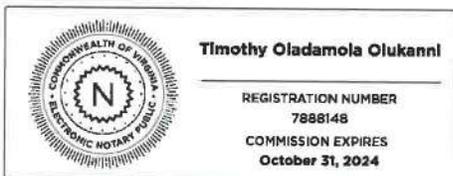
COUNTY OF ARLINGTON

On this 28 day of September, 2020, before me, the undersigned notary public, personally appeared Christopher Mitchem satisfactory evidence of identification, which was a Driver's license, to be the person whose name is signed on the preceding or attached document and acknowledged to me that he signed it voluntarily for its stated purpose.

Timothy Oladamola Olukanni

(official signature and seal of notary)

My commission expires: 10/31/2024



Notarized online using audio-video communication



Plan for Positive Impact

Intent

As TDMA LLC (Diem) prepare for operations in Massachusetts, we strive to immerse our business into the surrounding community with the intent to understand and better serve the communities which we operate within. Diem operates under the notion that our success relies on having the most positive impact on our customers and the communities that welcomed this industry into its neighborhoods. Cannabis prohibition has had a disproportionate impact on numerous communities and Diem believes it has a responsibility and commitment to ensure its business is positively contributing to its community.

Purpose

In accordance with 935 CMR 500.101(1)(a)(11), Diem has created goals and plans to ensure we have a positive impact on areas of disproportionate impact in Massachusetts. While the enrichment of the greater populace is desired, we aim to support and promote those in the community that have been disproportionately harmed by cannabis prohibition. Criminalization has had long-term ill effects, not only on the individuals arrested and incarcerated, but on their families and communities. We hope to bring opportunity and resources to empower the people in these areas of disproportionate impact.

Diem plans to establish a retail operation in Worcester and a cultivation and product manufacturing facility in Orange. Diem's retail location at 74 Grafton Street, Worcester, 01604 is neighbors to a number of designated areas of disproportionate impact, including but not limited to Census Tract 7313, Census Tract 7317, Census Tract 7318, Census Tract 7324, and Census Tract 7330. Diem intends to submit another application for a retail marijuana establishment in Springfield. Their proposed location is located in Census Tract 8011.01.

Goals

The following goals and policies serve as a summary of the plan for positive impact that Diem will implement to maintain a symbiotic relationship with the communities our company operates within. Through these policies our business will fulfill the requirement that a marijuana establishment positively impact its host community and/or disproportionately impacted populations.

Goal 1: Provide mentoring, professional and technical services for individuals facing barriers to entering the workforce

Programs: To achieve this goal, Diem plans to participate in and organize education workshops and career building workshops with enrollment priority for individuals from disproportionately impacted areas or populations. Diem will also participate in or sponsor local leadership seminars aimed at empowering individuals from disproportionately impacted areas or populations. Diem will adhere to the requirements of 935 CMR 500.105(4) regarding the permitted and prohibited advertising, branding, marketing, and sponsorship practices of marijuana establishments.

Outcome Measure: Diem will measure their success by tracking the number of workshops and leadership seminars held each year with a goal of holding at least one seminar or workshop annually. Diem may partner with local community groups that sponsor career building programs



and offer to fund a training program that would then be hosted by the community partner. Diem shall contact any organizations they may seek to partner with and ensure that they can receive a donation prior to partnering with them.

Measurement Frequency and Metrics: Diem shall review its success and progress of the goal annually by recording the number of workshops and seminars held or financially sponsored and ensure that they are meeting their goal. Diem shall use this number to assess its plan and accounts in order to demonstrate proof of success or progress upon the yearly renewal of their license.

Goal 2: Find innovative and creative ways to give back to areas of disproportionate impact in our host communities.

Programs: To achieve this goal, Diem will sponsor charitable events such as a canned food drive to support food pantries that serve areas of disproportionate impact, a winter coat drive and/or neighborhood clean-up initiatives in areas of disproportionate impact. Diem will also identify and partner with organizations serving areas of disproportionate impact and donate our employees' time in the form of volunteer hours.

Outcome Measure: Diem will measure their success by tracking the number of drives and/or initiatives held each year with a goal of holding at least one annually and the number of hours donated by employees. Diem will grant its employees up to 8 hours of paid time off to participate in neighborhood clean-up initiatives and volunteer time at identified organizations. While not necessarily measureable, we strive to make beautification improvements to the areas surrounding our Worcester and proposed Springfield location through our clean-up initiatives. Diem will not work with a non-profit or charitable organization until they are contacted and have affirmed that they can and will work with Diem in further its goals.

Measurement Frequency and Metrics: Diem shall review its success and progress of the goal annually by recording the number of drives and/or initiatives held and ensure that we are meeting our goal. Diem will also track the number of hours donated by employees for clean-up initiatives and volunteer programs. Diem shall use this number to assess its plan and accounts in order to demonstrate proof of success or progress upon the yearly renewal of their license.

Goal 3: Provide financial support to organizations and groups that serve communities and people in areas of disproportionate impact

Programs: To achieve this goal, Diem plans to make financial donations to nonprofits and organizations whose missions are to serve and improve a disproportionately impacted area. Specifically, Diem will make direct donations to local charities who support one of the following: (1) past or present residents of the enumerated areas of disproportionate impact listed above; (2) Massachusetts residents who have past drug convictions; and/or (3) Massachusetts residents with parents or spouses who have drug convictions.

Outcome Measure: Diem will measure their success by tracking the total dollars donated to charities who meet the requirements outlined above. Diem will not make donations to an organization without receiving written confirmation that they will accept the donation.

Measurement Frequency and Metrics: Diem shall review its success and progress of the goal annually by recording the total amount of money donated to organizations whose missions are to serve and improve areas of disproportionate impact. Diem shall use this number to assess its plan in order to demonstrate proof of success or progress upon the yearly renewal of their license.

Successful Initiatives: On March 5th, 2019, Diem made a donation of \$10,000 to Springfield's Central City Boxing that was accepted to help in their fundraising efforts to purchase a building at



22-24 Tyler Street in Springfield. Central City Boxing offers Springfield youth athletic coaching, academic assistance and tutoring. The boxing club aims to offer kids an after-school program that uses boxing and weightlifting to create structure and introduces goal-oriented sports training. The club recently lost their currently location and have launched a fundraising campaign to relocate to the 22-24 Tyler Street location. This new location is in Census Tract 8018, an identified area of disproportionate impact.

Conclusion

Diem will conduct continuous and regular evaluations of the charitable contributions and implementations of our goals including but not limited to the specific financial data and/or employee hours showing donations to or investments in specific causes; number of employees hired, retained, or promoted that come from areas of disproportionate impact; and/or number and types of jobs created in the adult-use cannabis industry in geographic areas of disproportionate impact. We will elicit feedback from employees on their experiences and what organizations or charities they would like to see supported by Diem and at any point, retool policies and our plan for positive impact in order to better accomplish the goals set out by Diem. No actions take, or programs instituted by Diem will violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

William Francis Galvin
Secretary of the
Commonwealth

January 8, 2019

TO WHOM IT MAY CONCERN:

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

TDMA LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **July 19, 2018.**

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

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

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

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **NONE**



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



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



TDMA LLC
805 SW BROADWAY STE 2400
PORTLAND OR 97205-3341

000122

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

Visit mass.gov/dor 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

**AMENDMENT NO. 1 TO OPERATING AGREEMENT
OF
TDMA LLC**

This Amendment No. 1 to Operating Agreement (“**Amendment**”) is dated effective February 20, 2019 between TDMA LLC, a Massachusetts limited liability company (“**Company**”), and VLF Holdings LLC, an Oregon limited liability company (“**Member**”).

RECITALS

- A. The Company and Member entered into an Operating Agreement of the Company dated July 19, 2018 (the “**Agreement**”).
- B. Section 14 of the Agreement provides that the Agreement may be amended with the consent of the Member.
- C. The Member desires to amend the Agreement.

AGREEMENT

- 1. **Amendment.** Section 2 of the Agreement is amended to read in its entirety as follows:

“**Member.** TDMA Holdings, LLC is the sole member of the Company. The principal office address of the Member is 75 North Main Street, #570, Randolph, Massachusetts 02368.”
- 2. **Other Provisions.** The provisions of the Agreement that are not amended or deleted by this Amendment remain unchanged and in full force and effect.
- 3. **Signatures.** This Amendment may be signed in counterparts. An electronic transmission of a signature page will be considered an original signature page. At the request of a party, the other party will confirm an electronically-transmitted signature page by delivering an original signature page to the requesting party.

[signature page to follow]

Dated effective as of the date set forth in the preamble.

Company:

TDMA LLC



By: Chris Mitchem
Its: Chief Executive Officer and Manager

Member:

VLF Holdings LLC



By: Chris Mitchem
Its: President

**OPERATING AGREEMENT
OF
TDMA LLC**

This **OPERATING AGREEMENT** (as amended from time to time, this “**Agreement**”) of TDMA LLC (the “**Company**”) is made by VLF Holdings LLC (the “**Member**”) effective as of July 19, 2018.

1. **Formation of Limited Liability Company.** The Company was formed on July 19, 2018 pursuant to the provisions of the Massachusetts Limited Liability Company Act, Massachusetts General Laws, Chapter 156C (the “**Act**”), by the filing of a Certificate of Organization of the Company with the office of the Secretary of the Commonwealth of Massachusetts. The rights and obligations of the Member and the administration of the Company shall be governed by this Agreement and the Act.

2. **Member.** VLF Holdings LLC is the sole member of the Company. The principal office address of the Member is 805 SW Broadway #2400, Portland, OR 97205.

3. **Purpose.** The Company may engage in any and all businesses or activities in which a limited liability company may be engaged under applicable law (including, without limitation, the Act).

4. **Name.** The name of the Company shall be TDMA LLC.

5. **Registered Office; Other Places of Business.** The registered office of the Company in the Commonwealth of Massachusetts is 75 North Main St. #570, Randolph, MA 02368. The Company may have such other offices as the Member may designate from time to time.

6. **Resident Agent.** The agent for service of process in Massachusetts as of the effective date of this Agreement is Registered Agents Inc.

7. **Term of Company.** The Company commenced on the date the Certificate of Organization was properly filed with the Secretary of the Commonwealth of the Commonwealth of Massachusetts and shall exist in perpetuity or until its business and affairs are earlier wound up following proper dissolution.

8. **Management of Company.** All decisions relating to the business, affairs, and properties of the Company shall be made by the Member. The Member may appoint one or more managers and/or officers of the Company using any titles, and may delegate all or some decision-making duties and responsibilities to such persons. Any such managers and/or officers shall serve at the pleasure of the Member. To the extent delegated by the Member, managers and/or officers shall have the authority to act on behalf of, bind, and execute and deliver documents in the name and on behalf of the Company. In addition, unless otherwise determined the Member, any officer(s) so appointed shall have such authority and responsibility as is generally attributable to the holders of such officers in corporations incorporated under the laws of the Commonwealth of Massachusetts. No delegation of authority hereunder shall cause the Member to cease to be a Member.

9. **Other Activities.** The Member, its agents, representatives and affiliates may engage or invest in, and devote their time to, any other business venture or activity of any nature and description (independently or with others), whether or not such other activity may be deemed or construed to be in competition with the Company. The Company shall not have any right by virtue of this Agreement or the relationship created hereby in or to such other venture or activity (or to the income or proceeds derived therefrom), and the pursuit thereof, even if competitive with the business of the Company, shall not be deemed wrongful or improper.

10. **Standards of Conduct.** Whenever the Member is required or permitted to make a decision, take or approve an action, or omit to do any of the foregoing, then the Member shall be entitled to consider only such interests and factors, including its own, as it desires, and shall have no duty or obligation to consider any other interests or factors whatsoever. To the extent that the Member has, at law or in equity, duties (including, without limitation, fiduciary duties) to the Company or other person bound by the terms of this Agreement, the Member acting in accordance with the Agreement shall not be liable to the Company or any such other person for its good faith reliance on the provisions of this Agreement. The provisions of this Agreement, to the extent that they restrict the duties of the Member otherwise existing at law or in equity, replace such other duties to the greatest extent permitted under applicable law.

11. **Limited Liability.** Except as otherwise required by any non-waivable provision of the Act or other applicable law, the Member shall not be personally liable in any manner whatsoever for any debt, liability, or other obligation of the Company, whether such debt, liability, or other obligation arises in contract, tort, or otherwise.

12. **Indemnification.** The Company shall indemnify and hold harmless the Member to the full extent permitted by law from and against any and all losses, claims, demands, costs, damages, liabilities, expenses of any nature (including attorneys' fees and disbursements), judgments, fines, settlements, and other amounts (collectively, "**Costs**") arising from any and all claims, demands, actions, suits, or proceedings (civil, criminal, administrative, or investigative) (collectively, "**Actions**") in which the Member may be involved, or threatened to be involved as a party or otherwise, relating to the performance or nonperformance of any act concerning the activities of the Company. In addition, to the extent permitted by law, the Member may cause the Company to indemnify and hold harmless any managers and/or officers from and against any and all Costs arising from any or all Actions arising in connection with the business of the Company or by virtue of such person's capacity as an agent of the Company. Notwithstanding the foregoing, any and all indemnification obligations of the Company shall be satisfied only from the assets of the Company, and the Member shall have no liability or responsibility therefore.

13. **Dissolution and Winding Up.** The Company shall dissolve and its business and affairs shall be wound up pursuant to a written instrument executed by the Member. In such event, after satisfying creditors, all remaining assets shall be distributed to the Member.

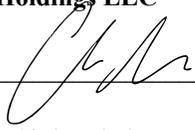
14. **Amendments.** This Agreement may be amended or modified from time to time only by a written instrument executed by the Member.

15. **Governing Law.** The validity and enforceability of this Agreement shall be governed by and construed in accordance with the laws of Massachusetts without regard to other principles of conflicts of law.

IN WITNESS WHEREOF, the Member hereto has duly executed this Agreement effective as of the above stated date.

MEMBER

VLH Holdings LLC

By:  _____

Name: Chris Mitchem

Title: President



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Certificate of Amendment

(General Laws, Chapter)

Identification Number: 001337438

The date of filing of the original certificate of organization: 7/19/2018

1.a. Exact name of the limited liability company: TDMA LLC

1.b. The exact name of the limited liability company as amended, is: TDMA LLC

2a. Location of its principal office:

No. and Street: 75 NORTH MAIN ST
#570
 City or Town: RANDOLPH State: MA Zip: 02368 Country: USA

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

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: REGISTERED AGENTS INC.
 No. and Street: 82 WENDELL AVE
STE 100
 City or Town: PITTSFIELD State: MA Zip: 01201 Country: USA

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

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

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	CHRISTOPHER MITCHEM	220 NW 8TH AVE, STE 343 PORTLAND, OR 97209 USA

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

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

9. Additional matters:

10. State the amendments to the certificate:

SARAH GERSTEN IS BEING REMOVED AS THE SOC SIGNATORY AND CHRISTOPHER MITCHEM IS REPLACING HER.

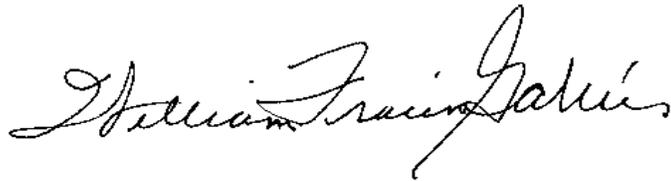
11. The amendment certificate shall be effective when filed unless a later effective date is specified:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 2 Day of April, 2019,
CHRISTOPHER MITCHEM , Signature of Authorized Signatory.**

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:

April 02, 2019 04:26 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001337438

1. The exact name of the limited liability company is: TDMA LLC

2a. Location of its principal office:

No. and Street: 75 NORTH MAIN ST
#570
 City or Town: RANDOLPH State: MA Zip: 02368 Country: USA

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

No. and Street: 75 NORTH MAIN ST
#570
 City or Town: RANDOLPH State: MA Zip: 02368 Country: USA

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

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: REGISTERED AGENTS INC.
 No. and Street: 82 WENDELL AVE
STE 100
 City or Town: PITTSFIELD State: MA Zip: 01201 Country: USA

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

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

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

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

Title	Individual Name	Address (no PO Box)

	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code
SOC SIGNATORY	SARAH GERSTEN	75 NORTH MAIN ST RANDOLPH, MA 02368 USA

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

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

9. Additional matters:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 19 Day of July, 2018,
SARAH GERSTEN**

(The certificate must be signed by the person forming the LLC.)

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:

July 19, 2018 09:04 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



Diem Cannabis Business Plan: Massachusetts

March 2019

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Executive Summary

Diem Cannabis is expanding its operations into the emerging recreational marijuana market of Massachusetts. Diem's management team has proven its ability to build out a vertically integrated business model in Oregon, and aims to do the same in Massachusetts. Diem will build three retail locations, a production facility, and a processing facility in Massachusetts, and the Diem team is optimistic on the opportunity for marijuana retail in MA and believes a partnership will be incredibly beneficial for the state, it's municipalities, and its citizens.

Diem has secured the following funding for Massachusetts:

Retail for Massachusetts (3 shops total): \$5.6M
Production for Massachusetts: \$2.275M
Product Manufacturing for Massachusetts: \$1.7M
Operating Expenses for 3 years: \$2.925M
Total funds raised for Massachusetts: \$12.5M

Diem has built its corporate structure for scalability. Diem will be led by an executive team based out of Portland, OR. This executive team will carry national responsibilities in the business functions of finance, human resources, legal, regulatory, marketing, and operations. Each state will feature a local team of leaders required to execute on expansion and buildout strategies. Each state will have its own corporate entity rolling into Diem's national holding company.

Diem's leadership team has spent significant time and resources developing its brand. Diem's brand voice, unique design characteristics, professionalism, expertise, and inclusive approach will set the company apart from competition in Massachusetts.

In the cannabis business financial controls are paramount, especially when dealing with investors. Diem's leadership team will expand its excellent controls currently in place in Oregon, and add new ones as necessary.

The plans for the design and build-out details for three retail locations, a production facility, and a processing facility, are included in this business plan. This represents significant intellectual property that Diem and its leadership team have spent years developing. Retail locations will feature Diem's unique approach in the industry, Diem's shops look like apple stores combined with ice cream shops and there is nothing like them in the world. Production will be done in environmentally controlled, light deprivation greenhouses with supplemental lighting, with easy and modular expandability to add more flowering canopy as needed. Processing will focus on producing BHO shatter, a high margin marijuana concentrate. These plans come complete with a detailed capital expenditure budget.

In the spirit of scalability, Diem has included its current operating procedures in this business plan. These procedures are the blueprints to scale Diem's operations into new states.

Corporate Structure and Governance

Organization Overview

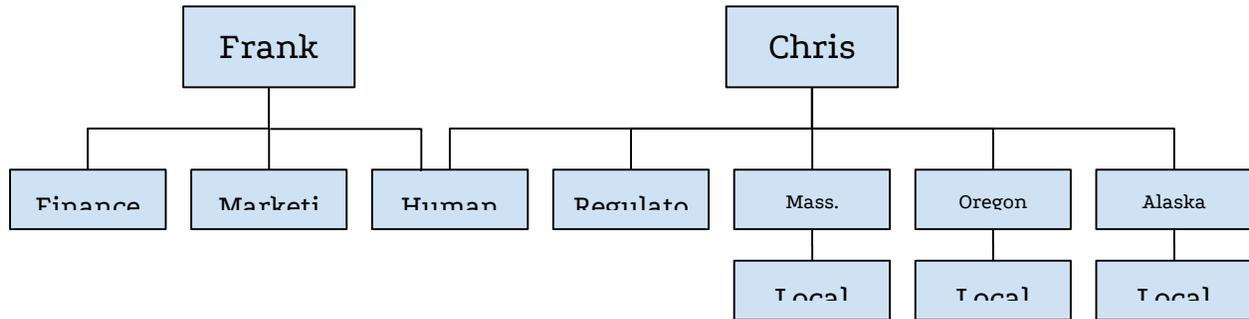
Diem is a bootstrapped startup that reached grew quickly in Oregon with very little capital. This company has proven that it can do a lot with a little, and there are no plans to change the entrepreneurial mentality of Diem’s culture. Diem co-founders understand the need to bring on talented people to scale the business into Massachusetts, and has come up with an organizational structure to facilitate that.

The idea behind this structure is utilizing an executive team that acts as a national “shared services” group, supporting local teams in different states. What does shared services mean? Shared services are functions that can be expanded nationally from a centralized location. While there are necessary state-specific hires that will have to be made, there are many functions that can be handled on a national level without hiring a local person. For example, there is no reason to hire a local Human Resources representative for Massachusetts. Instead, Diem will use its robust processes, procedures, and automation to expand the responsibilities of its current Human Resources support person from Oregon into Massachusetts. Diem will apply this concept to the functional groups handling marketing, regulatory licensing and compliance, finance, legal, and human resources. All of these functions will be centralized from Diem’s headquarters in Portland, Oregon, with local leaders on the ground in MA responsible for each function.

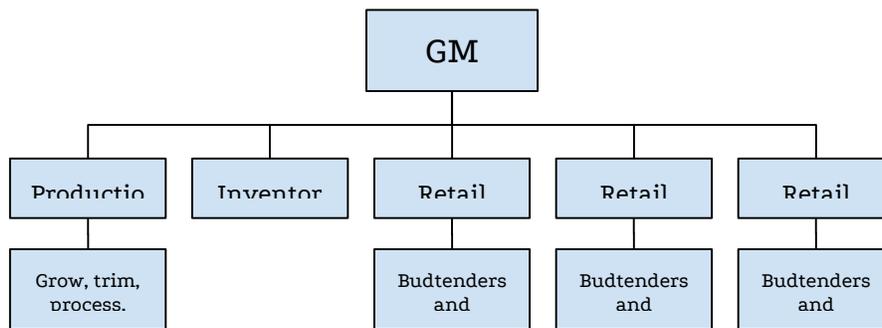
While many services can be supported by the executive team, each state will require people on the ground to run the business. Each state or “local team” will consist of a General Manager, an Inventory Manager, Production Manager, and a Retail Manager for each retail location. A visual representation of this structure is shown below.

Organization Chart

Executive Team



Local Team



Roles and Responsibilities

To remain as efficient as possible and to execute well, Diem has developed easy to understand job descriptions and performance metrics for each role.

Chief Executive Officer: Identifies business opportunities, sets strategic targets, builds company culture, hires the right talent to execute on strategic targets, and guides the team through execution. This role is held by Chris Mitchem.

Chief Operations Officer: The COO manages daily business operations including manufacturing, inventory, supply chain, and the employees in those functional areas. This role is currently held by Chris Mitchem.

Chief Marketing Officer: Grows top line revenue and proliferates the Diem brand using graphic design, web programming, SEO, social media, advertising, strategic partnerships, product innovation, and budtender sales training. This role is currently held by Frank Kanekoa and reports to the CEO.

Chief Financial Officer: Bank account and cash management, investor relations, accounts payable, accounts receivable, forecasting, financial reporting, financial law

compliance, tax planning. This role is held by Frank Kanekoa and reports to the CEO.

HR Manager: State and federal labor law compliance, onboarding and termination, talent development, recruiting, employee reviews, employee engagement. This role will report to the CFO and CEO.

Director of Regulatory Affairs: Marijuana licensing and compliance. Works closely with COO, and will report directly to the CEO.

General Manager: The General Manager of each state will basically be a dedicated CEO of that particular state. The GM identifies business opportunities, sets strategic targets, builds company culture, hires the right talent to execute on strategic targets and guides the team through execution. GM's will report directly to the CEO.

Production Manager: The production manager is the head of the farm and processing facilities. The production manager's goal is to produce as much high quality product as possible in a calendar year. In addition, the production manager must be able to respond to demand fluctuations as they arise, and pivot production to different offerings as needed based on feedback from the local team. The production manager is also a people manager and is responsible for the hiring, engagement, and performance of the farm and processing team. This role reports directly to the local General Manager.

Inventory Manager: The inventory manager makes sure that Diem's local dispensaries have the right amount of products in stock when needed and is not overstocked. The inventory manager floats between dispensary locations within the state and manages inventory in partnership with Retail Managers. The inventory manager forecasts demand, develops supply relationships with vendors, and regulates supply from Diem's vertically integrated farm and processing facilities. In addition, in the marijuana industry inventory seed to sale tracking compliance is of vital importance, and the inventory manager will have local responsibility for this function. This role reports directly to the local General Manager.

Retail Manager: The retail manager is responsible for day to day retail store operations. This includes budtender hiring, engagement, and performance management, running site specific sales and promotions, customer service management, site display and cleanliness, local competitive analysis against other shops in town, cash management, and security management. This role reports directly to the local General Manager.

Performance Metrics

Diem will closely monitor the following metrics below. Local General Managers and functional leaders (HR, Finance, Regulatory, Marketing) may create specific team goals and metrics, but these metrics will be tracked at the executive team level and will be used for bonus incentives. It is the executive team's opinion that these basic metrics capture the details the company is looking for from every department. For example,

revenue growth tells us how the marketing team is doing, profit shows us how well operations and finance are doing, and national turnover shows us how our employees feel about working for us.

National Revenue	Top line dollars brought in nationally from all business units and states. We compare this to previous time periods to see how well Diem is growing as a company.
National Profit	Bottom line dollars returned to the company after all expenses. We compare this to previous time periods to see if Diem is returning a healthy amount of money after all expenses are paid.
National Employee Turnover	Divide the number of employees separated from company during a time period by the average number of employees. This metric shows us the volatility of the roles at our company and helps us understand the leadership capability of managers. Hiring and training new employees is expensive so we want to hire the right people and keep them around long term.
Local Revenue	Top line dollars brought in from a local state team. We compare this to previous time periods to see how well a state team is growing.
Local Profit	Bottom line dollars returned to the local P&L after all expenses are paid. We compare this to previous time periods to see if a local team is returning a healthy amount of money after all expenses are paid.
Local Employee Turnover	Divide the number of employees separated from company during a time period by the average number of employees. This metric shows us the volatility of the roles at our company and helps us understand the leadership capability of managers. Hiring and training new employees is expensive so we want to hire the right people and keep them around long term.

The table below shows an accountability breakdown among roles in the company. An “X” in the table means the role listed will be accountable to the associated performance metric:

Metrics	National Revenue	National Profit	National Employee Turnover	Local Revenue	Local Profit	Local Employee Turnover
CEO	X	X	X			
COO	X	X	X			
CFO	X	X	X			
CMO	X	X	X			
HR	X	X	X			
Regulatory	X	X	X			

GM's				X	X	X
Production Managers				X	X	X
Inventory Managers				X	X	X
Retail Managers				X	X	X
Budtenders				X	X	X
Delivery Drivers				X	X	X
Growers				X	X	X
Trimmers				X	X	X
Processors				X	X	X
Packagers				X	X	X

Operating Plan

Operations management is the art of combining people and processes together, a skill-set in which Diem’s founding team have decades worth of experience. The approach to operations management is to clearly define roles and responsibilities, create feedback mechanisms for regular communication, proceduralize operations processes for replication and scalability, and continuously improve the operation systematically. The outline below shows how Diem’s operations will be run.

Executive Team

The executive team will provide strategic direction, capital, and constraints to the local team. The executive team also provides the organizational shared services of legal, human resources, regulatory, finance, and marketing. Below is the process they will follow.

1. The executive team will have a weekly national call for the entire organization on which metrics will be reviewed, group problem solving will occur, and direction will be provided. The intent is for local managers to interact with the executive team and each other on a regular basis to facilitate group learning and camaraderie. The weekly communication will cover the following:
 - a. Revenue and profit of the previous week
 - b. Updates from executive team
 - c. Updates from local team
 - d. Specific project updates
 - e. Recognition for good work
 - f. Team building
 - g. Open forum for questions and concerns

2. The CEO will have one on one calls with each General Manager and executive team member weekly. These one on one's will be focused both on professional development and on tactical problem solving.
3. Members of the executive team will visit each local team quarterly for team building, problem solving, and to generally check in on local operations in person. The executive team will also visit each state informally as needed.
4. The executive team will have a dedicated cloud-based dashboard which will detail job descriptions, goals, metrics, and other key business information that should be shared with the national team.

Local Team

The local team, led by the General Manager, will execute on the executive team's objectives using the following process.

1. The General Manager will have weekly local calls with the local team where he/she will pass information along from the national call and provide local direction and problem solving.
2. The local GM will have weekly one on one calls with each member of his/her team to work on professional development and tactical issues.
3. The General Manager will spend at least one day at each business unit per month. This means a full day at each dispensary being a budtender, one full day at the farm working with the grow team, and one full day at the processing plant working with the processing team. It is vital for the GM to lead from the front and understand what is happening with his/her team, with the market, and with Diem's customers.
4. The local team will be guided by a cloud-based dashboard with job descriptions, metrics, goals, and procedures. Metrics will be tracked weekly.

Process Scalability

The entire organization will be guided by a set of national procedures with localized adjustments where needed. Since most key business functions will be managed at the executive level, Diem, its shareholders, and its stakeholders can expect coordinated approaches to operations nationwide. This is a "cookie cutter" approach to operations management. For example, the HR procedure for hiring in Massachusetts will be the same as in other states, with the addition of amendments required by the state. These procedures are included in this business plan.

Continuous Improvement

Both the executive team and the local teams will be incentivized to create procedures for the processes they develop, and continuously improve those processes and update the procedures accordingly. Continuous improvement ensures that the organization continues to adapt with a rapidly evolving environment.

Performance Incentives

Teams will be paid annual bonuses based on their performance. Incentivizing good work is vital to getting the most out of people. The team will have company based metrics and local metrics that are tracked for bonus potential. Bonuses will be paid out as a percentage of salary, with the percentage on a sliding scale based on performance.

Annual Reviews

Each employee and manager will receive an annual performance review scoring them on their performance. This review will be a continuance of conversations managers have with their people regularly, and nothing in the performance review should be a surprise, it is a summary of everything discussed throughout the year. Employees will be rated on a scale from 1 to 5, and all of the employee ratings will be stored in a database so Diem can identify top talent for management positions.

Tools and Services List

The organization will use a common set of tools, service providers, and software to facilitate learning, align procedures nationally, and leverage economies of scale to lower costs. These include:

1. Flowhub (POS) management
2. Flowhub inventory management
3. Flowhub integrated POS package featuring (per register): Cash drawer, zebra receipt printer, iPad, label printer.
4. METRC state compliance seed to sale tracking software (where available)
5. Google cloud services (file storage, sheets, docs, slides, email, music, conferencing)
6. Android OS company phones as these sync with google cloud services
7. Todoist task management software
8. Pipedrive wholesale sales management software
9. Quickbooks finance management software
10. Bench finance reporting software
11. Zenefits human resources management and payroll software
12. Pillar payment merchant services solutions
13. Diem's custom website tailored to localities
14. Diem's custom online menu and delivery management software
15. Onboarding and termination boilerplate documents and procedures
16. Insurance coverage facilitated by Leonard Adams Insurance
17. Security provided by Protection One.
18. Mainstem packaging company for standard, child safe, and custom packaging
19. Pantheon web hosting services
20. Cloud based cash logs in google sheets
21. Cloud based menu management logs in google sheets
22. Grasshopper phone line management software
23. Stickyguide digital menu software

Finance Plan

Frank Kanekoa is the CFO and is accountable for the creation, administration, and development of a financial and operational strategy, metrics tied to that strategy, and the ongoing development and monitoring of control systems designed to preserve company assets and report accurate financial results.

He leverages third party financial teams and in-house personnel to deliver on the office's principal accountabilities, which are:

Planning

1. Assist in formulating the company's future direction and supporting tactical initiatives
2. Monitor and direct the implementation of strategic business plans
3. Develop financial and tax strategies
4. Manage the capital request and budgeting processes
5. Develop performance measures that support the company's strategic direction

Financial Information

1. Oversee the issuance of financial information to shareholders and stakeholders. This information will be reported to shareholders and stakeholders on a quarterly basis, and it includes a profit and loss statement, balance sheet, and cash flow statement.
2. Report financial results to the executive team, and board of directors. Revenue results will be reported weekly and profit results will be reported monthly. Month end closing of the books will occur no later than the 5th of every month.

Funding

1. Monitor cash balances and cash forecasts
2. Establish debt and equity financing
3. Invest funding

Third Parties

1. Participate in conference calls with the investment community
2. Maintain banking relationships
3. Represent the company with investment bankers and investors

Operations

1. Participate in developing and determining key strategic decisions
2. Manage the accounting, investor relations, legal, and tax departments
3. Oversee the financial operations of all companies
 1. Cash management procedures
 2. Debit processing

3. Refunds and Returns
4. Accounts Payable and Receivable
4. Manage any third parties to which bookkeeping, accounting, or finance functions have been outsourced
5. Oversee the company's transaction processing systems
6. Implement operational best practices

Buildout Plans for Massachusetts

Diem will begin executing the plan below immediately upon receiving local approval. Below is the step by step process Diem will take.

Step 1: Hire local teams

Step 2: Complete property due diligence

Step 3: Purchase properties

Step 4: Design and plan property buildouts

Step 5: Begin construction and renovations

Step 6: Apply for state marijuana licenses (parallel to step 5)

Step 7: Acquire licenses and begin operations

Step 1: Hire Local Teams

A large hiring effort will be made at the local level in Massachusetts. Diem will complete employee contracts for General Managers. Production Managers will manage the production and processing construction projects and start to build their teams as construction and licensing processes near completion. Local leaders will begin to actively recruit retail managers in Massachusetts, then Retail Managers will build out their budtender teams hiring local, and Production Managers will do the same. General Managers and Inventory Managers will work together to manage dispensary build-out projects.

Step 2: Complete due diligence on properties identified

The bulk of this due diligence will be working with local municipalities to verify that Diem is compliant with local marijuana zoning codes. Local cities and counties will decide where and when Diem can build marijuana facilities. Based on our experience in Oregon and our research, we have identified properties in approved zones and are ready to execute real estate purchases pending city confirmation, which is in process. We cannot purchase property until we have a clear understanding that a city is going to allow cannabis on location and that the land we purchase is zoned correctly. This process of working with local municipalities will dictate where and when we can start building. Diem's philosophy is it is better to be certain and plan thoroughly, rather than execute quickly on stale information. It would be a costly disaster if we purchased a property only to have a city tell us we cannot do anything on it.

Step 3: Purchase properties

The plan for Massachusetts (subject to change pending due diligence detailed above) is to build retail dispensaries in three locations. We have identified target properties in several locations. In general, we have targeted stand alone retail properties.

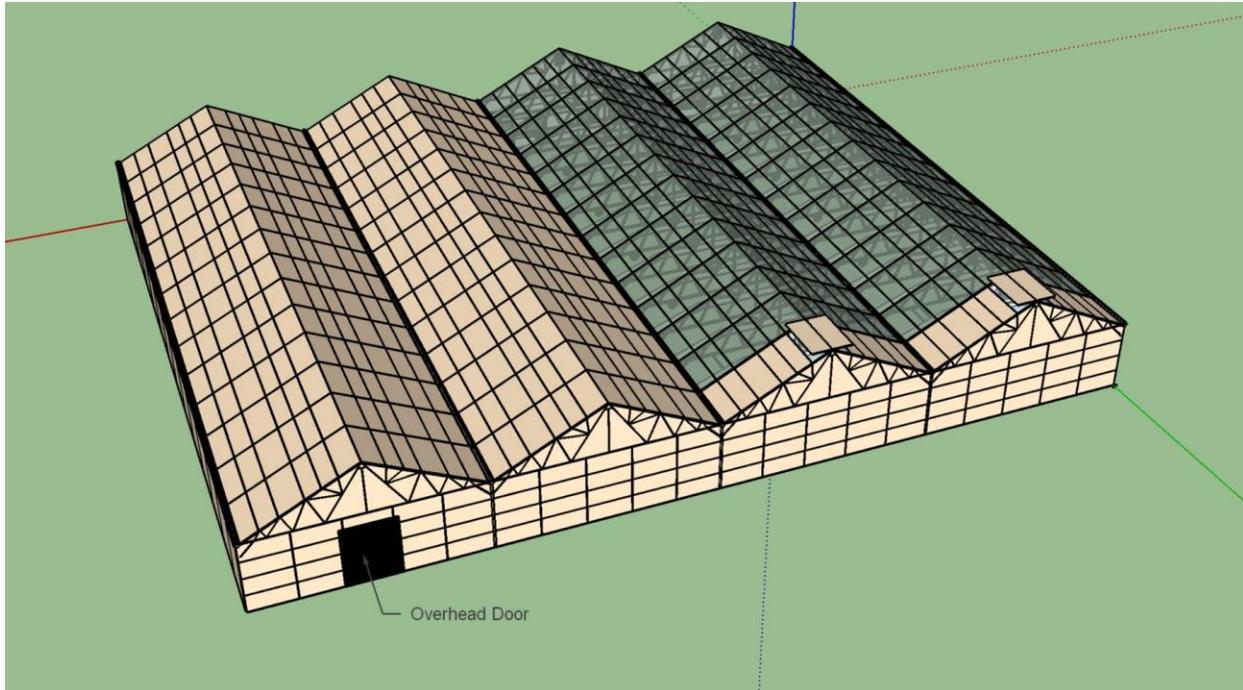
Step 4: Design and planning

After properties are purchased, the next step is to design and plan. The devil is always in the details, however, the Diem team has been through this several times and knows exactly how to navigate state, local, and geographic challenges to build. This step is required before we start the licensing process. We need to build our sites while balancing operations efficiency, business targets, and state and local regulations on marijuana along with traditional building codes. This process can be long if teams are under-prepared, however, we are prepared with designs, experience, and a team that can execute quickly.

Farm Design

The state of Massachusetts gets an average of 187 sunny days per year, which makes it a great candidate for a light deprivation greenhouse with supplemental lighting. Also, current Massachusetts regulations allow for 30 watts of power per square foot, which makes using greenhouses almost a necessity as opposed to spending a huge amount of money on LED lighting in an indoor warehouse. This rule is going to surprise some Massachusetts growers in the next year, so we will be ahead of the curve. We have worked in depth with a world class greenhouse design and construction firm called Nexus. Using 50+ years of industry leading experience, Nexus has designed Diem a fully equipped modular greenhouse with market leading innovations that support high quality yet energy efficient operations. Key elements of the farm's design are shown below.

1. Combined warehouse + greenhouse design. The structure takes a central enclosed warehouse and builds greenhouse appendages in a “modular” system off a main ventilation and access corridor. A modular approach means we can easily add production capacity as we need to. There is no need to dump tens of millions of dollars into a 100,000 square foot facility at the outset. We will start with 10k square feet and expand from there once we analyze market demand. The warehouse portion houses all ancillary operations, like product manufacturing and wholesaling, adding more value through vertical integration and colocation of licenses. Additional advantages to this combo approach help Diem grow better, each greenhouse can have an individualized climate depending on the stage of growth, existing environments aren't jeopardized during expansion, and this design adds biosecurity to prevent the spread of pests, mold, and mildew.



2. Sealed environment. Diem's greenhouse will function basically as an indoor grow that allows light in through the ceiling. We achieve this by sealing the structure extremely well and controlling the environment inside. This design has many advantages. It promotes a stable humidity and temperature environment ideal for maximum plant yields. It promotes biosecurity by reducing likelihood of cross-pollination and foreign contaminants. It is also more secure, eliminates odor, and allows for water recapture.

3. Light Deprivation. Light deprivation is basically a curtain that is pulled over greenhouses to block out exterior light. Marijuana plants require 12 complete hours of darkness in the flowering phase of growth, so a high quality light deprivation system is critical to healthy plant growth. Nexus greenhouses come equipped with an automated system with three layers of UV resistant fabric, and a controls system compatible with Wadsworth controls. These 'light-dep' curtains block out 100% of the light, from the outside in and vice versa, so neighbors will never see what's dubbed a 'spaceship', a glowing greenhouse at night. In cold weather light deprivation curtains come in handy, in winter they remain closed all day and act as an insulation barrier decreasing heat transfer, keeping the plants in the greenhouse warm.



4. Supplemental lighting. Diem will add supplement high pressure sodium (HPS) lighting to the greenhouse. One of the key advantages of greenhouses is that they require less lighting overall because there is natural sunlight pouring into the plant mass, thus saving on electricity. Diem uses P.L. Systems HPS lights with automated controls that integrate with the Wadsworth control system in the greenhouse.

5. Rolling benches. Diem will use rolling benches throughout the flowering canopy. These benches raise the plants so they are off of the cool ground, as warmer roots allow for more vigorous plant growth. The height of the benches makes it easier for the grow team to work on the plants. Lastly, the rolling benches maximize flowering canopy space because it removes the need for aisleways between each row of plants.

6. Insulated metal panels. It gets extremely cold in Massachusetts but we want to take advantage of the ample sunlight in spring and summer. So, with insulated metal wall panels that rate up to R42, Diem can get the best of both worlds. This wall panels, coupled with a closed light deprivation curtain and plenty of gas heaters built into the greenhouse, will allow us to operate a greenhouse even on the coldest winter day.



7. Security. All Diem locations will feature 720P minimum cameras covering every entry and exit with 90 days of local hard drive storage and 30 days of cloud based storage, motion detectors, window breach detectors, steel framed doors, panic buttons, cloud access to the system, and 24 hour coverage by customer service agents that will notify the police in case of any suspicious activity. Diem will contract a national security company, to install security at all of its locations, which adds uniformity to the operations.
8. Automation will be used wherever possible, although we anticipate roughly 12-20 part time and full time employees will be required to run the farm.
9. Construction experience. There is no substitute for years of experience building greenhouses. By utilizing an experienced group like Nexus and their preferred builders, Diem is more likely to achieve a high quality outcome while meeting project budgets and deadlines. In addition, Diem as a team has now built two indoor farms, three greenhouses, and an outdoor farm, so there is ample in-house experience. Below are some reference projects for Nexus:



Pictured above is a 22,000 square foot custom greenhouse with headhouse complex in Fitchburg, MA. Designed by Nexus.



Pictured above is a model similar to what Diem will use in Massachusetts with a modular design primed for expansion. This one was designed by Nexus.

Processing Design

Diem will utilize hydrocarbon extraction to produce concentrates, with a major focus on “shatter”, which is an extracted material that takes on a hard consistency commonly referred to as “pull and snap” in the industry.

What is a hydrocarbon? A hydrocarbon is an organic compound consisting entirely of hydrogen and carbon, and thus are group 14 hydrides. Hydrocarbons, from which one hydrogen atom has been removed, are functional groups called hydrocarbyls. Because carbon has 4 electrons in its outermost shell (and because each covalent bond requires a donation of 1 electron, per atom, to the bond) carbon has exactly four bonds to make, and is only stable if all 4 of these bonds are used. Typical hydrocarbon solvents include n-butane, isobutane, propane, and hexane.

The following is an outline of the design elements Diem will use in its processing buildout.

1. Cleanroom environment. Diem will use a blast-proof and vented extraction workspace to ensure high quality product outcomes.
2. Butane/Propane extraction. Butane and propane are two popular hydrocarbons in the cannabis industry. Butane is an organic compound with the formula C_4H_{10} that is an alkane with four carbon atoms. Butane is a gas at room temperature and atmospheric pressure. Butane is non-polar, making it ideal for extracting oils from plant materials, leaving behind water solubles like chlorophyll and plant alkaloids. Propane is a three-carbon alkane with the molecular formula C_3H_8 . Diem uses a mix of butane and propane in a 30/70 propane/butane mix. This helps ensure optimal extraction of cannabinoids and terpenes. Below is the system Diem will purchase for extraction.



3. Diem will use a closed loop solvent reaction to contain and recover the solvent. This is crucial for safety in that hydrocarbon solvents are combustibile and cause asphyxiation.

4. Vacuum ovens. Vacuum ovens purge residual solvents from extracted cannabinoids.
5. Magnetic stirring hot plates. These maintain temperature while stirring during various processes in the production of concentrates. Temperature is a key variable to control to generate consistent product outcomes.
6. Decarboxylation ovens. Decarboxylation is simply a chemical reaction that removes a carboxyl group and releases carbon dioxide (CO₂). When it comes to marijuana, decarboxylation effectively removes the COOH group from the THC-A molecule by releasing H₂O (water) and CO₂ (carbon dioxide), turning it into the psychoactive THC, which is what customers want to buy.
7. Cold storage. Work in process and finished products will be stored in a temperature controlled environment to preserve plant materials for long periods of time.
8. Laboratory grade equipment. Bacteriostatic, chemical resistance and static dissipation. All work surfaces, equipment, and tool storage will be laboratory grade.

Retail Design

In a crowded Oregon market, Diem's brand and retail shopping experience are second to none, and Diem's financial performance in the most competitive market in the United States is a testament to that. In Massachusetts, Diem will replicate what has made it successful in Oregon.

Key elements of retail design:

1. Diem branding. Following Diem's brand voice, Diem's logo designs, colors, and marketing copy are bright, invigorating, positive, and inviting. Diem's tagline is "cannabis is for everyone", and thematically the brand is positioning itself in a way that invites not only regular cannabis users, but also people that have never tried cannabis before, but are willing to it if they can find a welcoming place that they feel comfortable in. Diem's color blue is pantone 2129U, and its universal font is podkova. All Diem branding is seamless across the retail store menus, labels, and marketing materials. The Diem retail design embodies the brand vision with a clean and modern design, with a high-end but unpretentious feel.



2. Structural openness. People describe Diem’s store design as “an apple store meets an ice cream shop.” Diem has applied the theme of openness to its interior design elements. Upon entering a Diem store, customers experience tall ceilings, light white paint with Diem sky blue accents and wall murals, light colored hardwood floors, ample natural light, and warm artificial light elements, and line of sight that stretches around the entirety of the shop with no barriers. When an employee wants to interact with a customer there is no sales counter blocking the employee from approaching the customer. The sales counter allows for easy entry and exit without putting a barrier between employee and customer while simultaneously cultivating an inviting and memorable interaction and experience. Display designs are decidedly square/rectangular in shape and white in color to create a balanced and contiguous flow of countertops, displays, and appliances, that flow together with the walls, pillars, and artwork lines of the interior space. Displays are standalone glass-encased units that customers can walk around while clearly inspecting products from every angle, without inhibiting their movement through the store. Diem’s customers will never feel blocked from any free flowing access area in the shop unless required by state regulations. While each retail space will have its own unique characteristics based on building construction, we will always rely on this theme.



3. High quality fixtures and materials. Diem believes in spending money to make the shop experience feel more modern, on-band, and somewhat high-end. For example, the countertops are custom made from quartz and machined triangular legs with brass inlaid on top. There is no other countertop like it in the world, and customers notice and comment on it regularly. The containers used to store cannabis are of high quality with glass casing and strong steel latches for both quality control and look and feel. At Diem we believe that the small details are important and we put significant thought and intention into design decisions, the countertops being one example of many.

4. “Deli-style” budtending. Diem made the decision to sell flower “deli-style”, which means budtenders weigh and package flower in front of the customer similar to the experience a customer would have buying a sandwich or lunch meat at their local deli. Many of Diem’s competitors in Oregon sell flower in pre-packaged units, which customers truly dislike because they cannot see the flower before purchasing and inspect it for stems, seeds, and quality. Diem wants to win, and winning means listening to customers and differentiation. Since customers prefer deli-style budtending, Diem has built its operations around that desire, and this is one of the reasons Diem has been successful in Oregon.



5. Bold exterior and messaging. Diem’s retail exterior is and will continue to be both beautiful and bold. We don’t use any neon signs, but our bright sky-blue color, large lettering, with and simple messaging make it stand out with street appeal.



6. Inventory optimization. Diem has built a proprietary inventory management system which ensures the right products are purchased on time in the correct quantities. It also allows for easy compliance with the state marijuana tracking system. Diem’s retail construction buildout will include a large vault and inventory storage system.



7. Security. All Diem locations will feature 720P minimum cameras covering every entry and exit with 90 days of hard drive storage and 30 days of cloud based storage, motion detectors, window breach detectors, steel framed doors, panic buttons, cloud access to the system, and 24 hour coverage by customer service agents that will notify the police in case of any suspicious activity. Diem contracts Protection One, and national security company, to install security at all of its locations, which adds uniformity to the operations.

Step 5: Begin construction and renovations

Construction in each state will be overseen by the General Manager with close assistance from the executive team, and the GM's local team. The executive team carries the knowledge on what to buy and from where, the GM will act as the local project manager, delegating tasks to his team on the ground and to construction contractors. Ceres (greenhouse contractor) will handle total construction for the farm in Massachusetts. Alex Howbert will handle processing construction in Massachusetts. For each retail location Diem's head of design will fly to each retail location to make a plan for key design elements, then execution will be handed off to the local team. For retail locations Diem will develop relationships with local contractors for construction, painting, electrical, and general labor. Construction projects will managed using the "todoist" project management tool, and GM's will give project updates to the executive team weekly. In execution mode it is all about speed to market, and this point will be reiterated to project leaders regularly.

Step 6: Apply for state marijuana licenses (parallel to step 5)

The Executive team's Regulatory Manager, Local law group in Massachusetts, and Emerge Law Group will work closely with the local GM to submit license applications in each city and state. License applications will be an ongoing process and will generally be submitted as soon as possible. Each construction project will be on its own timeline, so license application submissions may be simultaneous or slightly staggered based on construction progress.

Step 7: Acquire licenses and begin operations

Throughout the licensing process the Regulatory Manager and GM will closely monitor license application progress, and when it appears an application is close to being submitted, they will notify the local team to start preparations to begin operations. For production, this means sourcing genetics either through acquiring seeds, or cloning mother plants. This also means acquiring all of the necessary nutrients, plant pots, soil, and finishing lingering construction on the farm as fast as possible. For retail this means sourcing inventory in preparation for launch, and then deciding on pricing, building the menus in greenbits, stickyguide, and woocommerce, and setting up retail displays. The overall goal is to be up and operating within 2 weeks of receiving the state and city licensing.

In conjunction with operational preparations, the Marketing team will be very busy setting up the dispensary's website, listing the dispensary on every local listing possible (google, yelp, leafly, yellow pages etc.), beginning marketing campaigns with an initial billboard in the neighborhood, weedmaps, leafly, instagram, and google adwords, creating press releases, creating state-specific blog content for the SEO journey, and generating reviews on each online review platform as fast as possible. We want there to be a buzz around Diem's opening, and the marketing team has gotten good at creating that buzz.

CAPEX Budget Details

Diem enters into a Host Community Agreement with the City of Worcester, for an Adult-use Retail Location at 74 Grafton Street. Below lists the estimated costs for the capital-period and build out of our business. In the state of Massachusetts our budget to start three retail shops is \$5.56M, our budget to launch in Worcester is \$1,027,663 before operating expenses related to inventory, rent, overhead, legal, insurance and other operating-expenditures.

Category	Description	Cost
Charitable Donation	Charitable Donation	\$10,000
Fees & Applications	MJ Application Fees	\$500
Fees & Applications	Permits	\$1,000
Fees & Applications	HCA Down Payment	\$60,000
Furniture & Fixtures	Fixtures/Displays/Furniture	\$60,000
Leasehold Improvement	General Contractor	\$146,663
Leasehold Improvement	Architect/Engineering	\$104,500
Leasehold Improvement	General Conditions	\$20,000
Leasehold Improvement	Demolition	\$30,000
Leasehold Improvement	Masonry	\$14,000
Leasehold Improvement	Steel	\$15,000
Leasehold Improvement	Partitions & Drywall	\$45,000
Leasehold Improvement	Millwork (Allowance)	\$40,000
Leasehold Improvement	Insulation	\$18,000
Leasehold Improvement	Sitework	\$20,000
Leasehold Improvement	Roofing (Allowance)	\$75,000

Leasehold Improvement	Doors I Frames/ Hardware	\$10,000
Leasehold Improvement	Glass & Glazing	\$40,000
Leasehold Improvement	Garage Floor	\$20,000
Leasehold Improvement	Vault Secure Storage	\$20,000
Leasehold Improvement	Flooring	\$32,000
Leasehold Improvement	Acoustic Ceilings	\$6,000
Leasehold Improvement	Painting	\$32,000
Leasehold Improvement	Toilet Accessories	\$4,000
Leasehold Improvement	Plumbing	\$24,000
Leasehold Improvement	HVAC	\$50,000
Leasehold Improvement	Electrical	\$55,000
Leasehold Improvement	Abatement	\$10,000
Office Equipment	Operational Technology	\$15,000
Security	Security (Allowance)	\$50,000
	Total	\$1,027,663

Equipment list	Cost	Equipment explanation
Land Purchase	\$700,000	Targeting 5 acre industrially zoned plots close to utilities
Building construction	\$650,000	Ceres modular greenhouse with attached warehouse
HVAC system	\$415,865	Controls temperature and humidity in the farm

Concrete	\$100,000	Site and location dependant based of \$6.00 sq ft.
Rolling Benches	\$73,900	Rolling benches for majority of flower room to maximize canopy.
Electrical	\$50,000	State dependant
Plumbing	\$50,000	State dependant
Nutrient Dosage Machine	\$45,000	Automatically feeds plants. Plugs into automated drip watering system
Lights	\$41,000	Gavita HPS lighting
PHI system	\$30,000	UV light and air purification. Puradigm Air Purification System.
Odor Control System	\$25,362	FogCo Odor control for smell.
Licensing	\$25,000	State and local licensing and legal fees
Architectural/Engineering	\$25,000	Site and building design
Drip irrigation system	\$15,000	Custom built drip system engineered with automated fertilizer system.
Radiant Heat	\$10,000	Site and climate determined/CO2 control also comes with this option.
CO2 System	\$10,000	CO2 system controller plus storage tanks
Circ. fans	\$8,243	Circulation fans throughout structure
Total	\$2,274,370	

Production

The below budget details building a modular warehouse facility with an initial 10,000 square feet of greenhouse flowering space. The design we are proposing allows us to build additional greenhouse space on the initial infrastructure. We are spending a bit more up front to make adding additional production space down the road easier and more cost effective. Our budget for building this footprint is \$2.27M.

Equipment list	Cost	Equipment explanation
Land Purchase	\$700,000	Targeting 5 acre industrially zoned plots close to

		utilities
Building construction	\$650,000	Ceres modular greenhouse with attached warehouse
HVAC system	\$415,865	Controls temperature and humidity in the farm
Concrete	\$100,000	Site and location dependant based of \$6.00 sq ft.
Rolling Benches	\$73,900	Rolling benches for majority of flower room to maximize canopy.
Electrical	\$50,000	State dependant
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CO2 System	\$10,000	CO2 system controller plus storage tanks
Circ. fans	\$8,243	Circulation fans throughout structure
Total	\$2,274,370	

Processing

Processing will be housed in a separate facility co-located on the same land as the farm, so there is no need to purchase separate land for processing. Diem is focusing on butane/propane extraction, and the budget for the complete processing buildout is \$1.7M in Massachusetts.

Equipment list	Cost	Equipment explanation
Processing Warehouse	\$500,000	Fully insulated warehouse (includes foundation costs)

Warehouse buildout	\$250,000	Build walls, electrical, finishing.
Butane/Propane Extraction System	\$250,000	PX40 model, extracts active materials from plant matter
Manufacturing clean room	\$100,000	blast-proof and vented extraction workspace (EXP2)
HVAC system	\$100,000	heating/cooling/humidity control
Distillation system	\$100,000	short-path distillation of crude cannabis oil into precise constituents
Initial inventory purchase	\$75,000	Buy initial plant material, packaging, labeling
Vacuum oven 4x	\$60,000	purging residual solvent from extracted cannabinoids
Fire alarm/sprinkler system	\$50,000	5000 sq ft x \$10/sq ft
Security system	\$30,000	Installed by Protection 1
Clean room ventilation	\$25,000	solvent resistant ventilation fan and ducting
Licensing	\$25,000	State and local and legal fees
Laboratory floor paint	\$20,000	bacteriostatic, chemical resistance and static dissipation
Laboratory cabinetry	\$20,000	work surfaces, equipment and tool storage
Dry/decarb oven 2x	\$20,000	drying organic matter, decarboxylation processes
Laboratory glassware washing machine	\$20,000	cleaning and sanitizing glassware
Walk-in refrigerator	\$16,000	cold storage of finished product
Walk-in freezers	\$14,000	fresh freezing flower, solvent storage
Equipment cleaning supplies	\$10,000	solvents and scrubbers for cleaning extraction equipment
Misc. glassware	\$5,000	beakers, tubes, coils, etc
Precision scale x 2	\$4,000	Scale to weigh material precisely
Magnetic stirring hot plate 2x	\$2,400	for maintaining temperature and stirring during various processes
Office computer 2x	\$2,000	All-in-one windows PCs
Office printer	\$500	HP 8710 all-in-one printer
Rubber table mats	\$500	Self-explanatory

Total	\$1,699,400	
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OPEX Budget Details

The following table details operating expenses per year, totaling \$1.59M.

Line Item	Cost
Initial & General Costs	292,000
Website development	50,000
Inventory/supplies, soil and fertilizer and other initial costs	30,000
Growing pots and moving trays, seeds	15,000
Building Maintenance, including utilities	28,000
Equipment Maintenance	5,720
Security System, alarm	4,000
Inventory, packaging supplies	18,000
Phone, internet and utility	22,500
Building Maintenance	43,875
Equipment Maintenance	2,700
Security System, alarm	9,000
Sales & Marketing Expenses	756,530
Senior Management Salaries & Benefits	286,625
IT Salaries & Benefits	45,860
Total Operating Expense	1,588,962

Financial Statements

The following financial statements represent Massachusetts anticipated financial performance overall, including three (3) retail locations, production, and processing (product manufacturing).

Profit and Loss Statement

Profit&Loss Statement Massachusetts Overall

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Revenue	2,769,829	14,888,215	18,703,725	20,719,782	21,155,325
Direct Costs	2,270,840	8,575,995	9,972,122	11,061,011	11,310,731
<i>Direct Cultivation</i>	4,965	396,975	496,200	496,200	496,200
<i>Direct Processing</i>	-	381,206	508,275	508,275	508,275
<i>Direct Retail (3 shops)</i>	1,661,897	5,021,140	5,602,596	6,389,076	6,573,465
<i>Direct Labor</i>	188,504	543,441	559,492	559,492	559,492
<i>Tidal Royalty (15%)</i>	415,474	2,233,232	2,805,559	3,107,967	3,173,299
Gross Profit	498,988	6,312,220	8,731,603	9,658,771	9,844,594
% of revenue	18%	42%	47%	47%	47%
Operating Expense					
Initial & General Costs	728,000	605,460	607,920	610,380	612,840
Operating Expenses (cultivation)	20,750	75,990	77,480	78,970	80,460
Operating Expenses (retail)	46,700	142,902	145,704	148,506	151,308
Sales & Marketing Expenses	550,128	1,267,203	1,274,403	1,281,603	1,288,803
Senior Management Salaries & Benefits	267,517	286,625	286,625	286,625	286,625
IT Salaries & Benefits	26,752	45,860	45,860	45,860	45,860
Other Salaries & Benefits	57,325	57,325	57,325	57,325	57,325
Misc.	43,273	58,813	59,495	60,178	60,860
Total Operating Expense	1,740,444	2,540,177	2,554,812	2,569,446	2,584,081
Operating Income (EBITDA)	(1,241,456)	3,772,043	6,176,791	7,089,325	7,260,513
% of revenue	-45%	25%	33%	34%	34%
Depreciation and Amortization	233,100	340,122	340,122	340,122	340,122
Earnings Before Interest & Taxes (EBIT)	(1,474,556)	3,431,922	5,836,669	6,749,203	6,920,392
Interest Expense	-	-	-	-	-
Earnings Before Taxes (EBT)	(1,474,556)	3,431,922	5,836,669	6,749,203	6,920,392
Income Tax	235,324	2,516,675	3,566,555	3,975,029	4,062,063
Net Income	(1,709,880)	915,247	2,270,114	2,774,174	2,858,329
% of revenue	-62%	6%	12%	13%	14%

Cash Flow Statement

Cash Flow Statement

	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Net Income	(1,709,880)	915,247	2,270,114	2,774,174	2,858,329
Cash Flow from Operations					
Depreciation	233,100	340,122	340,122	340,122	340,122
Change in Receivables	-	-	-	-	-
Change in Inventory	-	(69,003)	(16,561)	(11,041)	-
Change in Accounts Payable	-	-	-	-	-
Total Cash Flow from Operations	(1,476,780)	1,186,365	2,593,675	3,103,256	3,198,451
Cash Flow from Investing					
Capital Expenditures (CAPX)	(9,515,000)	-	-	-	-
Other	-	-	-	-	-
Total Cash Flow from Investing	(9,515,000)	-	-	-	-
Cash Flow from Financing					
Revolver Issuance / (Repayment)	-	-	-	-	-
Long-Term Debt Issuance / (Repayment)	-	-	-	-	-
Paid in Capital	12,000,000	-	-	-	-
Drawings (profit share)	-	-	-	-	-
Total Cash Flow from Financing	12,000,000	-	-	-	-
Total Change in Cash	1,008,220	1,186,365	2,593,675	3,103,256	3,198,451
Beginning Period Cash	-	1,008,220	2,194,585	4,788,261	7,891,516
Ending Period Cash	1,008,220	2,194,585	4,788,261	7,891,516	11,089,967

Balance Sheet

Balance Sheet					
	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Assets					
Current Assets					
Cash	1,423,694	4,843,292	10,242,526	16,453,749	22,825,498
Receivables	-	-	-	-	-
Inventory	-	69,003	85,564	96,605	96,605
Total Current Assets	1,423,694	4,912,295	10,328,090	16,550,353	22,922,103
Long Term Assets					
Property Plant & Equipment (PPE), gross	9,515,000	9,515,000	9,515,000	9,515,000	9,515,000
Accumulated Depreciation of PPE	(233,100)	(573,222)	(913,343)	(1,253,465)	(1,593,587)
PP&E, net	9,281,900	8,941,778	8,601,657	8,261,535	7,921,413
Total Assets	10,705,595	13,854,073	18,929,746	24,811,888	30,843,516
Liabilities					
Current Liabilities					
Accounts Payable	-	-	-	-	-
Accrued Expenses	-	-	-	-	-
Total Current Liabilities	-	-	-	-	-
Long Term Liabilities					
Total Liabilities	-	-	-	-	-
Equity					
Paid-in Capital/Drawings	12,000,000	12,000,000	12,000,000	12,000,000	12,000,000
Retained Earnings	(1,294,405)	1,854,073	6,929,746	12,811,888	18,843,516
Current Period Retained Earnings	10,705,595	13,854,073	18,929,746	24,811,888	30,843,516
Total Equity	10,705,595	13,854,073	18,929,746	24,811,888	30,843,516
Total Liabilities and Equity	10,705,595	13,854,073	18,929,746	24,811,888	30,843,516
<i>check</i>	-	-	-	-	-

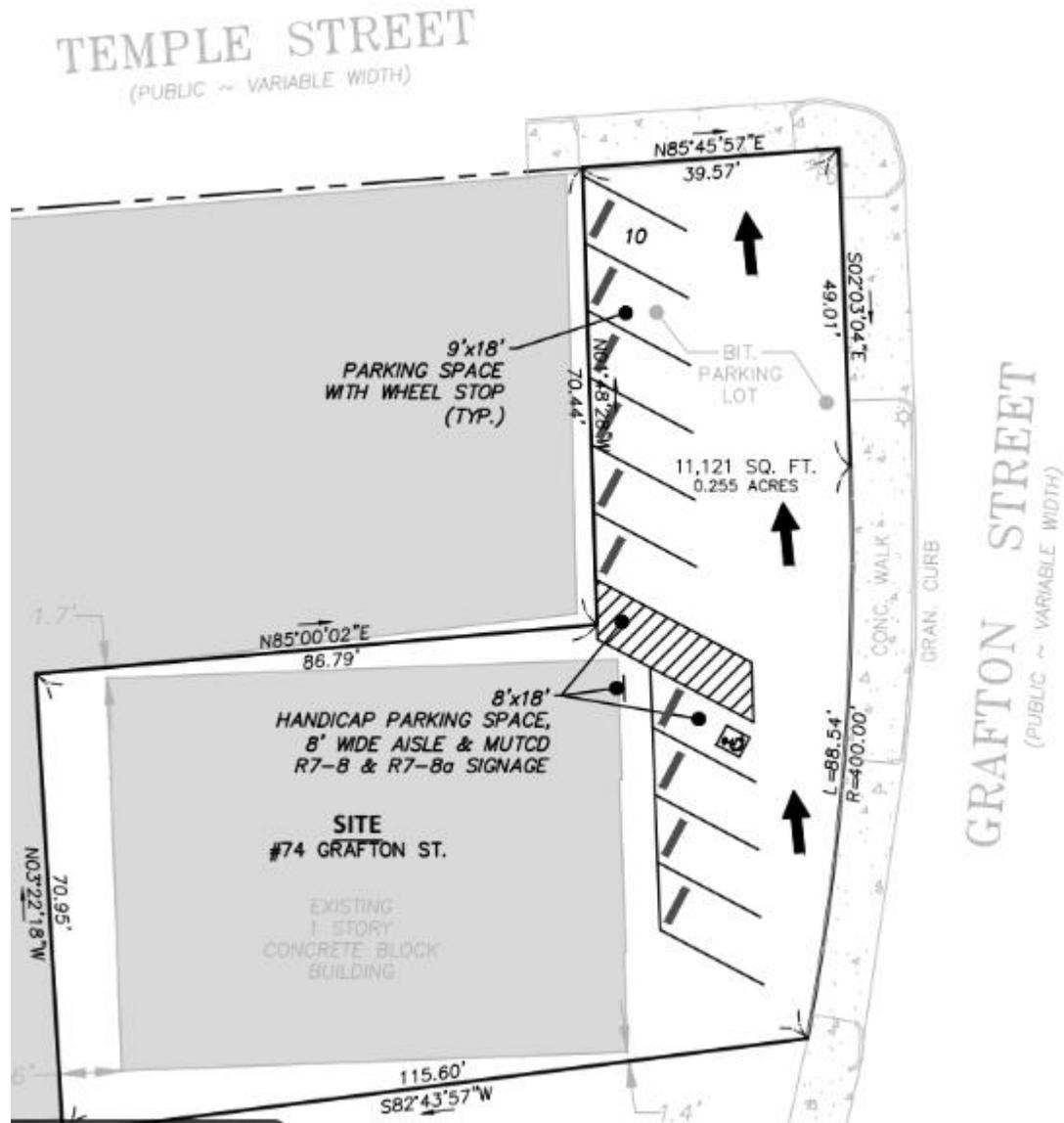
Operating Procedures

Diem has developed Operating Procedures over the past three years. These procedures will allow us to scale. Diem does not depend on tribal knowledge passed from individual to individual, rather, procedures are created to capture and expand the team's knowledge as knowledge is procured. Diem's procedures are working documents constantly evolving as new processes are developed and existing processes are finely tuned.

Please see operating procedures in the documents titled "Operating Policies" submitted in the application.

74 Grafton Street, Worcester, MA

Plan of Land, February 2019



We will work with our current cannabis insurance broker in Oregon, Leonard Adams Insurance (<https://www.lacoinsurance.com>) to procure insurance in Massachusetts. The insurance providers for our Oregon operations are not restricted to covering Oregon alone, and will be able to provide adequate coverage required in 935 CMR 500.105 (10), namely general liability coverage of \$1M per occurrence and \$2M in aggregate annually; product liability insurance in the same coverage limits. Deductibles of \$5,000 maximum per occurrence can be difficult to obtain at a reasonable premium, in our experience, in the cannabis industry while federal prohibition persists. Therefore, if monthly premiums are too high, all things considered, we may eventually switch to the \$250,000 escrow option. The specifics of the insurance policies for the locations licensed will have to be weighed against tying up \$250,000 in capital, but we assure the CCC that we will maintain adequate coverage to fulfill 500.105(10)



Compliance Summary

Pursuant to 935 CMR 500.105(2)(a), TDMA LLC (Diem) will ensure all dispensary agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function. Dispensary agents will be trained for one week before acting as a dispensary agent. At a minimum, staff shall receive eight hours of on-going training annually. New dispensary agents will receive employee orientation prior to beginning work with Diem. Each department managed will provide orientation for dispensary agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of Diem that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a “responsible vendor” require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. Diem will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID; and key state and local laws.

All employees will be registered as agents, in accordance with 935 CMR 500.030. All Diem employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All registered agents of Diem shall meet suitability standards of 935 CMR 500.800.

Training will be recorded and retained in dispensary agents file. Training records will be retrained by Diem for at least one year after agents' termination. Dispensary agents will have continuous quality training and a minimum of 8 hours annual ongoing training.



Compliance Summary

Pursuant to 935 CMR 500.160, TDMA LLC (Diem) will not sell or market any marijuana product that is not capable of being tested by an independent testing laboratory, including testing of marijuana products and environmental media. Diem will implement a written policy for responding to laboratory results that indicate contaminant levels that are above acceptable levels established in DPH protocols identified in 935 CMR 500.160(1) and subsequent notification to the Commission of such results. Results of any tests will be maintained by Diem for at least one year. All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to Diem by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). Diem will never sell or market adult use marijuana products that have not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160.

In accordance with 935 CMR 500.130(2), Diem will prepare, handle and store all edible marijuana products in compliance with the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*. In addition, Diem's policies include requirements for handling of marijuana, pursuant to 935 CMR 500.105(3), including sanitary measures that include, but are not limited to: hand washing stations; sufficient space for storage of materials; removal of waste; clean floors, walls and ceilings; sanitary building fixtures; sufficient water supply and plumbing; and storage facilities that prevent contamination.

Pursuant to 935 CMR 500.105(11)(a)(e), Diem will provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. Diem will have a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, unless such products are destroyed. Diem's storage areas will be kept in a clean and orderly condition, free from infestations by insects, rodents, birds and any other type of pest. The storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

Diem has a Quality Manager who will oversee the manufacturing at the facility to maintain strict compliance with DPH regulations and protocols for quality control and analytical testing. In accordance with 935 CMR 500.160 Diem's grow areas are monitored for temperature, humidity, and CO2 levels this monitoring helps reduce the risk of crop failure. Ethical pest management procedures are utilized to naturally maintain a pest free environment alongside our True Living Organics ("TLO") growing method.



All Marijuana Infused Products (“MIPs”) are produced using good manufacturing practices and safe practices for food handling to ensure quality and prevention of contamination.

Our Quality Manager will ensure all batches of Marijuana and MIPs will be tested, by an independent testing laboratory pursuant to 935 CMR 500.160. All products shall be tested for the cannabinoid profile and for contaminants as specified by the Department, including but not limited to mold, mildew, heavy metals, plant -growth regulators, and the presence of pesticides.

Environmental media will be tested in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Department of Public Health pursuant to 935 CMR 500.160(1).

All testing results will be maintained by Diem for no less than one year in accordance with 935 CMR 500.160(3).

Samples that pass testing will be packaged for use or utilized in MIPs.

Samples that fail testing will be reported and destroyed. Pursuant to 935 CMR 500.160(9), no marijuana product shall be sold or marketed for sale that has not first been tested and deemed to comply with the independent testing laboratory standards.



Compliance Summary

TDMA LLC (Diem) records will be available to the Cannabis Control Commission (“CCC”) upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection, in addition to written operating procedures as required by 935 CMR 500.105(1), inventory records as required by 935 CMR 500.105(8) and seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

Personnel records will also be maintained, in accordance with 935 CMR 500.105(9)(d), including but not limited to, job descriptions for each employee, organizational charts, staffing plans, personnel policies and procedures and background checks obtained in accordance with 935 CMR 500.030. Personnel records will be maintained for at least 12 months after termination of the individual’s affiliation with, in accordance with 935 CMR 500.105(9)(d)(2). Additionally, business records will be maintained in accordance with 935 CMR 500.104(9)(e) as well as waste disposal records pursuant to 935 CMR 500.104(9)(f), as required under 935 CMR 500.105(12).

Following the closure of the Marijuana Establishment, all records will be kept for at least two years at the expense of Diem and in a form and location acceptable to the Commission, pursuant to 935 CMR 500.105(9)(g).



Compliance Summary

Pursuant to 935 CMR 500.140(3), upon entry into the premise of TDMA LLC (Diem) by an individual, a Diem registered marijuana establishment agent shall immediately inspect the individual's proof of identification. An individual shall not be admitted to the premise unless the registered marijuana establishment agent has verified that the individual is 21 years of age or older by offering proof of identification.



Compliance Summary

TDMA LLC (Diem) does not intend to sell medical marijuana or marijuana products to registered qualifying patients at this time. As a result, Diem will not need to separate its recreational operations from its medical operations because it will only be conducting retail recreational operations.



Compliance Summary

It is TDMA LLC's (Diem) policy to provide equal opportunity in all areas of employment, including recruitment, hiring, training and development, promotions, transfers, termination, layoff, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. Diem will make reasonable accommodations for qualified individuals with known disabilities, in accordance with applicable law.

Personnel records in compliance with 935 CMR 500.105(1)(h) shall be maintained by Diem and utilized when searching for employees and volunteers. As required by 935 CMR 500.105(9)(d) Organizational management charts will be created to help personnel understand their roles and said charts shall be consistent with job descriptions. Each Diem employee registered as a marijuana establishment agent shall have a personnel record compliant with 935 CMR 500.105(9)(d)(2) which shall be maintained for at least 12 months after termination of that agent. Pursuant to 935 CMR 500.105(k), Diem will have a plan detailing how confidential information will be maintained.

Management is primarily responsible for seeing that equal employment opportunity policies are implemented, but all members of the staff share the responsibility for ensuring that, by their personal actions, the policies are effective and apply uniformly to everyone. Any employee, including managers, determined by Diem to be involved in discriminatory practices are subject to disciplinary action and may be terminated. Diem strives to maintain a work environment that is free from discrimination, intimidation, hostility, or other offenses that might interfere with work performance. In keeping with this desire, we will not tolerate any unlawful harassment of employees by anyone, including any manager, co-worker, vendor or clients. Diem shall create and maintain policies to ensure an alcohol, smoke, and drug-free workplace compliant with 935 CMR 500.105(1)(j).

In accordance with 935 CMR 500.105(2), all current owners, managers and employees of Diem that are involved in the handling and sale of marijuana will successfully complete Responsible Vendor Training Program, and once designated a "responsible vendor" require all new employees involved in handling and sale of marijuana to complete this program within 90 days of hire. This program shall then be completed annually and those not selling or handling marijuana may participate voluntarily. Diem will maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b). Responsible vendor training shall include: discussion concerning marijuana effect on the human body; diversion prevention; compliance with tracking requirements; identifying acceptable forms of ID; and key state and local laws.

All Diem employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(1). All marijuana establishment agents will complete a training course administered by Diem and complete a Responsible Vendor Program in compliance with 935 CMR 500.105(2)(b). Employees will be required to receive a minimum of eight hours of on-going training annually pursuant to 935 CMR 500.105(2)(a). Diem will create and maintain a policy for the immediate dismissal of any marijuana establishment agent who diverts marijuana, engages



in unsafe practices with regard to the operation of the establishment and/or is convicted, enters a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority. The Commission will be notified if an agent is terminated pursuant to 935 CMR 500.105(1)(l).



Compliance Summary

TDMA LLC's (Diem) policy is to maintain financial records in accordance with 935 CMR 500.105(9)(e). The records will include manual or computerized records of assets and liabilities, monetary transactions; books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices and vouchers; sales records including the quantity, form, and cost of marijuana products; and salary and wages paid to each employee, stipends paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the non-profit corporation.

Neither Diem nor any member of its Marijuana Establishment shall be permitted to utilize software or other methods to manipulate or alter sales data. Pursuant to 935 CMR 500.105(6)(c), Diem shall conduct a monthly analysis of its equipment and sales data to ensure that no software has been installed or utilized to manipulate or change sales data. These records shall be maintained and be available to the Commission upon request. In the event that a software or other method of sales manipulation is detected, Diem shall immediately disclose the information to the Commission, cooperate with the Commission in regards to any investigation relating to the manipulation or alteration of sales data and take other action as directed by the Commission to comply with 935 CMR 500.105. Diem will utilize separate accounting practices at the point-of-sale for marijuana and marijuana product sales and non-marijuana sales. Diem is not applying for a medical marijuana license at this time and will not be a colocated retailer. In the event this changes, Diem will adhere to all requirements relating to colocated retailers including but not limited to 935 CMR 500.140(6)(h).

In the event of the closure of Diem, all records will be kept for at least two years at the expense of Diem and in a form and location acceptable to the Commission, in accordance with 935 CMR 500.105(9)(g). Financial records shall be kept for a minimum of three years from the date of the filed tax return, in accordance with 830 CMR 62C.25.1(7) and 935 CMR 500.140(6)(e).

Diversity Plan

I. Intent

TDMA, LLC (“Diem”) is committed to creating a diverse workforce by utilizing hiring practices that do not discriminate against women, minorities, veterans, persons with disabilities and LGBTQ+ individuals. Furthermore, it is our belief that the more diverse and inclusive our team is the more successful Diem will be in Massachusetts as we seek to utilize ideas and innovations from a variety of backgrounds, experiences and cultures.

II. Purpose

Diem’s Diversity Plan has been created to ensure that our hiring practices create a diverse and inclusive organization. In doing so, individuals will be able to apply their life experiences and talents to support the goals of the company.

Diem’s Diversity Plan is meant to be an evolving document designed to guide decisions and practices that ensure we are able to reach our goals described below. The Diversity Plan represents an approach to establish a comprehensive management plan with goals and measures for inclusion and diversity. The Diversity Plan will be evaluated and modified, when necessary, as our company grows and expands.

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

III. Proposed Initiatives, Goals and Metrics

GOAL 1: Recruit and hire a diverse group of employees that values and promotes inclusiveness among the workforce

Proposed Initiative: As part of its hiring plan, Diem will seek to hire a workforce that is made up of at least 50% women and 20% described as minorities, 10% veterans, 10% people with disabilities, and 10% LGBTQ+ individuals with a goal to increase the number of individuals falling into these demographics working in the establishment. To achieve this goal, Diem will:

- Create gender-neutral job descriptions;
- Recruit from state and local employment staffing groups such as Masshire Career Center;
- Post monthly advertisements in the local newspaper, stating that the establishment is specifically looking for women, minorities, or persons with disabilities to work for the establishment;
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com;
- Participate in local hiring events and job fairs, at least two annually, including events held by the Massachusetts Cannabis Business Association (MassCBA);

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- Attend community group meetings in and around Lynn and Worcester, more specifically Census Tract 7313, Census Tract 7317, Census Tract 7318, Census Tract 7324, and Census Tract 7330, at least two annually, to introduce Diem and address our existing hiring needs to attract a diverse array of individuals, with an emphasis on those affiliated with the cannabis industry.

Diem will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. Diem will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with Diem. To ensure that our workplace is an inclusive environment and to promote equity among our team, all hiring managers will undergo training to address bias and cultural sensitivity.

Metrics and Evaluation: Diem will assess the demographics of its employees to see if it is meeting its goal of increasing diversity in these positions. Diem will annually analyze the staffing makeup and based upon the outcome of those analytics, determine what steps are necessary to further increase the diversity of Diem. Diem will assess and review its progress within a year of receiving its Provisional License from the Cannabis Control Commission for an adult-use marijuana establishment and then annually, thereafter. Based upon this annual review and in conjunction with the renewal of its license, Diem will be able to demonstrate to the Commission the success of this initiative.

GOAL 2: Ensure that all participants in our supply chain and ancillary services are committed to the same goals of promoting equity and diversity in the adult-use marijuana industry.

Proposed Initiative: To accomplish this goal, Diem will prioritize working with businesses in our supply chain and required ancillary services that are owned and/or managed by minority groups; women, veterans, people with disabilities, and LGBTQ+ individuals. (herein referred to as Plan Population). Diem's goal is to work with at least 15% of businesses who identify as belonging to the Plan Population.

Metrics and Evaluation: Diem will measure how many of its ancillary services and participants in its supply chain are owned and/or managed by Plan Populations and will calculate the percentage of services and members of its supply chain who meet this requirement. Diem will ask suppliers and ancillary services if they would identify themselves as a business that is owned or managed by one of the Plan Populations and give supplier contractor priority to these businesses. In order to target a diverse supplier base, Diem will post hiring needs in diverse publications such as a variety of web-based recruitment platforms and attend community group meetings, at least two annually, to introduce Diem and address the existing hiring needs to attract a diverse array of suppliers. Diem will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. During its engagement with community groups and leaders referenced in Goal 1, Diem will further identify ways in which to attract diverse supply chain candidates that may not otherwise be aware of employment opportunities with Diem. Diem's goal will be to work with at least 15% of businesses who identify as one of

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the Plan Populations throughout its supply chain and services. Diem will assess these percentages annually and will be able to demonstrate and document to the Commission the progress or success will be documented one year from provisional licensure.

IV. Conclusion

Diem will conduct continuous and regular evaluations of the implementation of its goals and at any point will retool its policies and procedures in order to better accomplish the goals set out in this Diversity Plan. Any actions taken, or programs instituted by Diem will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.