



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC283296
Original Issued Date: 06/13/2021
Issued Date: 06/13/2021
Expiration Date: 06/13/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: River Valley Growers Inc

Phone Number: 312-600-5177 Email Address: jaredgarfield@gmail.com

Business Address 1: 586 Main Street

Business Address 2:

Business City: Hatfield

Business State: MA

Business Zip Code: 01038

Mailing Address 1: 6 Upper Farms Path

Mailing Address 2:

Mailing City: Hatfield

Mailing State: MA

Mailing Zip Code: 01038

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 25 Percentage Of Control: 67

Role: Executive / Officer

Other Role:

First Name: Jared

Last Name: Garfield

Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 75 Percentage Of Control: 33

Role: Board Member Other Role:

First Name: Christian Last Name: Smiarowski Suffix:

Gender: Male User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100 Percentage of Ownership: 100

Entity Legal Name: Grow Control LLC Entity DBA: DBA City:

Entity Description: Management Company

Foreign Subsidiary Narrative:

Entity Phone: 312-600-5177 Entity Email: jaredgarfield@gmail.com Entity Website:

Entity Address 1: 6 Upper Farms Path Entity Address 2:

Entity City: Hatfield Entity State: MA Entity Zip Code: 01038

Entity Mailing Address 1: 6 Upper Farms Path Entity Mailing Address 2:

Entity Mailing City: Hatfield Entity Mailing State: MA Entity Mailing Zip Code: 01038

Relationship Description: Owner/Partner

Entity with Direct or Indirect Authority 2

Percentage of Control: 67 Percentage of Ownership: 25

Entity Legal Name: JGMA LLC Entity DBA: DBA City:

Entity Description: Equity Holding Company

Foreign Subsidiary Narrative:

Entity Phone: 312-600-5177 Entity Email: jaredgarfield@gmail.com Entity Website:

Entity Address 1: 364 Austin Street Entity Address 2:

Entity City: Newton Entity State: MA Entity Zip Code: 02465

Entity Mailing Address 1: 364 Austin Street Entity Mailing Address 2:

Entity Mailing City: Newton Entity Mailing State: MA Entity Mailing Zip Code: 02465

Relationship Description: Member of Grow Control LLC

Entity with Direct or Indirect Authority 3

Percentage of Control: 33 Percentage of Ownership: 75

Entity Legal Name: BRJJ LLC Entity DBA: DBA City:

Entity Description: Equity Holding Company

Foreign Subsidiary Narrative:

Entity Phone: 413-559-0973 Entity Email: csmiarowski97@gmail.com Entity Website:

Entity Address 1: 6 Upper Farms Path Entity Address 2:

Entity City: Hatfield Entity State: MA Entity Zip Code: 01035

Entity Mailing Address 1: 6 Upper Farms Path

Entity Mailing Address 2:

Entity Mailing City: Hatfield

Entity Mailing State: MA

Entity Mailing Zip Code: 01035

Relationship Description: Member of Grow Control LLC

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Jared

Last Name: Garfield

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Board Member, President & Treasurer of River Valley Growers, Inc.

Member of JGMA LLC.

Close Associates or Member 2

First Name: Christian

Last Name: Smiarowski

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Board Member & Secretary of River Valley Growers, Inc.

Member of BRJJ LLC.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 586 Main Street

Establishment Address 2:

Establishment City: Hatfield

Establishment Zip Code: 01038

Approximate square footage of the Establishment: 261360

How many abutters does this property have?: 6

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

Cultivation Tier:

Cultivation Environment:

FEE QUESTIONS

Cultivation Tier: Tier 11: 90,001 to 100,000 sq. ft Cultivation Environment: Outdoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|---|------|--------------------------|-------------|
| Community Outreach Meeting Documentation | RVG Community Outreach Meeting Presentation.pdf | pdf | 60086975982b2307e1996d62 | 01/20/2021 |
| Community Outreach Meeting Documentation | Community Outreach Meeting Audio-Video Link - RVG.pdf | pdf | 60136d1b1681d1368fdb1f04 | 01/28/2021 |

| | | | | |
|--|--|-----|--------------------------|------------|
| Certification of Host Community Agreement | Host Community Agreement Certification.pdf | pdf | 60145f1c6d809f35defb90ea | 01/29/2021 |
| Community Outreach Meeting Documentation | COM - Attendees.pdf | pdf | 60146084604cbb361670cc22 | 01/29/2021 |
| Plan to Remain Compliant with Local Zoning | Plan to Remain Compliant with Local Zoning Rules - RVG.pdf | pdf | 60146704fade7a35e9f2c8b6 | 01/29/2021 |
| Community Outreach Meeting Documentation | Community Outreach Meeting Attestation form RVG-submit.pdf | pdf | 601c45bd604cbb361670e16f | 02/04/2021 |

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

| Document Category | Document Name | Type | ID | Upload Date |
|--------------------------|--|------|--------------------------|-------------|
| Other | GCC Foundation letter to Cannabis Control Commission re River Valley Growers.pdf | pdf | 601470b66902113684c6c4a2 | 01/29/2021 |
| Other | RVG - Diversity Plan Brightwood Development Corp.pdf | pdf | 601470d1d44ed235c8c44924 | 01/29/2021 |
| Plan for Positive Impact | Positive Impact Plan - RVG_RFI.pdf | pdf | 6036cf1d36fab307c9b2cc9c | 02/24/2021 |

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Board Member **Other Role:** President & CEO
First Name: Jared **Last Name:** Garfield **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 2

Role: Board Member **Other Role:**
First Name: Christian **Last Name:** Smiarowski **Suffix:**
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Partner **Other Role:**
Entity Legal Name: Grow Control LLC **Entity DBA:**
Entity Description: Limited Liability Company
Phone: 312-600-5177 **Email:** jaredgarfield@gmail.com
Primary Business Address 1: 6 Upper Farms Path **Primary Business Address 2:**

Primary Business City: Hatfield Primary Business State: MA Principal Business Zip Code: 01035

Additional Information:

Entity Background Check Information 2

Role: Partner

Other Role:

Entity Legal Name: BRJJ LLC

Entity DBA:

Entity Description: Limited Liability Company

Phone: 413-559-0973

Email: csmiarowski97@gmail.com

Primary Business Address 1: 6 Upper Farms Path

Primary Business Address 2:

Primary Business City: Hatfield

Primary Business State: MA

Principal Business Zip Code: 01035

Additional Information: Member of Grow Control LLC (Member 1 of 2)

Entity Background Check Information 3

Role: Partner

Other Role:

Entity Legal Name: JGMA LLC

Entity DBA:

Entity Description: Limited Liability Company

Phone: 312-600-5177

Email: jaredgarfield@gmail.com

Primary Business Address 1: 364 Austin Street

Primary Business Address 2:

Primary Business City: Newton

Primary Business State: MA

Principal Business Zip Code: 02465

Additional Information: Member of Grow Control LLC (Member 2 of 2)

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|--|------|--------------------------|-------------|
| Secretary of Commonwealth - Certificate of Good Standing | RVG - Certificate of Good Standing Sec State.pdf | pdf | 6019c015238c3036b0f84087 | 02/02/2021 |
| Bylaws | RVG - Bylaws - 2606023.pdf | pdf | 6019d43b604cbb361670d982 | 02/02/2021 |
| Department of Revenue - Certificate of Good standing | RVG - Certificate of Good Standing Dept of Revenue.pdf | pdf | 601b01484dba6f360b67dd98 | 02/03/2021 |
| Articles of Organization | RVG - Articles of Organization.pdf | pdf | 601c853310e86b36bb89550a | 02/04/2021 |

No documents uploaded

Massachusetts Business Identification Number: 001454589

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|------------------------------|--|------|--------------------------|-------------|
| Plan for Liability Insurance | Plan for Obtaining Liability Insurance - RVG.pdf | pdf | 601b030d4e95aa35cfc21b3d | 02/03/2021 |
| Business Plan | RVG Business Plan for CCC Application_FINAL.pdf | pdf | 601b031e4e95aa35cfc21b41 | 02/03/2021 |
| Proposed Timeline | RVG - Timeline.pdf | pdf | 601b0e3d6902113684c6d5de | 02/03/2021 |

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

| Document Category | Document Name | Type | ID | Upload Date |
|--|--|------|--------------------------|-------------|
| Inventory procedures | SOP - Inventory Management - RVG.pdf | pdf | 601b03c6eabb336a11f594e | 02/03/2021 |
| Storage of marijuana | SOP - Marijuana Storage - RVG.pdf | pdf | 601b03ca4e95aa35cfc21b49 | 02/03/2021 |
| Personnel policies including background checks | SOP - Personnel Policies Including Background Checks - RVG.pdf | pdf | 601b0567fade7a35e9f2d9b2 | 02/03/2021 |
| Policies and Procedures for cultivating. | SOP - Policies and Procedures for Cultivating - RVG.pdf | pdf | 601b05691c95e43696ccca7b | 02/03/2021 |
| Prevention of diversion | SOP - Prevention of Diversion - RVG.pdf | pdf | 601b056b84d16335f0222f59 | 02/03/2021 |
| Qualifications and training | SOP - Qualifications and Training - RVG.pdf | pdf | 601b056e4dba6f360b67dddd | 02/03/2021 |
| Restricting Access to age 21 and older | SOP - Restricting Access to Age 21 or Older - RVG.pdf | pdf | 601b058f4dba6f360b67dde3 | 02/03/2021 |
| Security plan | SOP - Security Plan - RVG.pdf | pdf | 601b059465c0d035fcc4bbfb | 02/03/2021 |
| Transportation of marijuana | SOP - Transportation of Marijuana - RVG.pdf | pdf | 601b05964e95aa35cfc21b67 | 02/03/2021 |
| Energy Compliance Plan | SOP - Energy Compliance Plan - RVG_RFI.pdf | pdf | 6036cfab4ec46c07be83c732 | 02/24/2021 |
| Quality control and testing | SOP - Quality Control and Testing - RVG_RFI.pdf | pdf | 6036cfd1c9a47307e6f6ff18 | 02/24/2021 |
| Maintaining of financial records | SOP - Maintenance of Financial Records - RVG_RFI.pdf | pdf | 6036d0057fa14107d4032a06 | 02/24/2021 |
| Record Keeping procedures | SOP - Record Keeping - RVG_RFI.pdf | pdf | 6036d007425ec707cc817f4b | 02/24/2021 |
| Diversity plan | SOP - Diversity Plan - RVG_RFI.pdf | pdf | 6036d032c9a47307e6f6ff1c | 02/24/2021 |

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 certify that any changes in ownership or control, location, or name will be made pursuant to a separate process, as required under 935 CMR 500.104(1), and none of those changes have occurred in this application.:

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

| | |
|--------------------------------|------------------------------|
| Monday From: 6:00 AM | Monday To: 6:00 PM |
| Tuesday From: 6:00 AM | Tuesday To: 6:00 PM |
| Wednesday From: 6:00 AM | Wednesday To: 6:00 PM |
| Thursday From: 6:00 AM | Thursday To: 6:00 PM |
| Friday From: 6:00 AM | Friday To: 6:00 PM |
| Saturday From: 6:00 AM | Saturday To: 6:00 PM |
| Sunday From: 6:00 AM | Sunday To: 6:00 PM |

River Valley Growers, Inc.

+

Community Outreach Meeting

Wednesday, January 6th, 2021

Virtual Meeting

Agenda

- + Marijuana Establishment (ME) Overview & Location
- + Security Plan
- + Plan for Prevention of Diversion to Minors
- + Plan for Positive Impact
- + Plan to Ensure ME will not be a Nuisance as defined by law
- + Open Forum for Questions from Community

Marijuana Establishment Overview & Location

- + River Valley Growers, Inc. (RVG) intends to operate an outdoor adult-use commercial marijuana cultivation facility in Hatfield, MA.
- + Physical Address: Bashin Road Lot 12 Map 202, Hatfield, MA
- + RVG will maintain full compliance with all local and state regulations

Security Plan

- + RVG intends to deploy a robust security mitigation program to include (but not limited to):
 - + Closed Loop HD Security Cameras on-site
 - + Third-Party Monitoring
 - + Police Monitoring
 - + Full property coverage internally and externally around perimeter of property; Active Alarm Systems; Specialized Security
 - + Reinforced and Secured Entry Doors; Key Card Access; Specialized Safes
 - + Controlled Guest Access
- + Property will be fully fenced, secured and maintain proper lighting to ensure safety and security for all employees.

NOTE: For public safety reasons, we are not permitted to publish full details of the security plan to the public, however all security plans must be reviewed and approved by local Police.

Plan for Prevention of Diversion to Minors

+ Uniforms

- + No Pockets
- + 3rd Party Cleaning

+ Tracking

- + Seed to Sale
- + Inventory Weighed post-harvest, pre-delivery, post-delivery

+ Transport

- + Unmarked Vehicles with multiple operators
- + GPS Enabled
- + Inventory Weighed pre & post delivery

+ Limited Access

- + Secured Areas within Facility limited to select personnel
- + Background Checks for all employees and contractors who will work directly with the cannabis being grown.

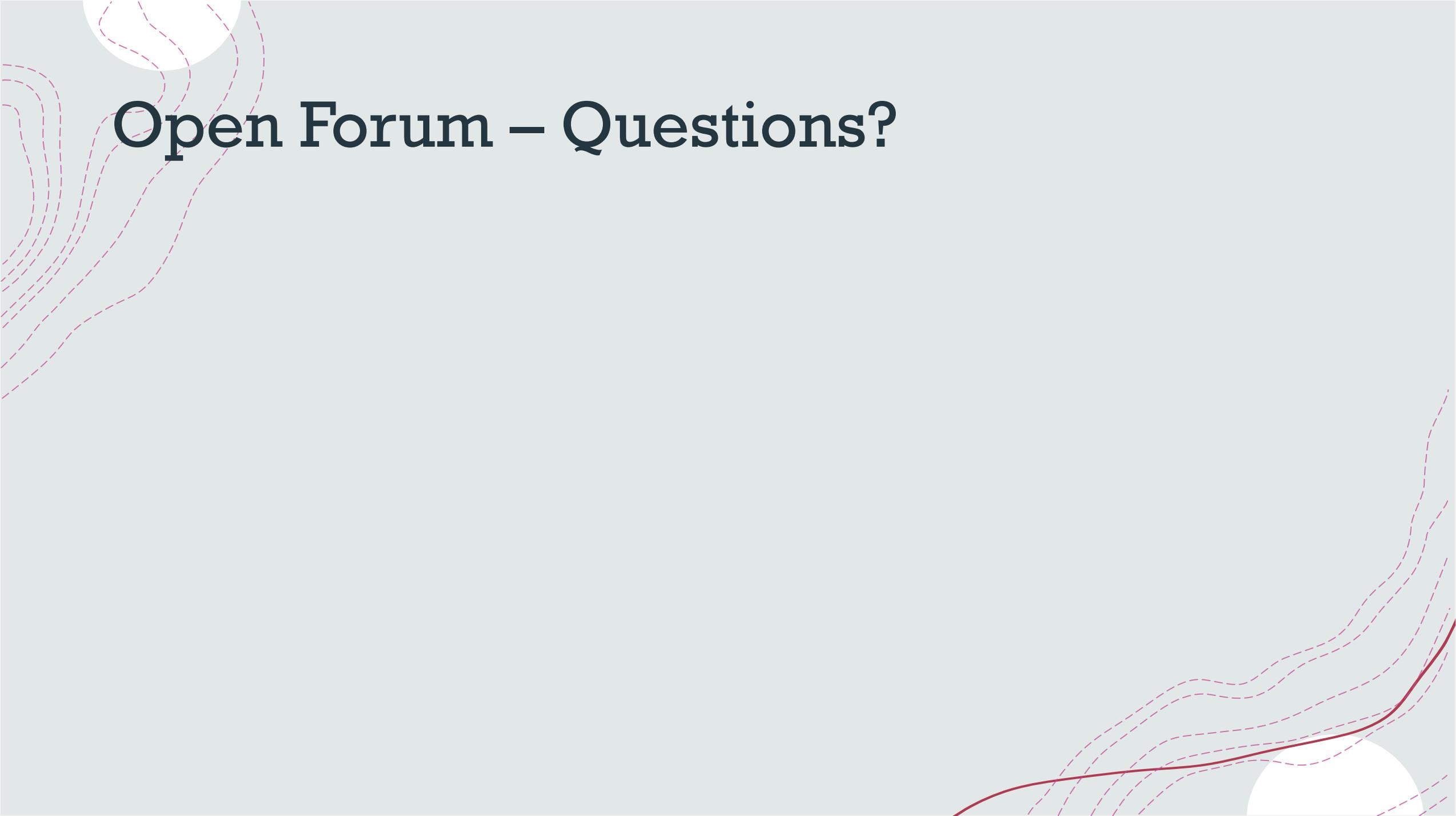
NOTE: All procedures subject to review and RVG will adjust plans as needed to ensure the most effective protocols and procedures are being implemented to prevent diversion.

Plan for Positive Impact

- +RVG plans to work with a community college to establish a jobs training program focused on current and previous residents of areas of disproportionate impact (ADI)
- +RVG intends to create employment opportunities for ADI residents and has a goal of hiring at least 25% of its personnel from ADIs
- +RVG may post advertisements in the local newspaper "The Daily Hampshire Gazette" or "The Greenfield Gazette" to recruit local employees
- +RVG will adhere to all the requirements set forth in 935 CMR 500.105(4)

Plan to Ensure ME will not be a Nuisance

- + Robust Security Protocols
- + Security Fencing with Privacy Screens
- + State of The Art Odor Control Tools – Air Filtration
- + No Supplemental Horticultural Lighting
- + Light Deprivation Curtains Used to Prevent Work Light Leakage
- + Low traffic in and out of facility



Open Forum – Questions?

River Valley Growers, Inc.

Community Outreach Meeting

Wednesday, January 6th, 2021

Virtual Meeting



River Valley Growers, Inc.

Community Outreach Meeting

January, 6th, 2021 @ 6PM EDT

Community Outreach Meeting Audio/Video Link:

<https://www.dropbox.com/sh/fwxbqf7av146fur/AAA6OtsGvQJtgMGJP7w-GVsWa?dl=0>

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. 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(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

River Valley Growers Inc

2. Name of applicant's authorized representative:

Christian T Smianowski

3. Signature of applicant's authorized representative:

Christian T Smianowski

4. Name of municipality:

Hatfield

5. Name of municipality's contracting authority or authorized representative:

Diana Szyrnał

Diana M Szyrnał

6. Signature of municipality's contracting authority or authorized representative:

Diana M Szymal

7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

theszynals@comcast.net

8. Host community agreement execution date:

Sept 8, 2020

River Valley Centers, Inc.

Christina T. Smarowski

Waltham

Diana Szymal





Community Outreach Meeting Attendees

River Valley Growers, Inc.

January 6th, 2021 @ 6:00PM EDT

Number of Attendees: 3



**RE: River Valley Growers, Inc.
Marijuana Cultivation
Bashin Road Lot 12 Map 202**

Site Overview:

The site is an agricultural field located on the south side of Pilvinis Road, approximately 800 feet east of River Road in Whately. Note that the town and county line divide the land and that 6.3 acres of the property are in Hatfield. The remaining 2 acres are in Whately.

The entire property is zoned as Agricultural. Under the Hatfield Zoning Bylaw (§ 3.0 USE REGULATIONS, Table 1 – Table of Use Regulations, § 3.12 Marijuana Cultivation-Greenhouse), marijuana cultivation is a permitted use allowed by Special Permit with Site Plan Approval from the Planning Board.

The property is located within the Riverfront Overlay District. No prohibited uses are proposed for this zone.

Wetland resource areas existing within and near the site. The Conservation Commission has issued a Negative Determination for the proposed work in jurisdictional areas.

Work Description

The proposed project will construct 100,000 square feet of total greenhouse cultivation space in three separate phases and a smaller “headhouse” building for processing and administrative functions. The project also proposes 20,000 of outdoor cultivation space. Site improvements will include a gravel access driveway and parking lot, site lighting for employee safety, stormwater management, fencing, cameras, and security infrastructure. Final construction will be required to comply with the regulations of the Cannabis Control Commission (CCC).

Fencing is proposed to surround the entire cultivation facility, and will consist of 8’ chain link fence with plastic privacy screening.

General Zoning Requirements:

Dimensional Regulations

The site complies with all dimensional regulations under §4.3 Table of Dimensional and Density Requirements, except for lot coverage, where the project proposes a 2.8% coverage to the 25% requirement. The applicant requests a waiver for the 25% coverage requirement. A summary of these requirements, and how the proposed site complies, is included on the site plan drawings.

Site Access, Parking and Loading

As shown in the attached plans, the parking design conforms to the general parking guidelines per §5.7 Design Standards for Parking Areas. The project proposes 1 parking space per full-time employee, with additional “farm style” parking available along the driveway for peak times such as harvest. The project proposes a total of 22 spaces including one accessible space.

The proposed site will utilize “farm style” parking with a gravel access road and parking lot. The proposed site plans indicate parking stalls for the purposes of a parking space count, but the spaces are not proposed to be striped. Parking areas will be gravel, except for a small area of concrete paving that is proposed to establish the required ADA-accessible parking spaces. Parking areas will be set back from Pilvinis Road by approximately 320’ and will be screened by crop planting to the north and security fencing.

Loading for the greenhouses is proposed at the headhouse building or at the south end of the greenhouses at the gravel turnaround area. Deliveries of raw materials, which are typical for an agricultural operation, are made by box truck or tractor-trailer (generally 50-foot maximum total length). Existing gravel driveways, which will be extended and improved by the proposed work, provide adequate access for these deliveries.

Cannabis product will be picked up by small un-marked vehicles, typically cargo vans or sport utility vehicles. These vehicles will be loaded within the secure perimeter and observed on security cameras. Pickups will be scheduled at variable times to prevent tracking. All cannabis product is transported by a state-licensed transport company, which may or may not be the same entity that operates the greenhouse. Storage of materials (both cannabis and non-cannabis) will be inside the greenhouse.

Signs



A proposed "Limited Access" sign will be located along the entrance at Pilvinis Rd. as shown on the site plan. Neither the name of the owner/operator, nor the nature of the grow operation will be identified on the signs. No lighting is proposed for the sign.

Landscaping and Buffering

Buffer planting will be added between the Headhouse building and the parking lot. All other planting will be related agriculture.

Lighting:

Exterior lighting is proposed along the access roadway and parking area. Additional building mounted lighting will be used at greenhouse entrances. All post top light fixtures shall be 14' tall max and activated by photo sensors and timers to run only during those times when employees are arriving at or leaving the site. All lighting will turn off by 10 pm, and all proposed lighting will be full-cutoff and dark sky compliant to prevent light spill off the site.

Security:

A continuous chain-link fence with lockable gate will be provided surrounding the grow operations, as shown on the attached plans. Security cameras will be utilized and will use motion activated infrared sensors that do not require additional lighting to operate.

Requirements Specific to Marijuana Establishments

Physical Requirements:

1. All aspects of the marijuana grow operation will take place within the greenhouse buildings, which will be fully enclosed, and not visible from the exterior of the site. Security fencing includes privacy screening to obscure views into the site.
2. No outside storage is proposed.
3. All RMD and OMMD facilities shall be ventilated in such a manner that:
 - a. No pesticides, insecticides or other chemicals or products used in the cultivation or processing are dispersed into the outside atmosphere.
 - b. No odor from marijuana or its processing can be detected by a person with an unimpaired and otherwise normal sense of smell at the exterior of the farm or at any adjoining use or property. The facility will utilize carbon filters and/or FogCo odor neutralizing equipment on all airflows exiting the greenhouses.
4. Signage will be displayed at the entrance of the facility stating that "Registration Card issued by the MA Department of Public Health required" in text two inches in height.

Location:

1. The facility is NOT located within 500' of any school, childcare facility, or other use where children congregate in an organized basis.
2. The facility is NOT located in or near a Pharmacy.
3. The facility is NOT located within any building containing residential units.
4. The facility is located within the setbacks for the Agricultural Zone.

Other Standards and Conditions:

1. No signage will display the word "marijuana" or "cannabis"
2. No public events are proposed to take place at the farm.

Regulatory Compliance

As noted in the introduction, a site plan has been provided to the Hatfield Conservation Commission as part of a Request for Determination.

The project is located within a state-listed priority habitat. A notice of the project was submitted on 6/3/2020 NHESP for review. On 9/4/20, NHESP issued a determination that the proposed project will not result in a prohibited take and may proceed.

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. 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(2) and 501.400(2).

Attestation

I, the below indicated authorized representative of that the applicant, attest that the applicant has complied with the Community Outreach Meeting requirements of 935 CMR 500.101 and/or 935 CMR 501.101 as outlined below:

1. The Community Outreach Meeting was held on the following date(s):
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).



4. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was published in a newspaper of general circulation in the municipality at least 14 calendar days prior to the meeting. A copy of this publication notice is labeled and attached as “Attachment A.”

- a. Date of publication:
- b. Name of publication:

5. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was filed with clerk of the municipality. A copy of this filed notice is labeled and attached as “Attachment B.”

- a. Date notice filed:

6. A copy of the community outreach notice containing the time, place, and subject matter of the meeting, including the proposed address of the ME or MTC was mailed at least seven (7) calendar days prior to the community outreach meeting to abutters of the proposed address, and residents within 300 feet of the property line of the applicant’s proposed location as they appear on the most recent applicable tax list, notwithstanding that the land of the abutter or resident is located in another municipality. A copy of this mailed notice is labeled and attached as “Attachment C.” Please redact the name of any abutter or resident in this notice.

- a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- a. The type(s) of ME or MTC 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 ME or MTC to prevent diversion to minors;
 - d. A plan by the ME or MTC to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

River Valley Growers, Inc.

Name of applicant's authorized representative:

Jared Garfield

Signature of applicant's authorized representative:

Jared Garfield  Digitally signed by Jared Garfield
Date: 2021.01.12 10:13:36 -06'00'



TODAY IN HISTORY

By The Associated Press
TODAY is Wednesday, Dec. 23, the 358th day of 2020. There are eight days left in the year.
TODAY'S HIGHLIGHT IN HISTORY:
 On Dec. 23, 1954, the first successful human kidney transplant took place at the Peter Bent Brigham Hospital in Boston as a surgical team removed a kidney from 23-year-old Ronald Herrick and implanted it in Herrick's twin brother, Richard.
ON THIS DATE:
 In 1783, George Washington resigned as commander in chief of the Continental Army and retired to his home at Mount Vernon, Virginia.
 In 1913, the Federal Reserve System was created as President Woodrow Wilson signed the Federal Reserve Act.
 In 1933, President Franklin D. Roosevelt restored the civil rights of about 1,500 people who had been jailed for opposing the (First) World War.
 In 1941, during World War II, American forces on Wake Island surrendered to the Japanese.
 In 1948, former Japanese premier Hideki Tojo and six other Japanese war leaders were executed in Tokyo.
 In 1962, Cuba began releasing prisoners from the failed Bay of Pigs invasion under an agreement in which Cuba received more than \$50 million worth of food and medical supplies.
 In 1968, 82 crew members of the U.S. intelligence ship Pueblo were released by North Korea, 11 months after they had been captured.
 In 1972, a 6.2-magnitude earthquake struck Nicaragua; the disaster claimed some 5,000 lives.
 In 1986, the experimental airplane Voyager, piloted by Dick Rutan and Jeana Yeager, completed the first non-stop, non-refueled round-the-world flight as it returned safely to Edwards Air Force Base in California.
 In 1997, a federal jury in Denver convicted Terry Nichols of involuntary manslaughter and conspiracy for his role in the Oklahoma City bombing, declining to find him guilty of murder. (Nichols was sentenced to life in prison without the possibility of parole.)
 In 2001, Time magazine named New York City Mayor Rudolph Giuliani its Person of the Year for his steadfast response to the 9/11 terrorist attack.
 In 2003, a jury in Chesapeake, Va., sentenced teen sniper Lee Boyd Malvo to life in prison, sparing him the death penalty.
FIVE YEARS AGO: Protesters blocked access to a terminal and caused significant holiday traffic delays around Minneapolis-St. Paul International Airport after staging a Black Lives Matter rally that also briefly shut down part of the Mall of America; the demonstrations were organized to draw attention to the recent police shooting of a Black man in Minneapolis. Peggy Say, 74, who spent nearly seven years on a tireless quest for the release of her brother, AP journalist Terry Anderson, and fellow hostages from kidnapers in Lebanon, died in Cookeville, Tennessee.

TODAY'S BIRTHDAYS: Actor Ronnie Schell is 89. Former Emperor Akihito of Japan is 87. Actor Frederic Forrest is 84. Rock musician Jorma Kaukonen is 80. Rock musician Ron Bushy is 79. Actor-comedian Harry Shearer is 77. U.S. Army Gen. Wesley K. Clark (ret.) is 76. Actor Susan Lucci is 74. Singer-musician Adrian Belew is 71. Rock musician Dave Murray (Iron Maiden) is 64. Actor Joan Severance is 62. Singer Terry Weeks is 57. Rock singer Eddie Vedder (Pearl Jam) is 56. The former first lady of France, Carla Bruni-Sarkozy, is 53. Rock musician Jamie Murphy is 45. Jazz musician Irvin Mayfield is 43. Actor Estella Warren is 42. Actor Elvy Yost is 33. Actor Anna Maria Perez de Tagle is 30.

LEGAL NOTICES



Legals

Public Hearing
 The Hadley Planning Board will conduct a ZOOM Public Hearing on Tuesday January 5, 2021, beginning at 6:45pm (ZOOM details at the end of this Notice). The purpose of the Hearing is to review the application of Paul Kozub for a Special Permit to create an Accessory Apartment at 3 Maegan's Way. The plans are available upon request via email to planning@hadleyma.org. Details for internet and dial-up connections for the ZOOM meeting will be available on the Planning Board agenda when posted. To follow the Planning Board agenda, go to: www.hadleyma.org; then go to "Government" tab; click on "Town Clerk" and go to "Agendas".
 James J. Maksimoski
 Chairman
 December 16, 23
 89737

Legals

Public Notice
 Notice is hereby given that River Valley Growers, Inc. (RVG) will hold a web-based Community Outreach Meeting January 6th, 2021 at 6:00PM ET via Zoom to discuss the proposed citing of a marijuana cultivation facility. RVG intends to apply for a license to operate as a Marijuana Cultivator to be located at Bashin Road Lot 12 Map 202 in Hatfield, MA in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. Topics to be discussed at the meeting will include, but not be limited to:
 1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
 2. Plans for maintaining a secure facility;
 3. Plans to prevent diversion to minors;
 4. Plans to positively impact the community; and
 5. Plans to ensure the establishment will not constitute a nuisance to the community.
 Interested members of the community are encouraged to ask questions in advance and receive answers from RVG's representatives about the proposed facility and operations. There will be an opportunity for the public to ask questions.
 To join the zoom meeting simply type the following link into any web browser: shorturl.at/bqwhH
 Meeting materials will be made available to the public no later than 24 hours in advance of the scheduled meeting via Dropbox: shorturl.at/keFQR
 Contact: RiverValleyGrowersMA@gmail.com
 December 23
 91248

Legals

NOTICE OF PLANNING BOARD HEARING
TOWN OF HATFIELD
NOTICE OF INTENT SPECIAL PERMIT WITH SITE PLAN REVIEW
 The Planning Board of the Town of Hatfield will conduct a Public Hearing on Wednesday, January 6, 2021 at 6:45 pm, by remote. Walter Robert Thayer Jr. is seeking a Special Permit with Site Plan Approval from the Board pursuant to Section 7B.4 Sub Section D, at 84 King Street. The property location (Assessors Map 214 Lot 341) is zoned Business. The proposed project is to provide area of graded processed gravel for vehicle circulation, storage of construction material and equipment and parking of vehicles. Property owner would utilize existing buildings for storage of equipment. Approval from the Board would require applicant to comply with Use Regulations 5.27 of the Town of Hatfield Bylaws. The complete application is available for inspection during regular business hours at the office of the Town Clerk, Memorial Town Hall, 59 Main Street, Hatfield, MA.
 Hatfield Planning Board
 Stephanie Slyz, Chair
 Robert C. Wagner Alt
 Chair December 23, 30
 91723

Legals

CITATION ON PETITION TO CHANGE NAME
Commonwealth of Massachusetts
The Trial Court
Probate and Family Court
Hampshire Probate and Family Court
15 Atwood Drive
Northampton, MA 01060
(413) 586-8500
Docket No. HS20C0108CA
 In the matter of: Andru Karol Sulikowski
A Petition to Change Name of Adult has been filed by Andru Karol Sulikowski of Huntington, MA requesting that the court enter a Decree changing their name to: Andrew Karol Sulikowski
IMPORTANT NOTICE
 Any person may appear for purposes of objecting to the petition by filing an appearance at: Hampshire Probate and Family Court before **10:00 a.m. on the return day of 01/07/2021**. This is NOT a hearing date, but a deadline by which you must file a written appearance if you object to this proceeding.
 WITNESS, Hon. Linda S. Fidnick, First Justice of this Court.
 Date: December 14, 2020
 Michael J. Carey
 Register of Probate
 December 23
 91271

Legals

NOTICE OF PLANNING BOARD HEARING
TOWN OF HATFIELD
NOTICE OF INTENT SPECIAL PERMIT WITH SITE PLAN REVIEW
 The Planning Board of the Town of Hatfield will conduct a Public Hearing on Wednesday, January 6, 2021 at 6:15 pm, by remote. The purpose is to consider amending the previous application which was heard on August 20, 2020. River Valley Growers, INC is seeking a Special Permit with Site Plan Approval from the Board pursuant to Section 7B.4 Sub Section D, at Pilivinis Road /Bashin Road, owned by Christian Smiarowski (Assessors Map 202, Lot 12), zoned Agriculture, the proposed amendment is to build a total of 100,000 SF of greenhouse cultivation space, and 20,000 SF of outdoor cultivation space. Final construction will be required to comply with regulations of the Cannabis Control Commission (CCC) in accordance with 3.0 Use Regulations 3.11 and 3.12 of the Town of Hatfield Zoning Bylaws. The complete application is available for inspection during regular business hours at the office of the Town Clerk, Memorial Town Hall, 59 Main Street, Hatfield, MA.
 Hatfield Planning Board
 Stephanie Slyz, Chair
 Robert C. Wagner Alt Chair
 December 23, 30
 91721

Legals

LEGAL NOTICE DEADLINES
 Monday's paperFriday at 9am
 Tuesday's paperFriday at 4pm
 Wednesday's paper..... Monday at Noon
 Thursday's paper..... Tuesday at Noon
 Friday's paperWednesday at Noon
 Saturday's paperThursday at Noon

LEGAL NOTICE DEADLINES

Monday's paperFriday at 9am
 Tuesday's paperFriday at 4pm
 Wednesday's paper..... Monday at Noon
 Thursday's paper..... Tuesday at Noon
 Friday's paperWednesday at Noon
 Saturday's paperThursday at Noon

READERS BEWARE

On occasion ads that run in our newspaper may require an initial investment, such as "Work At Home" ads. We do try to screen ads; however, please thoroughly investigate the situation before sending any money or giving out your credit card numbers, as you do so at your own risk! Also be aware that ads that have a 900 telephone is an "extra charge (per minute) call". While 800 telephone numbers cost nothing to call, they may refer you to a 900 number with a charge per minute. So please be careful!

Do you have a Legal Notice to publish?
 Publishing a notice is easy! Email your notice to legals@gazettenet.com with your contact information and date of publication. With legal notices, sooner is always better. 72 hours ahead of publication is ideal.
 Please note that with the exception of certain standard notices such as informal probate notices, name changes, conservator/guardian notices and citations on petitions of formal adjudication, all legal notices must be typed and sent to legals@gazettenet.com.
 We do not have a typesetter and cannot accept hard copies of zoning hearings, ordinance, public meeting notices, requests for bids, etc. These must be sent in a Word doc or in the body of the email.
 Please call Pam at 413-584-5000 with any questions about placing legal notices in the Gazette.

Sudoku
 Complete the grid so that every row, column and 3x3 box contains every number from 1 to 9 inclusively.

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | 8 | | 4 | 6 | | |
| 3 | | 6 | 5 | 4 | 9 | | | |
| | | 1 | 7 | 2 | | | | |
| 4 | 3 | | 1 | 6 | | | | |
| | | 1 | 8 | | 3 | | 6 | 7 |
| | | | | 9 | 8 | | 3 | 4 |
| | | | | 1 | 4 | 9 | | |
| | | | 9 | 7 | 3 | 8 | | 6 |
| | 6 | 9 | | 5 | | | | |

12/23 DIFFICULTY RATING: ★★★★★

WONDERWORD By DAVID OUELLET
HOW TO PLAY: All the words listed below appear in the puzzle — horizontally, vertically, diagonally and even backward. Find them, circle each letter of the word and strike it off the list. The leftover letters spell the WONDERWORD.
MICROFIBER CLOTH Solution: 5 letters
 H S H S A W D E R E G N O L R
 G Y R P H O T O G R A P H I C
 C N D E O I I W I D M S N P O
 R C I R W F N M I A U S G M L
 E O S L O O Y Y T N E M I A O
 V U N S I G H T L Y D R S D R
 I N D T A A E S C H R O M E K
 C T C I B R T N T O I L W C B
 E E D U S T V E R S A T I L E
 S R R A O E N S D E W U E N S
 L S R E R I R R S (K) Q A G C T
 C E E L B R A M M (S) B U R C S
 A P W A E M G R E (A) S E I M A
 R I C O N J U G A (T) E D T R L
 S W W A T E R N R N A E L C E
 © 2020 Andrews McMeel Syndication www.wonderword.com 12/23
 Absorbent, Area, Cabine, Cars, Chrome, Clean, Color, Conjugated, Counters, Crevice, Damp, Detailing, Doors, Dust, Grease, Grimy, Grit, Hydrogen, Last, Lint, Longer, Marble, Matter, Mirrors, Number, Photographic, Quick, Rags, Require, Residue, Rinse, Screen, Scrub, Section, Shiny, Showers, Smear, Smudge, Task, Tiny, Towel, Unightly, Versatile, Warm, Wash, Water, Window, Wipe
Yesterday's Answer: Jennings
 Treasuries 24 through 42 can be purchased online at www.WonderWordBooks.com.

Tuesday's Puzzle Answer

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| 7 | 2 | 9 | 1 | 3 | 4 | 6 | 8 | 5 |
| 3 | 4 | 8 | 5 | 7 | 6 | 2 | 1 | 9 |
| 6 | 1 | 5 | 2 | 9 | 8 | 4 | 7 | 3 |
| 2 | 6 | 3 | 9 | 1 | 7 | 8 | 5 | 4 |
| 8 | 7 | 1 | 3 | 4 | 5 | 9 | 6 | 2 |
| 5 | 9 | 4 | 8 | 6 | 2 | 7 | 3 | 1 |
| 4 | 5 | 6 | 7 | 2 | 3 | 1 | 9 | 8 |
| 1 | 8 | 7 | 4 | 5 | 9 | 3 | 2 | 6 |
| 9 | 3 | 2 | 6 | 8 | 1 | 5 | 4 | 7 |

PIONEER VALLEY and beyond! MARKETPLACE
 IN PRINT • Daily Hampshire Gazette • Greenfield Recorder • Amherst Bulletin • Athol Daily News • AND ONLINE 24/7

ANNOUNCEMENTS
Announcements
 WANT YOUR BUSINESS TO REACH OUR READERS? The monthly Business Card Flyer publishes in the last week of each month. Colorful insert that grabs attention!
 \$88/mo for 6 months or try it once for \$135! Call 413-586-1700
Lost
LOST CAT White long haired male with bushy black tail and black spots. Call Jean. (413) 320-0169
jeanlaplante@hotmail.com
LOST - White Canvas bag with green handles at Big Y in Southampton. Sentimental. Please call 413-626-9926 if found.

EMPLOYMENT
Full Time
Community Action! Check our website www.communityaction.us
BALANCE STAFFING NOW HIRING 978-544-3100 Walk ins welcome Monday through Friday 10am-2pm
174 Gov Dukakis Dr. Orange, MA 01364
MERCHANDISE
Building Materials & Supplies
NATIVE LUMBER— Pine boards, hemlock dimension, hard & soft wood beams. Monday - Friday 8:30-4:00, Saturday, 8 to 12. Rough Cut. 978-575-0475.
Fast Action Ads
KEYBOARD MACALLY wired USB for PC model DKEYE \$15 (413) 530-8448

MERCHANDISE
Fast Action Ads
4 CHRISTMAS CANDLE toppers. Brighten up the holiday with Santa and more.\$5 (413) 584-0598
AMERICAN GIRL DOLL Excellent condition \$50 (413) 461-1249 (413) 461-1249
BALL HITCH 2 inch ball, 5K lb capacity. \$15. (413) 835-0082
BERYL JEWELRY GIFT CARD \$200 value, verifiable, \$100, great gift! shopberyl.com, 413.237.4269
BOOTS - WOMEN'S SIZE 11 BLACK waterproof and insulated - like new \$20.00 (413) 584-2784
CABLE 5/16 inch galvanized 7x19, approx 30 ft. \$25. (413) 835-0082
 chandelier, bronze, looks antique, gorgeous, with dimmer three lights. \$105. #413 256 8841
Christine Wu Evening Full Length Dress. Size 6 Charcoal. \$200. 413-527-2958
COLEMAN PROPANE LANTERN. Very nice condition. \$15. 413-977-2381
Collectors! Calendar from 1990's 11 Elvis, 2 Beatles, 1 Doors and more! \$35 OBO 413-527-5739
FOLDABLE SAW/ROUTER TABLE. 35 in tall, powered, \$40. Add circular saw or router. (413) 835-0082

MERCHANDISE
Fast Action Ads
HUMMEL FIGURINE NEW IN BOX - ALL BUNDLED UP Nice gift! \$25.00 (413) 584-2784
HUMMEL FIGURINE NEW IN BOX - HONOR STUDENT Nice gift! \$25.00 (413) 584-2784
IKEA GONATT CRIB with 3 drawer storage. Like new. \$150. 413-687-2126
LP's Christmas albums. Ex condition. \$35 OBO 413-527-5739
PAIR OF STUDDER SNOW TIRES. P185-70R-14. \$75. 413-687-2126
PFPALZGRAFF FOLK ART Serv for 8 w/ several serving dishes. Exc. Cond. \$395 (413)648-5291
SNOW SHOES Cabelas 30" bear paw w/ poles \$30 (413) 461-1249
SNOW BLOWER, MTD 28" 9HP electric start, just serviced. \$350. Call 413-527-1983. email danzuczek@gmail.com
SNOWBLOWER corded Toro S-120 15 inch width, works, \$25. (413) 835-0082
STIGA TITANIUM TABLE TENNIS RACKET New with case and travel bag \$50 (413) 588-2148

MERCHANDISE
Fast Action Ads
STIGA TITANIUM TABLE TENNIS RACKET, new with case and travel bag \$50 (413)588-2148
TABLE DECORATION Fresh greens, \$18 413 297-3232
Twin grey tufted upholstered settees. Wayfair, brand new, 51" \$500. 413-387-8501
VINTAGE ONKYO RECEIVER 1980 Model TX-3000 Good Overall Condition \$125 (413-584-6526)
VINTAGE PIONEER AM/FM STEREO RECEIVER Black, Graphic Equalizer \$75.00. 413-584-6526.
VINYL RECORDS LP Old & Heavy Gold 1964 Vg. \$18 (413) 527-5385
WOMANS LEATHER BOOTS New size 6 Black, etched Western \$60 (413) 297-3232
Woodstock Aquarius fountain chime. Indoor use. New \$45 413-584-0666
29" Craftsman snowblower 9hp with books, electric start. \$350 obo (413)648-9889
29" Craftsman snowblower 9hp with books, electric start. \$350 obo (413)648-9889

Full Time
 Do you want to work with **CHILDREN** (at an elementary school) **OUTSIDE** (most of the time) **HAVING FUN** (like school should be)?
We Need a Teaching Assistant
 Call or email Bill at **ROWE** Elementary School **413-512-5101** wknittle@roweschool.org
 AA/EOE - CORI check required
PLEASE RECYCLE THIS NEWSPAPER.

PUBLIC NOTICE (orig. 12/23/20)

Notice is hereby given that River Valley Growers, Inc. (RVG) will hold a web-based Community Outreach Meeting January 6th, 2021 at 6:00PM ET via Zoom to discuss the proposed citing of a marijuana cultivation facility. RVG intends to apply for a license to operate as a Marijuana Cultivator to be located at Bashin Road Lot 12 Map 202 in Hatfield, MA in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 et seq. Topics to be discussed at the meeting will include, but not be limited to:

1. The type(s) of Adult-Use Marijuana Establishment(s) to be located at the proposed address;
2. Plans for maintaining a secure facility;
3. Plans to prevent diversion to minors;
4. Plans to positively impact the community; and
5. Plans to ensure the establishment will not constitute a nuisance to the community.

Interested members of the community are encouraged to ask questions in advance and receive answers from RVG's representatives about the proposed facility and operations. There will be an opportunity for the public to ask questions.

To join the zoom meeting simply type the following link into any web browser: shorturl.at/bqwHN

Meeting materials will be made available to the public no later than 24 hours in advance of the scheduled meeting via Dropbox: shorturl.at/kEFQR

Contact: RiverValleyGrowersMA@gmail.com

ATTACHMENT B



Jared Garfield <jaredgarfield@gmail.com>

River Valley Growers, Inc.

TEDDY SMIAROWSKI <tedfarm@comcast.net>

Thu, Dec 31, 2020 at 9:30 AM

To: "townclerk@townofhatfield.org" <townclerk@townofhatfield.org>

Cc: "RiverValleyGrowersMA@gmail.com" <RiverValleyGrowersMA@gmail.com>

Good morning,

Attached please find the public notice documents for the upcoming Community Outreach Agreement Meeting for River Valley Growers, Inc.

Please confirm receipt of these documents by reply to this email.

Regards,
Bernie

2 attachments



Public Notice for Community Outreach Meeting on Jan. 6 2021.pdf

97K



NorthamptonDailyHampshireGazette_20201223_B05 (1).pdf

542K



Jared Garfield <jaredgarfield@gmail.com>

Fwd: Community Outreach Letter

2 messages

Bernie Smiarowski <tedfarm@comcast.net>
To: Jared Garfield <jaredgarfield@gmail.com>

Mon, Feb 1, 2021 at 9:24 AM

Sent from my iPhone

Begin forwarded message:

From: Town Administrator <TownAdministrator@townofhatfield.org>
Date: February 1, 2021 at 10:14:20 AM EST
To: Bernie Smiarowski <tedfarm@comcast.net>
Cc: Lydia Szych <LSzych@townofhatfield.org>, Town Administrator <TownAdministrator@townofhatfield.org>
Subject: RE: Community Outreach Letter

Bernie,

Pursuant to the attached 12/15/20 letter stating the Hatfield Selectboard's approval of a community outreach meeting, this email acknowledges receipt of River Valley Growers, Inc., email below dated 12/15/2020, requesting approval from the Town of Hatfield Selectboard for River Valley Growers, Inc., to hold a community outreach meeting for its marijuana cultivation establishment on Bashin Road, Lot 12, Map 202.

If there is any other information necessary to complete your application, please let me know, and I will be glad to assist.

Marlene Michonski

Town Administrator

Town of Hatfield

Memorial Town Hall

59 Main Street

Hatfield, MA 01038

413-247-9200, Extension 100

Tuesday, December 15th, 2020

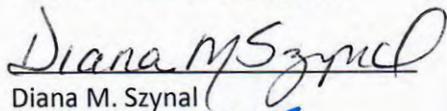
Christian Smiarowski
Manager
River Valley Growers, Inc.
6 Upper Farms Paths
Hatfield, MA 01038

Dear Mr. Smiarowski:

At its meeting on December 15, 2020, the Hatfield Selectboard voted to approve a request from River Valley Growers, Inc. (RVG) that RVG be allowed to hold a virtual community outreach meeting for its proposed marijuana cultivation establishment. The approval of the Selectboard is granted pursuant to the Massachusetts Cannabis Control Commission's Administrative Order Allowing Virtual Web-Based Community Outreach Meetings – Paragraph 3 and applies only to the Bashin Road Lot 12 Map 202 location in Hatfield, MA.

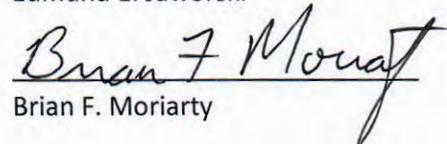
Sincerely,

Hatfield Board of Selectmen,


Diana M. Szynal



Edmund E. Jaworski


Brian F. Moriarty



River Valley Growers, Inc.

Community Outreach Meeting

January, 6th, 2021 @ 6PM EDT

Community Outreach Meeting Audio/Video Link:

<https://www.dropbox.com/sh/fwxbqf7av146fur/AAA6OtsGvQJtgMGJP7w-GVsWa?dl=0>

ATTACHMENT C

U.S. Postal Service™ CERTIFIED MAIL® RECEIPT

Domestic Mail Only

For delivery information, visit our website at www.usps.com®.

Whately, MA 01093

OFFICIAL USE

| | |
|--|--------|
| Certified Mail Fee | \$3.55 |
| Extra Services & Fees (check box, add fee as appropriate) | \$2.85 |
| <input type="checkbox"/> Return Receipt (hardcopy) | \$0.00 |
| <input type="checkbox"/> Return Receipt (electronic) | \$0.00 |
| <input type="checkbox"/> Certified Mail Restricted Delivery | \$0.00 |
| <input type="checkbox"/> Adult Signature Required | \$0.00 |
| <input type="checkbox"/> Adult Signature Restricted Delivery | \$0.00 |

0038
06



| | |
|------------------------|--------|
| Postage | \$0.55 |
| Total Postage and Fees | \$6.95 |

12/31/2020

Sent To Nourse Farms
 Street and Apt. No., or PO Box No. 41 River Rd
 City, State, ZIP+4® Whately Ma 01093

PS Form 3800, April 2015 PSN 7530-02-000-9047 See Reverse for Instructions



HATFIELD
7 SCHOOL ST
HATFIELD, MA 01038-9998
(800)275-8777

12/31/2020 11:18 AM

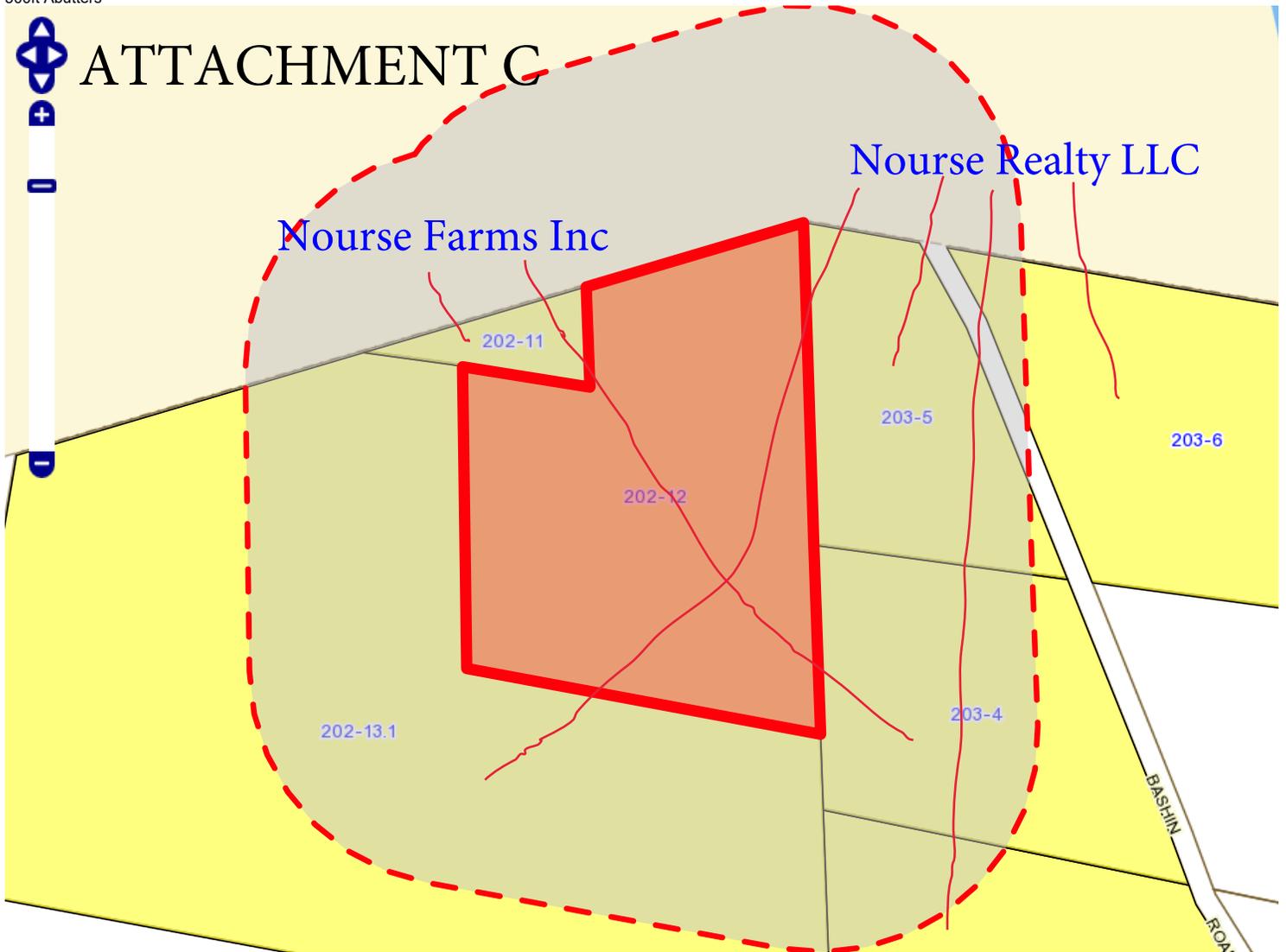
| Product | Qty | Unit Price | Price |
|--|-----------------------------|------------|---------|
| First-Class Mail® Letter | 1 | | \$0.55 |
| Whately, MA 01093 Weight: 0 lb 0.60 oz Estimated Delivery Date Mon 01/04/2021 | | | |
| Certified Mail® | | | \$3.55 |
| Tracking #: | 70192280000169509081 | | |
| Return Receipt | | | \$2.85 |
| Tracking #: | 9590 9402 5623 9308 4378 20 | | |
| Total | | | \$6.95 |
| Grand Total: | | | \$6.95 |
| Cash | | | \$7.00 |
| Change | | | -\$0.05 |

 USPS is experiencing unprecedented volume increases and limited employee availability due to the impacts of COVID-19. We appreciate your patience and remain committed to delivering the holidays to you.

7019 2280 0000 1950 9081



ATTACHMENT C

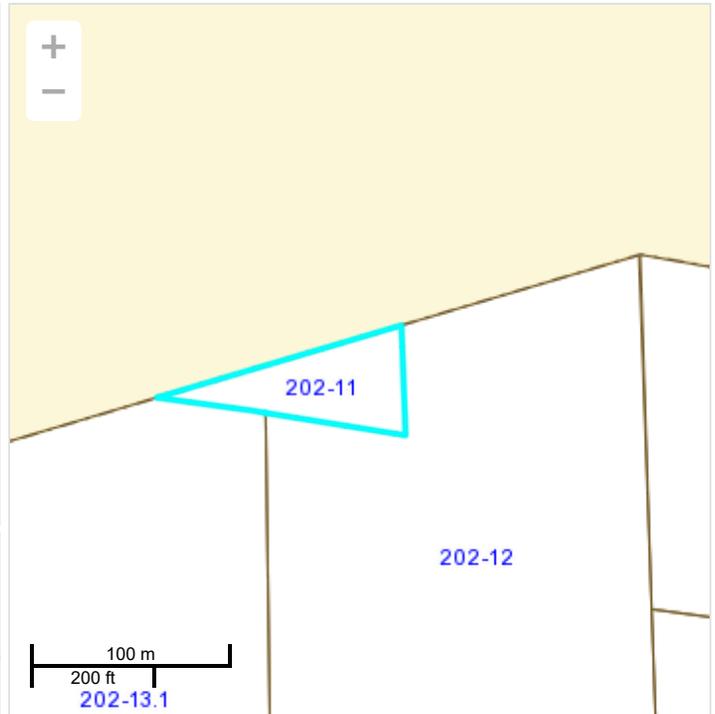


Nourse Farms & Nourse Realty were notified via Certified Mail on 12/31/2020

6 Abutter Parcels / 2 entities



ATTACHMENT C



Owner: NOURSE FARMS INC
 Co-Owner:
 Mailing Address: 41 RIVER RD
 S DEERFIELD MA 01373

Assessment: Total: 110
 Building: 0, Land: 110, Yard: 0

Sales History

| <u>Grantor</u> | <u>Legal Reference</u> | <u>Sale Date</u> | <u>Sale Price</u> |
|----------------|------------------------|------------------|-------------------|
| | | | |



MainStreetGIS, LLC
www.mainstreetgis.com

Land Information

Land Area: 0.47 AC / 20473 SQ FT Zoning:
 Land Use: 716 - TILLABLE
 Neighborhood: EV - EARLY VG

Building Information

Units: 0
 Year Built:
 Style:
 Rooms:
 Bedrooms:
 Baths:
 Half Baths:

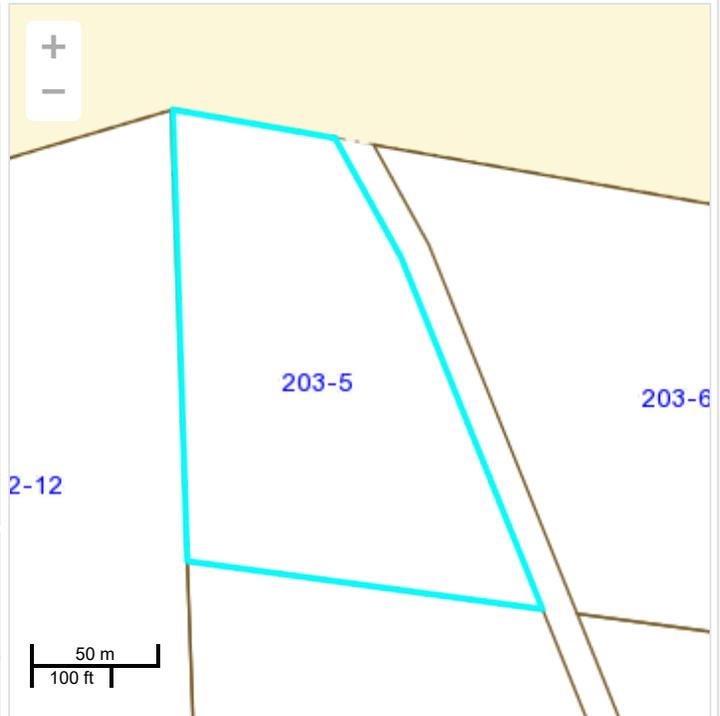
Stories:
 Heat Fuel:
 Heat Type:
 Roof Structure:
 Roof Covering:
 Kitchens:
 Fireplaces:

| <u>Extra Feat. / Yard Items</u> | <u>Area</u> | <u>Assessment</u> |
|---------------------------------|-------------|-------------------|
| <u>Type</u> | | |
| | | |

| <u>Sub Areas</u> | <u>Area</u> | <u>Assessment</u> |
|------------------|-------------|-------------------|
| <u>Type</u> | | |
| | | |



ATTACHMENT C



Owner: NOURSE REALTY, LLC
 Co-Owner:
 Mailing Address: 41 RIVER ROAD
 SOUTH DEERFIELD MA 01373

Assessment: Total: 2945
 Building: 0, Land: 2945, Yard: 0

Sales History

| Grantor | Legal Reference | Sale Date | Sale Price |
|---------------------------|-----------------|------------|------------|
| NOURSE REALTY, LLC | 9328- 26 | 11/20/2007 | 1 |
| NOURSE TIMOTHY M & MARY C | 5238- 69 | 11/6/1997 | 149999 |
| DUDA ROBERT | 4670- 303 | 5/24/1995 | 0 |



Land Information

Land Area: 2.5 AC / 108900 SQ FT Zoning:
 Land Use: 712A - APR VEGETABLE
 Neighborhood: AG - AGRICULTURAL

Building Information

Units: 0
 Year Built:
 Style:
 Rooms:
 Bedrooms:
 Baths:
 Half Baths:

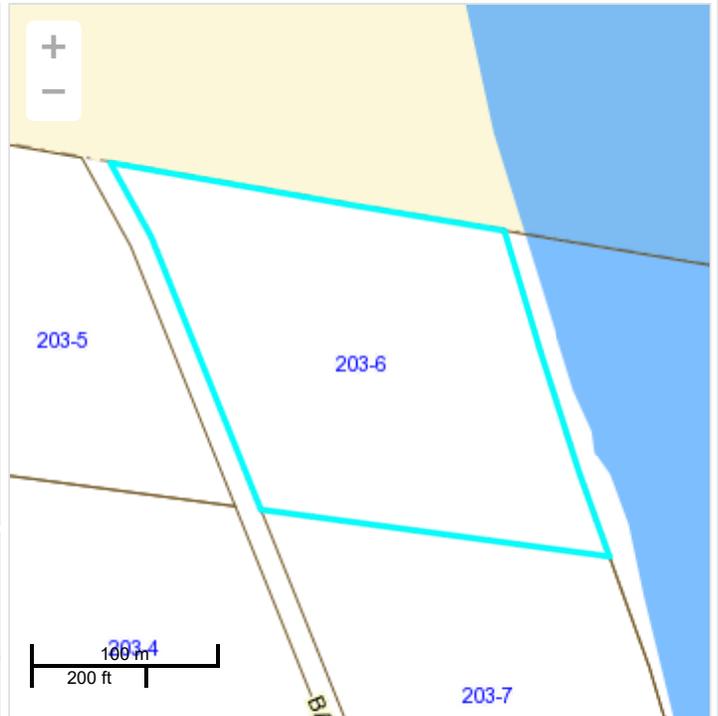
Stories:
 Heat Fuel:
 Heat Type:
 Roof Structure:
 Roof Covering:
 Kitchens:
 Fireplaces:

| Extra Feat. / Yard Items | Area | Assessment |
|--------------------------|------|------------|
| Type | | |
| | | |

| Sub Areas | Area | Assessment |
|-----------|------|------------|
| Type | | |
| | | |



ATTACHMENT C



Owner: NOURSE REALTY, LLC
 Co-Owner:
 Mailing Address: 41 RIVER ROAD
 SOUTH DEERFIELD MA 01373

Assessment: Total: 5725
 Building: 0, Land: 5725, Yard: 0

Sales History

| Grantor | Legal Reference | Sale Date | Sale Price |
|---------------------------|-----------------|------------|------------|
| NOURSE REALTY, LLC | 9328- 26 | 11/20/2007 | 1 |
| NOURSE TIMOTHY M & MARY C | 5238- 69 | 11/6/1997 | 149999 |
| DUDA ROBERT | 4670- 303 | 5/24/1995 | 0 |



MainStreetGIS, LLC
www.mainstreetgis.com

Land Information

Land Area: 4.86 AC / 211702 SQ FT Zoning:
 Land Use: 712A - APR VEGETABLE
 Neighborhood: AG - AGRICULTURAL

Building Information

Units: 0
 Year Built:
 Style:
 Rooms:
 Bedrooms:
 Baths:
 Half Baths:

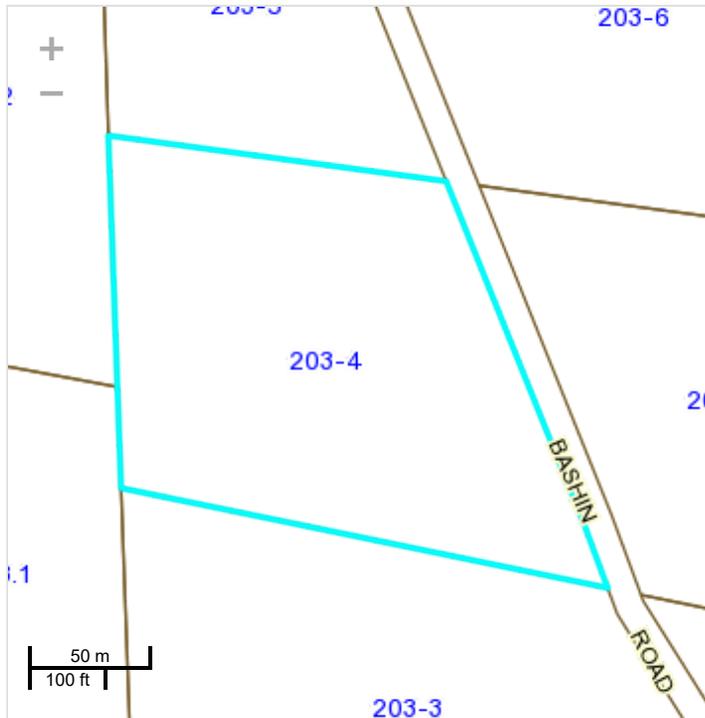
Stories:
 Heat Fuel:
 Heat Type:
 Roof Structure:
 Roof Covering:
 Kitchens:
 Fireplaces:

| Extra Feat. / Yard Items | Area | Assessment |
|--------------------------|------|------------|
| Type | | |
| | | |

| Sub Areas | Area | Assessment |
|-----------|------|------------|
| Type | | |
| | | |



ATTACHMENT C



Owner: NOURSE FARMS INC
 Co-Owner:
 Mailing Address: 41 RIVER RD
 S DEERFIELD MA 01373

Assessment: Total: 2428
 Building: 0, Land: 2428, Yard: 0

Sales History

| Grantor | Legal Reference | Sale Date | Sale Price |
|------------------|-----------------|------------|------------|
| NOURSE FARMS INC | 2137- 231 | 11/20/1979 | 46109 |



MainStreetGIS, LLC
www.mainstreetgis.com

Land Information

Land Area: 3.47 AC / 151153 SQ FT Zoning:
 Land Use: 719 - NURSERY
 Neighborhood: AG - AGRICULTURAL

Building Information

Units: 0
 Year Built:
 Style:
 Rooms:
 Bedrooms:
 Baths:
 Half Baths:

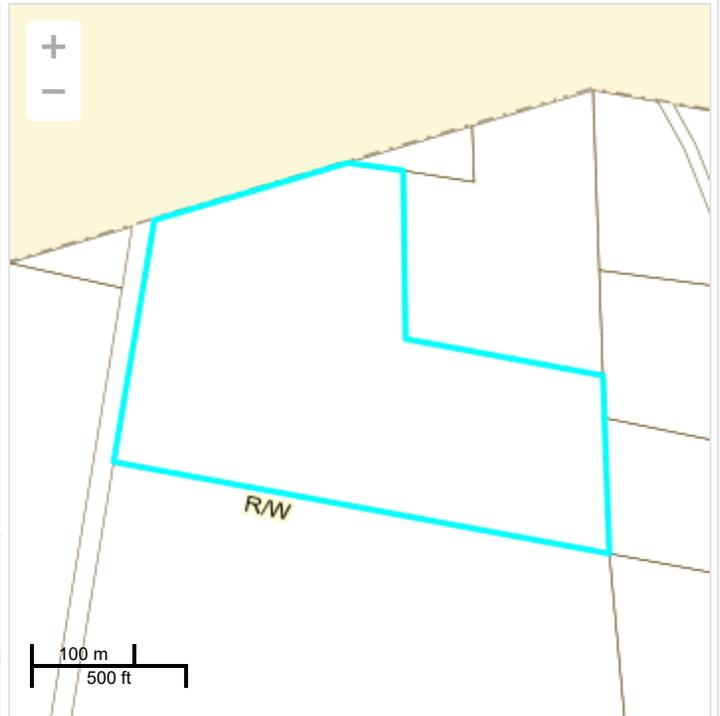
Stories:
 Heat Fuel:
 Heat Type:
 Roof Structure:
 Roof Covering:
 Kitchens:
 Fireplaces:

| Extra Feat. / Yard Items | Area | Assessment |
|--------------------------|------|------------|
| Type | | |
| | | |

| Sub Areas | Area | Assessment |
|-----------|------|------------|
| Type | | |
| | | |



ATTACHMENT C



Owner: NOURSE REALTY, LLC
 Co-Owner:
 Mailing Address: 41 RIVER ROAD
 SOUTH DEERFIELD MA 01373

Assessment: Total: 20026
 Building: 0, Land: 20026, Yard: 0

Sales History

| Grantor | Legal Reference | Sale Date | Sale Price |
|---------------------------|-----------------|------------|------------|
| NOURSE REALTY, LLC | 9328- 26 | 11/20/2007 | 1 |
| NOURSE TIMOTHY M & MARY C | 5238- 69 | 11/6/1997 | 149999 |
| DUDA ROBERT | 4670- 303 | 5/24/1995 | 0 |
| DUDA | 3169- 96 | 5/14/1988 | 1 |
| ENGLEHARDT ANNA | 1030- 469 | 1/1/1900 | 0 |

MainStreetGIS, LLC
www.mainstreetgis.com

Land Information

Land Area: 17 AC / 740520 SQ FT Zoning:
 Land Use: 712A - APR VEGTABLE
 Neighborhood: AG - AGRICULTURAL

Building Information

Units: 0
 Year Built:
 Style:
 Rooms:
 Bedrooms:
 Baths:
 Half Baths:

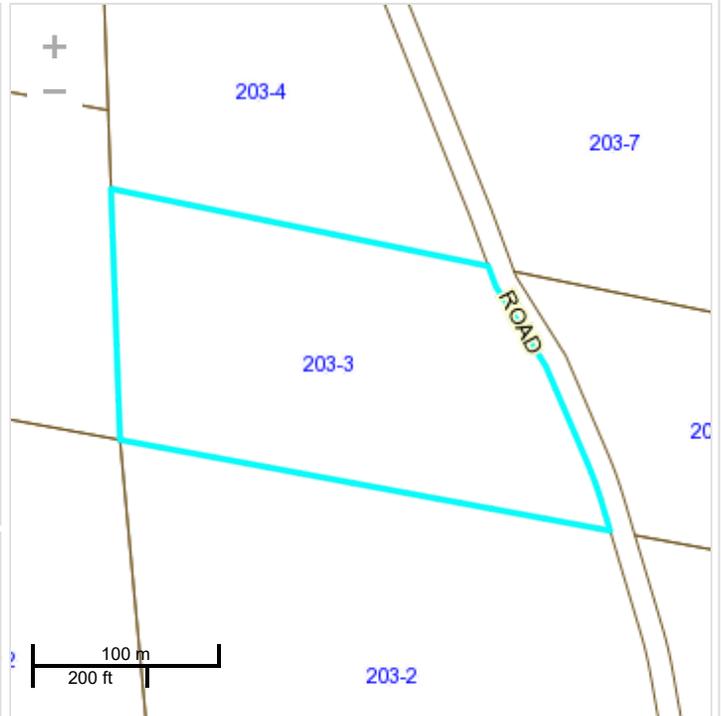
Stories:
 Heat Fuel:
 Heat Type:
 Roof Structure:
 Roof Covering:
 Kitchens:
 Fireplaces:

| Extra Feat. / Yard Items | Area | Assessment |
|--------------------------|------|------------|
| Type | | |
| | | |

| Sub Areas | Area | Assessment |
|-----------|------|------------|
| Type | | |
| | | |



ATTACHMENT C



Owner: NOURSE REALTY LLC
 Co-Owner:
 Mailing Address: 41 RIVER ROAD
 SOUTH DEERFIELD MA 01373

Assessment: Total: 1757
 Building: 0, Land: 1757, Yard: 0

Sales History

| Grantor | Legal Reference | Sale Date | Sale Price |
|------------------|-----------------|------------|------------|
| ZIGMONT MARTHA M | 10075-280 | 1/15/2010 | 85000 |
| ZIGMONT MARTHA M | 9324- 215 | 11/16/2007 | 0 |
| ZIGMONT THOMAS S | 1769- 45 | 4/22/1974 | 1 |



Land Information

Land Area: 2.45 AC / 106723 SQ FT Zoning:
 Land Use: 712 - VEGETABLE
 Neighborhood: AG - AGRICULTURAL

Building Information

Units: 0
 Year Built:
 Style:
 Rooms:
 Bedrooms:
 Baths:
 Half Baths:

Stories:
 Heat Fuel:
 Heat Type:
 Roof Structure:
 Roof Covering:
 Kitchens:
 Fireplaces:

| Extra Feat. / Yard Items | Area | Assessment |
|--------------------------|------|------------|
| Type | | |
| | | |

| Sub Areas | Area | Assessment |
|-----------|------|------------|
| Type | | |
| | | |



Positive Impact Plan

Program Summary

River Valley Growers, Inc. (“RVG”) will partner with Greenfield Community College (“GCC”) to provide job and skills training related to the cannabis industry to past or present residents of Greenfield, an area identified in CCC Guidance documents as one of 29 Areas of Disproportionate Impact (“ADI”).

RVG employs a model that provides 1) career education and experience through paid work and industry readiness programs 2) use of mentors to facilitate the ongoing positive development of disproportionately impacted individuals 3) relationships with local educators to facilitate industry preparedness. Performance measures will be based on the number of courses that integrate the cannabis industry and the number of individuals that complete programs associated with career readiness in the cannabis industry.

Goals

1. Hire **25% of its staff** who are past or present residents of Greenfield and/or other ADI

Programs

In an effort to meet the aforementioned goal, RVG shall implement the following programs and practices:

- Hold **one (1)** jobs training Program with Greenfield Community College per academic year in which RVG and GCC jointly provide knowledge, information, and practical skills about the cannabis industry specifically for past and present residents of Greenfield and other ADI. **Program goal is to attract at least ten (10) students from Greenfield and other ADI each academic year.**
- Post monthly advertisements in the local newspaper, e.g. The Greenfield Gazette, stating that the establishment is specifically looking for past and present residents of Greenfield and other ADI for employment for **three (3) months** following the GCC Program



Measurements

Each year, prior to license renewal, RVG will review the following criteria in an effort to measure the success of its Plan to Positively Affect Areas of Disproportionate Impact:

- Identify the number of individuals participating in its Programs with GCC
- Identify the number of events it has held with GCC through the Program
- Identify the number of training hours provided to participants of the Program and
- Identify the percent of its staff who are past or present residents of Greenfield and other ADI

RVG's partnership with Greenfield Community College will focus on GCC's farm and food systems curriculum, and GCC's plant and soil science curriculum. GCC summarizes its Farm and Food curriculum as follows:

Farm and food systems explores the broad field of sustainable farming and food systems. It provides students with an interdisciplinary understanding of the ecological, economic, political, and social systems as they relate to food and farming. Through additional applied courses and internships, students learn hands-on skills such as food cultivation, preservation, processing, techniques for propagation, and season-extension, and design of annual and perennial production systems. Students engage in community partnerships and participate in bioregional efforts to support food security, local economies, and planning for resiliency. Relevant courses in this area of study include:

AGR 117 Greenhouse Production and

Management AGR 293/294 Internship in

Agriculture

AGR 295/296 Directed Study in

Agriculture BUS 114 Farm and Food

Entrepreneurship

GCC's plant and soil science curriculum aims to provide a background in both subjects with a course specifically dedicated to soil science. RVG's cultivation operations are uniquely

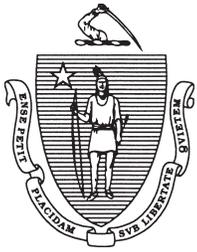


geared to augment GCC's curriculum by providing students direct experience at its cultivation site and collaborating with educators to include cannabis cultivation practices in their curriculum. In this way students will develop skills needed to enter the general agricultural field and the rapidly growing cannabis industry.

RVG will work with GCC educators to add cannabis cultivation components to their existing Farm and Food Systems program, and their Plant and Soil Science program. These components will likely be add-ons to existing classes, and highlight differences between cannabis cultivation and traditional food cultivation.

RVG affirmatively states that it:

- (1) has confirmed that the above-mentioned organizations have (or will) accept donations from RVG;**
- (2) acknowledges and is aware, and will adhere to, the requirements set forth in *935 CMR 500.105(4)*, which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment;
- (3) any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws; and
- (4) the Company will be required to document progress or success of this plan, in its entirety, annually upon renewal of this license.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: February 01, 2021

To Whom It May Concern :

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

RIVER VALLEY GROWERS, INC.

is a domestic corporation organized on **August 20, 2020** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in black ink that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 21020055250

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

Processed by: tad

BY-LAWS
OF
RIVER VALLEY GROWERS, INC.

A MASSACHUSETTS CORPORATION

January 29, 2021

**BY-LAWS
OF
RIVER VALLEY GROWERS, INC.**

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BY-LAWS OF RIVER VALLEY GROWERS, INC.

ARTICLE I

Articles of Organization

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the Corporation and its Directors and stockholders, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated.

ARTICLE II

Fiscal Year

Except as from time to time otherwise determined by the Director(s), the fiscal year of the Corporation shall end each year on December 31st.

ARTICLE III

Stockholders

Section 1. Annual Meetings.

The Corporation shall hold an annual meeting at a time fixed by the Directors. The purposes for which the annual meeting is to be held, in addition to those prescribed by the Articles of Organization, shall be for electing directors and for such other purposes as shall be specified in the notice for the meeting, and only business within such purposes may be conducted at the meeting. In the event an annual meeting is not held at the time fixed in accordance with these By-laws or the time for an annual meeting is not fixed in accordance with these By-laws to be held within 13 months after the last annual meeting was held, the Corporation may designate a special meeting held thereafter as a special meeting in lieu of the annual meeting, and the meeting shall have all of the effect of an annual meeting.

Section 2. Special Meetings.

A special meeting of the stockholders may be called at any time by the president, or by majority of the Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the stockholders shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of one or more stockholders who hold at least one-tenth part in interest of the stock entitled to vote at the meeting. Such call shall state the time, place, and purposes of the meeting.

Section 3. Place of Meetings.

All meetings of the stockholders shall be held at the principal office of the Corporation in Massachusetts, unless a different place is specified within the notice of meeting or the meeting is held solely by means of remote communication in accordance with Section 10 of this Article III. Any adjourned session of any meeting of the stockholders shall be held at such place unless a different place is specified in the vote of adjournment.

Section 4. Notice of Meetings.

A written notice of the place, date and hour of all meetings of stockholders stating the purposes of the meeting shall be given at least seventy two (72) hours before the meeting to each stockholder entitled to vote thereat and to each stockholder who is otherwise entitled by law or by the Articles of Organization to such notice. Such notice shall conform to the requirements of Section 11 of this Article III, and shall be given by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer or by a person designated either by the Secretary, by the person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given to a stockholder under any provision of law, of the Articles of Organization, or of these By-Laws, a written waiver thereof, executed before or after the meeting by such stockholder or its attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 5. Quorum.

At any meeting of the stockholders, a majority of the votes entitled to be cast on the matter by a voting group constitutes a quorum of that voting group for action on that matter, except for the following:

- i. if two or more classes or series of stock are outstanding and, in accordance with these By-Laws or the Articles of Organization, any such class or series has been delegated the power to vote separately on any matter, then in the case of each such class or series a quorum for such matter shall consist of a majority in interest of all stock of such class or series issued and outstanding; and
- ii. if a larger quorum is required by law, by the Articles of Organization or by these By-Laws.

Stock owned directly or indirectly by the Corporation, if any, shall not be deemed outstanding for this purpose. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice, providing that a quorum is present at said adjourned time.

Section 6. Action by Vote.

When a quorum is present at any meeting, a majority of the vote properly cast upon any question shall decide the question, except when a larger vote is required by law, by the Articles of Organization or by these By-Laws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

Section 7. Voting.

Stockholders entitled to vote shall have one vote for each share of stock entitled to vote held by them or recorded according to the records of the Corporation and a proportionate vote for a fractional share, unless otherwise provided by the Articles of Organization. The Corporation shall not, directly or indirectly, vote any share of its own stock.

Section 8. Action by Consent.

Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Proxies.

Stockholders entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the Secretary or the person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the Corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

Section 10. Meetings by Remote Communications

Any annual or special meeting of the stockholders need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communications: (a) participate in a meeting of stockholders; and (b) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholders or proxyholder; (2) the Corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any stockholders or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 11. Form of Notice

All notices hereunder shall conform to the following requirements:

- i. Notice shall be in writing unless oral notice is reasonable under the circumstances. Notice by electronic transmission is written notice.
- ii. Written notice by electronic transmission, if in comprehensible form, is effective: (1) if by facsimile telecommunication, when directed to a number furnished by the stockholders for the purpose; (2) if by electronic mail, when directed to an electronic mail address furnished by the stockholders for the purpose; and (3) if by any other form of electronic transmission, when directed to the stockholders in such manner as the stockholders shall have specified to the Corporation. An affidavit of the Secretary or an Assistant Secretary of the Corporation, the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.
- iii. written notice, other than notice by electronic transmission, if in a comprehensible form, is effective at the earliest of the following: (1) when received; (2) five days after its deposit in the United States mail, if mailed postpaid and correctly addressed; (3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested; or if sent by messenger or delivery service, on the date shown on the return receipt signed by or on behalf of the addressee; or (4) on the date of publication if notice by publication is permitted.

ARTICLE IV
Directors

Section 1. Powers.

The business of the Corporation shall be managed by a Board of Directors (the "Board") which shall have and may exercise all the powers of the Corporation except as otherwise reserved to the stockholders by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. Enumeration, Election and Term of Office.

The Board shall consist of at least one (1) Director, unless otherwise provided in the Articles of Organization. Directors shall be chosen at an annual meeting of the stockholders by such stockholders as have the right to vote thereon, and each Director shall hold office until his successor is chosen and qualified at an annual meeting of the stockholders by such stockholders as have the right to vote thereon, or until he sooner dies, resigns, is removed or becomes disqualified. No Director need be a stockholder.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places within or without the Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is absent when such times and places are fixed shall be given notice of the fixing of such times and places. The first meeting of the Board of Directors following the annual meeting of the stockholders may be held without notice immediately after and at the same place as the annual meeting of the stockholders or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

Section 4. Special Meetings.

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or the Treasurer or by two or more Directors, reasonable notice thereof being given to each director by the Secretary or an Assistant Secretary, or, if there be none by the officer or one of the Directors calling the meeting.

Section 5. Notice of Meetings.

A written notice of the place, date and hour of all meetings of Directors stating the purposes of the meeting shall be given at least seventy two (72) hours before the meeting to each Director. Such notice shall conform to the requirements of Section 11 of Article III. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

Section 6. Quorum.

At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of two thirds of the Directors then in office. Whether or not a quorum is

present any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors then in office (including directors not present at the meeting) shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

Section 7. Action by Consent.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all of the Directors then in office consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote of the Directors at a meeting.

Section 8. Committees.

The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-Laws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

ARTICLE V
Officers

Section 1. Enumeration; Qualification.

The officers of the Corporation shall be a President, Treasurer, a Secretary, and such other officers, if any, as the incorporators at the initial meeting, or the Directors from time to time, may in their discretion elect or appoint. The Corporation may also have such agents, if any, as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion appoint. Any officer may be, but none need be a Director or stockholder. The Secretary shall be a resident of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the Corporation in such amounts and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation.

Section 2. Powers.

Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Directors may from time to time designate.

Section 3. Election.

The officers of the Corporation shall be elected by the Board of Directors at their annual meeting of the stockholders, or, in the event of an officer vacancy, a replacement may be elected by the Board of Directors at a Special Meeting.

Section 4. Tenure.

Except as otherwise provided by law or by the Articles of Organization or by these By-Laws, each officers of the Corporation shall hold office until his respective successors are chosen and qualified at an annual meeting of the Directors unless a different period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain its authority at the pleasure of the Directors.

Section 5. President and Vice-Presidents.

The President shall be the chief executive officer of the Corporation and shall, subject to the direction of the Board of Directors, have general supervision and control over the day to day operation of the business. Unless otherwise provided by the Board of Directors, he shall preside, when present, at all meetings of stockholders and of the Board of Directors.

Any Vice-President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 6. Treasurer and Assistant Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the Corporation, except as the Board of Directors may otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

Section 7. Secretary and Assistant Secretaries.

The Secretary shall keep a record of the meetings of stockholders and directors. In the absence of the Secretary from any meeting of stockholders or directors, an Assistant Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VI
Resignations, Removals and Vacancies

Section 1. Resignations.

Any Director or officer may resign at any time by delivering his resignation in writing to the President or the Secretary or to a meeting of the Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof.

Section 2. Removals.

Directors may be removed for cause by an affirmative vote of a majority of the disinterested Directors or stockholders representing a majority of all outstanding stock of the Corporation of any class or series. Directors may be removed without cause by an affirmative vote of stockholders representing a majority of all outstanding stock of the Corporation of any class or series.

Officers may be removed with or without cause by a vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer, such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposed to remove him.

The Directors may by majority vote terminate or modify the authority of any agent or employee.

Except as the Directors may otherwise determine, no Director or officer who resigns or is removed shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal whether his compensation be by the month or by the year or otherwise, provided, however, that the foregoing provisions shall not prevent such Director or officer from obtaining damages for breach of any contract of employment legally binding upon the Corporation.

Section 3. Vacancies.

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by the stockholders at a meeting called for the purpose; provided, however, that any vacancy resulting from the resignation or removal of a Director required to be elected by a particular class of stockholders, may only be filled by a vote of the stockholders of such class.

If the office of any officer becomes vacant, the Directors may elect or appoint a successor by majority vote.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VII
Indemnification of Directors and Others

Section 1. Indemnification.

Except as otherwise provided in this Section, the Corporation shall indemnify to the fullest extent permitted by law any person serving or who has served as a Director or officer of the Corporation, against liability incurred in a Proceeding to which such person is a party on account of serving as a Director or officer of the Corporation subject to the following conditions:

- i. he or she conducted himself or herself in good faith; and
- ii. he or she reasonably believed that his or her conduct was in the best interests of the Corporation or that his or her conduct was at least not opposed to the best interests of the Corporation; and
- iii. in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by such Director or officer, pursuant to a consent decree or otherwise, no indemnification either for

said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification:

- i. by a disinterested majority of the Directors then in office; or
- ii. by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or officer.

For purposes of this Article VII, a "Proceeding" shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative and whether formal or informal.

Section 2. Advance of Expenses.

Expenses including counsel fees, reasonably incurred by any such Director or officer in connection with the defense or disposition of any such Proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section.

Section 3. Insurance.

The Corporation shall purchase and maintain insurance on behalf of an individual who is a Director or officer of the Corporation, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director or officer, whether or not the Corporation would have power to indemnify or advance expenses to him or her against the same liability under this Article.

Section 4. Application of this Article.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director or officer may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in this Article, the terms "Director" and "officer" include their respective heirs, executors and administrators.

ARTICLE VIII
Stock

Section 1. Stock Authorized.

The total number of shares and the par value, if any, of each class of stock which the Corporation is authorized to issue, and if more than one class is authorized, a description of each class with the preferences, voting powers, qualifications and special and relative rights and privileges as to each class and any series thereof, shall be as stated in the Articles of Organization.

Section 2. Issue of Authorized Unissued Capital Stock.

Any unissued stock from time to time authorized under the Articles of Organization may be issued by an affirmative vote of a majority of the Board. No such stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the Corporation, or is in its possession as surplus. Attached hereto as Exhibit A is a capitalization table identifying the current

stockholders and all issued and outstanding stock of the Corporation. This capitalization table shall be updated upon any authorized issue of new stock or redemption or transfer of outstanding stock.

Section 3. Uncertificated Shares. The Board of Directors may authorize the issue of some or all of the shares of any or all of the Corporation's classes or series without certificates. The authorization shall not affect shares already represented by certificates until they are surrendered to the Corporation. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the stockholder a written statement of the information required by MGL 156D.

Section 4. Lost, Mutilated, or Destroyed Certificates.

Except as otherwise provided by law, the Board of Directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed. It may, in its discretion, require the owner of a lost, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the Corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost, mutilated or destroyed stock certificate.

Section 5. Transfer Agent and Registrar.

The Board of Directors may appoint a transfer agent or a registrar or both for its capital stock or any class or series thereof and require all certificates for such stock to bear the signature or facsimile thereof of any such transfer agent or registrar.

Section 6. Setting Record Date and Closing Transfer Records.

The Board of Directors may fix in advance a time not more than sixty (60) days before (i) the date of any meeting of the stockholders or (ii) the date for the payment of any dividend or the making of any distribution to stockholders or (iii) the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice and to vote at such meeting, or the right to receive such dividend or distribution, or the right to give such consent or dissent. If a record date is set, only stockholders of record on the date shall have such right notwithstanding any transfer of stock on the records of the Corporation after the record date. Without fixing such record date, the Board of Directors may close the transfer records of the Corporation for all or any part of such sixty day period.

If no record date is fixed and the transfer books are not closed, then the record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, and the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

ARTICLE IX
Restrictions on Transfer

No stockholder of the Corporation shall voluntarily sell, assign, pledge or otherwise transfer any of the shares of stock of the Corporation or any right or interest therein (collectively, "transfer"), except as specifically permitted in these By-Laws, and upon registration under the Securities Act of 1933 as well as any applicable state securities laws, or pursuant to a valid

exemption from such registrations. Any sale or transfer, or purported sale or transfer, of securities of the Corporation, shall be null and void unless such requirements are strictly observed and followed.

Section 1. Approved Transferee

No stockholder shall transfer any shares of stock of the Corporation to any transferee other than another stockholder of the Corporation or a third party approved by the Board. Board approval may be withheld for any reasonable purpose, including but not limited to, the following:

- i. The transfer is in violation of any applicable federal or state securities laws;
- ii. The transfer is in violation of, require registration under, make any exemption otherwise available under unavailable under, subject the Corporation to, and/or increase the burdens of the Corporation under the Investment Company Act of 1940 or the Investment Advisors Act of 1940;
- iii. The transfer does not comply with all requirements of applicable laws (including, without limitation, any notice and consent requirements of the Massachusetts Cannabis Control Commission); or
- iv. The transfer is in violation of, or create a breach or default under any agreement between the Corporation and any lender, creditor, or other party.

Section 2. Right of First Refusal

- i. If any stockholder (the “Selling Stockholder”) proposes to transfer any shares of stock of the Corporation (the “Offered Shares”), then the Selling Stockholder shall provide written notice of the proposed transfer (a “Transfer Notice”) to the Corporation. The Transfer Notice shall name the proposed transferee and state the number of Offered Shares, the price per share and all other material terms and conditions of the transfer.
- ii. For fifteen (15) days following the date of the Transfer Notice (the “First Option Period”), each holder of stock of the same class as the Offered Shares (the “Eligible Stockholders”) shall have the option to elect to purchase all or a portion of the Offered Shares at the price and upon the terms set forth in the Transfer Notice. Such option shall be exercised by providing a written notice to the Corporation and the Selling Stockholder prior to the expiration of the First Option Period. Such written notice shall state how many shares of the Offered Shares he or she will purchase.
- iii. In the event that the Eligible Stockholders oversubscribe to the Offered Shares, each Eligible Stockholder’s subscription shall be reduced in accordance with their respective ownership of the stock of the same class as the Offered shares on the date of the Transfer Notice.
- iv. In the event that the aggregate number of Offered Shares that the Eligible Stockholders elect to acquire is less than the available number of Offered Shares, then, for fifteen (15) days following the expiration of the First Option Period (the “Second Option Period”), the stockholders other than the Eligible Stockholders (the “Remaining Stockholders”) shall have the option to purchase, at the price and upon the terms set forth in the Transfer Notice, such Offered Shares that the Eligible Stockholders did not elect to acquire in the First Option Period (the “Remaining

Offered Shares”). Each Remaining Stockholder may exercise their option to purchase the Remaining Offered Shares by providing written notice to the Corporation and the Selling Stockholder prior to the expiration of the Second Option Period. Such written notice shall state how many shares of the Remaining Offered Shares he or she will purchase. If a Remaining Stockholder fails to deliver such notice within the Second Option Period, such Remaining Stockholder’s option to acquire the Remaining Offered Shares shall terminate.

- v. In the event that the Remaining Stockholders oversubscribe to the Remaining Offered Shares, each Remaining Stockholder’s subscription shall be reduced in accordance with their respective ownership of stock of the Corporation on the date of the Transfer Notice.
- vi. In the event that the aggregate number of Offered Shares that the Eligible Stockholders and the Remaining Stockholders elect to purchase is less than the available number of Offered Shares, then, for fifteen (15) days following the expiration of the Second Option Period (the “Third Option Period”), the Corporation shall have the option to elect to purchase, at the price and upon the terms set forth in the Transfer Notice, all or any lesser part of the Offered Shares not otherwise purchased by the Eligible Stockholders and the Remaining Stockholders. The Corporation may exercise its option to purchase such Offered Shares by providing written notice to the Selling Stockholder prior to the expiration of the Third Option Period. Such written notice shall state how many shares of the Offered Shares the Corporation will purchase. If the Corporation fails to deliver such notice within the Third Option Period, the Corporation’s option to acquire the Offered Shares shall terminate.
- vii. In the event that the Eligible Stockholders, Remaining Stockholders, and/or the Corporation, in the aggregate, elect to acquire all, but not less than all, of the Offered Shares, the Corporation shall so notify the Selling Stockholder and settlement shall be made at the principal office of the Corporation in cash within seventy-five (75) days after the date of the Transfer Notice; *provided that* if the terms of payment set forth in the Transfer Notice were other than cash against delivery of such consideration, the Eligible Stockholders, Remaining Stockholders, and/or the Corporation shall pay for the Offered Shares on the same terms and conditions set forth in the Transfer Notice.
- viii. In the event that the Eligible Stockholders, Remaining Stockholders, and/or the Corporation do not elect to acquire all of the Offered Shares, the exercise of the options shall not be valid and the Selling Stockholder shall not be obligated to sell the Offered Shares to Eligible Stockholders, Remaining Stockholders, and/or the Corporation, as the case may be and the Selling Stockholder may, within seventy-five (75) days after the date of the Transfer Notice, transfer the Offered Shares to the proposed transferee or any other purchaser (subject to Article X), *provided that* this sale shall not be on terms and conditions more favorable to the purchaser than those contained in the Transfer Notice. Notwithstanding any of the above, all Offered Shares transferred pursuant to this Section shall be subject to the provisions of this Section in the same manner and to the same extent as before the transfer.

Section 3. Notice of Restrictions

The following legend shall be noted conspicuously on the front or back of certificates representing certificated shares of stock of the Corporation and shall be contained in the information statement required by Section 6.26(b) of the Massachusetts Business Corporation Act, as amended from time to time, for uncertificated shares of stock of the Corporation:

The shares represented by this certificate or described in this information statement are subject to certain restrictions on transfer, including but not limited to, a right of first refusal in favor of the Corporation and its other stockholders, as provided in the Articles of Organization and/or Bylaws of the Corporation, a copy of which can be obtained from the secretary of the Corporation.

Section 4. Execution of By-Laws

A transfer of shares of stock of this Corporation to any transferee other than an existing stockholder shall not be valid until such date that the transferee executes these Bylaws, as amended as on such date.

ARTICLE X
Drag Along Rights

In the event that a third party makes a bona fide offer to purchase substantially all of the Corporation's outstanding stock, the Secretary shall provide a written notice to all stockholders specifying the name of the purchaser, the consideration payable per share and a summary of the material terms of such proposed purchase. If stockholders owning at least seventy five percent (75%) of the outstanding shares accept such offer (the "Initial Sellers"), they may send a written notice to the other stockholders (the "Drag-Along Sellers") informing them that the deal has been accepted (the "Drag-Along Notice"). Upon receipt of a Drag-Along Notice, each Drag-Along Seller shall be obligated to (i) sell all of its shares, free of any encumbrance, in the transaction contemplated by the Drag-Along Notice on the same terms and conditions as the Initial Sellers (including payment of its Pro Rata Share of all costs associated with such transaction), and (ii) otherwise take all necessary action to cause the consummation of such transaction, including voting its shares in favor of such transaction and not exercising any appraisal rights in connection therewith. Each Drag-Along Seller further agrees to take all actions (including executing documents) in connection with consummation of the proposed transaction as may reasonably be requested of it by the Initial Sellers.

ARTICLE XI
Transfer By Operation Of Law

In the event that any shares of stock of the Corporation are involuntarily transferred by operation of law, such shares (the "Redeemable Shares") shall be redeemable by the Corporation at any time for their fair market value as determined by a reputable and certified commercial business appraiser selected by the Corporation (the "Appraiser"). The Appraiser shall determine the fair market value of the Redeemable Shares without giving any consideration, premium or discount to the fact that the Redeemable Shares may consist of more or less than a majority of the outstanding stock of the Corporation. The cost of the appraisal shall be borne by the Corporation. If the owner of the Redeemable Shares is not satisfied with the Appraiser's valuation, such owner may hire their

own appraiser and the average of the two appraisals will be conclusively used to determine the value of the Redeemable Shares.

ARTICLE XII **Miscellaneous Provisions**

Section 1. Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities.

Except as the Directors may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the Corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, limited liability company, or of any association, trust or firm, of which any securities are held by this Corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without power of substitution, at any meeting thereof.

Section 3. Corporate Seal.

The seal of the Corporation shall be in such form as the Board of Directors may from time to time determine.

Section 4. Corporate Records.

The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the Corporation, or at an office of its transfer agent or of its Secretary or of its Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any stockholder for any proper purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereto or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the Corporation.

Section 5. Evidence of Authority.

A certificate by the Secretary or Assistant Secretary as to any matter relative to the Articles of Organization, By-Laws, records, Board of Directors, or any committee of the Board of Directors, or stock and transfer records or as to any action taken by any person or persons as an officer or agent of the Corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

ARTICLE XIII **Amendments**

These By-Laws may be amended or repealed in whole or in part by an affirmative vote of stockholders representing at least seventy five percent (75%) of all stock issued and outstanding and entitled to vote, provided that notice of the substance of the proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Directors by unanimous

vote may make, amend or repeal the By-Laws, in whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the By-Laws requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the By-Laws. No change in the date fixed in these By-Laws for the annual meeting of stockholders may be made within sixty (60) days before the date fixed in these By-Laws, and in case of any change in such date, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty days before the new date fixed for such meeting.

The balance of this page is intentionally blank; the signature page follows.

**SIGNATURE PAGE TO BY-LAWS
OF
RIVER VALLEY GROWERS, INC.**

IN WITNESS WHEREOF, the parties hereto have duly executed these By-Laws as of
__01/29/21_____.

Grow Control, LLC

a Massachusetts limited liability company

By: JGMA, LLC, its Manager

By: _____

Name: Jared Garfield

Title: Manager

EXHIBIT A
CAPITALIZATION TABLE
OF
RIVER VALLEY GROWERS, INC.

| Stockholder Name | Stockholder Address | Common Shares | Total Equity |
|-------------------------|--|----------------------|---------------------|
| Grow Control, LLC | 6 UPPER FARMS PATH HATFIELD, MA 01035 | 10,000 | 100.00% |
| TOTAL | | 10,000 | 100.00% |



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



RIVER VALLEY GROWERS INC
6 UPPER FARMS RD
HATFIELD MA 01038-9782

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 9:00 a.m. to 4:00 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

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

Articles of Organization

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

Identification Number: 001454589

ARTICLE I

The exact name of the corporation is:

RIVER VALLEY GROWERS, INC.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

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

| Class of Stock | Par Value Per Share Enter 0 if no Par | Total Authorized by Articles of Organization or Amendments | | Total Issued and Outstanding Num of Shares |
|----------------|--|---|------------------------|--|
| | | <i>Num of Shares</i> | <i>Total Par Value</i> | |
| CNP | \$0.00000 | 275,000 | \$0.00 | 0 |

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

NONE

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

ARTICLE V: RESTRICTIONS ON THE TRANSFER OF STOCK SECTION 1. VOLUNTARY TRANSFER. (A) ANY STOCKHOLDER WHO DESIRES TO TRANSFER ALL OR ANY PART OF THE STOCK OWNED BY HIM/HER WITHOUT CONSIDERATION, SHALL NOTIFY THE CORPORATION IN WRITING, NAMING THE PROPOSED TRANSFEREE AND AN ARBITRATOR. THE CORPORATIO

N MAY WITHIN THIRTY (30) DAYS THEREAFTER GIVE WRITTEN NOTICE TO THE STOCKHOLDER NAMING A SECOND ARBITRATOR. THE TWO ARBITRATORS SO NAMED SHALL WITHIN TEN (10) DAYS NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN BY MAJORITY VOTE WITHIN AN ADDITIONAL THIRTY (30) DAYS THE FAIR MARKET VALUE OF THE STOCK. AFTER THE REPORT OF THE ARBITRATORS AS TO SUCH VALUE, THE BOARD OF DIRECTORS SHALL HAVE AN ADDITIONAL THIRTY (30) DAYS WITHIN WHICH TO PURCHASE SUCH STOCK OR TO DESIGNATE A PERSON OR PERSONS TO PURCHASE THE SAME OR ANY SPECIFIED PART THEREOF AT SUCH VALUE. IN THE EVENT THE CORPORATION DOES NOT EXERCISE ITS RIGHT TO PURCHASE WITHIN SAID THIRTY (30) DAYS, WRITTEN NOTICE OF SUCH DETERMINATION SHALL BE GIVEN TO THE STOCKHOLDER AND THEREAFTER THE STOCKHOLDER MAY DISPOSE OF THE SAME IN THE MANNER SET OUT IN HIS WRITTEN NOTICE WITHIN THIRTY (30) DAYS AFTER THE EXPIRATION OF THE LAST THIRTY (30) DAY PERIOD. IF THE STOCKHOLDER DOES NOT SO DISPOSE OF SUCH STOCK, ALL OF THE RESTRICTIONS IMPOSED HEREIN SHALL APPLY TO ALL OF THE STOCK OWNED BY HIM/HER.

(B) ANY STOCKHOLDER, INCLUDING THE HEIRS, ASSIGNS, EXECUTORS OR ADMINISTRATORS OF A DECEASED STOCKHOLDER, DESIRING TO SELL OR TRANSFER SUCH STOCK OWNED BY HIM/HER OR THEM, SHALL FIRST OFFER IT TO THE CORPORATION THROUGH THE BOARD OF DIRECTORS, IN THE MANNER FOLLOWING: HE/SHE SHALL NOTIFY THE DIRECTORS OF HIS DESIRE TO SELL OR TRANSFER BY NOTICE IN WRITING, WHICH NOTICE SHALL CONTAIN THE PRICE AT WHICH HE/SHE IS WILLING TO SELL OR TRANSFER AND THE NAME OF ONE ARBITRATOR. THE DIRECTORS SHALL WITHIN THIRTY (30) DAYS THEREAFTER EITHER ACCEPT THE OFFER, OR BY NOTICE TO HIM/HER IN WRITING NAME A SECOND ARBITRATOR, AND THESE TWO SHALL NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN THE VALUE OF THE STOCK, AND IF ANY ARBITRATOR SHALL NEGLECT OR REFUSE TO APPEAR AT ANY MEETING APPOINTED BY THE ARBITRATORS, A MAJORITY MAY ACT IN THE ABSENCE OF SUCH ARBITRATOR. AFTER THE ACCEPTANCE OF THE OFFER, OR THE REPORT OF THE ARBITRATORS AS TO THE VALUE OF THE STOCK, THE DIRECTORS SHALL HAVE THIRTY (30) DAYS WITHIN WHICH TO PURCHASE THE SAME AT SUCH VALUATION, BUT IF AT THE EXPIRATION OF THIRTY (30) DAYS, THE CORPORATION SHALL NOT HAVE EXERCISED THE RIGHT SO TO PURCHASE, THE OWNER OF THE STOCK SHALL BE AT LIBERTY TO DISPOSE OF THE SAME IN ANY MANNER HE/SHE MAY SEE FIT. NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THESE PROVISIONS HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY PARTICULAR INSTANCE WAIVE THE REQUIREMENT.

SECTION 2. INVOLUNTARY TRANSFER ANY PERSON ACQUIRING ANY SHARES OF STOCK BY THE INSOLVENCY OR BANKRUPTCY OF ANY STOCKHOLDER, BY THE FORECLOSURE OF ANY PLEDGE OR HYPOTHECATION, OR BY ANY OTHER INVOLUNTARY TRANSFER OR ASSIGNMENT, OR BY DEATH, OR OTHERWISE BY PROCESS OF LAW, BEFORE BEING ENTITLED TO EXERCISE ANY RIGHTS AS A HOLDER OF SUCH STOCK OF THE CORPORATION, SHALL OFFER IN WRITING ALL OF SUCH ACQUIRED SHARES TO THE CORPORATION FOR PURCHASE BY IT AND DELIVER TO THE CORPORATION TOGETHER WITH SUCH OFFER, (1) THE CERTIFICATE OR CERTIFICATES REPRESENTING ALL OF SUCH SHARES OR STOCK (2) PROPER PROOF OR AUTHENTICATION OF SUCH PERSON'S RIGHT TO ACQUIRE SUCH SHARES AND TO TRANSFER THE SAME, AND (3) A STOCK POWER OR POWERS DULY EXECUTED IN BLANK BY SUCH PERSON. SUCH OFFER SHALL BE MADE WITHIN THIRTY (30) DAYS OF SUCH INVOLUNTARY TRANSFER AND SHALL NAME ONE ARBITRATOR. THE CORPORATION MAY WITHIN THIRTY (30) DAYS THEREAFTER GIVE WRITTEN NOTICE TO THE STOCKHOLDER NAMING A SECOND ARBITRATOR. THE TWO ARBITRATORS SO NAMED SHALL WITHIN TEN (10) DAYS NAME A THIRD. IT SHALL THEN BE THE DUTY OF THE ARBITRATORS TO ASCERTAIN BY MAJORITY VOTE WITHIN AN ADDITIONAL THIRTY (30) DAYS THE FAIR MARKET VALUE OF THE STOCK. AFTER THE REPORT OF THE ARBITRATORS AS TO SUCH VALUE, THE BOARD OF DIRECTORS SHALL HAVE AN ADDITIONAL THIRTY (30) DAYS WITHIN WHICH TO PURCHASE SUCH STOCK OR TO DESIGNATE IN WRITING A PERSON OR PERSONS TO PURCHASE THE SAME OR ANY SPECIFIED PART THEREOF AT SUCH VALUE. IN THE EVENT THAT THE CORPORATION DOES NOT ELECT TO EXERC

USE ITS OPTION HEREUNDER, THE SHARES OF STOCK SO ACQUIRED SHALL BE TRANSFERRED ON THE BOOKS OF THE CORPORATION INTO THE NAME OF THE PERSON ACQUIRING THE SAME AND SUCH STOCK SHALL THEREAFTER BE SUBJECT TO ALL THE RESTRICTIONS IMPOSED BY THIS ARTICLE. SECTION 3. MISCELLANEOUS. NO SHARES OF STOCK SHALL BE SOLD OR TRANSFERRED ON THE BOOKS OF THE CORPORATION UNTIL THE PROVISIONS CONTAINED HEREIN HAVE BEEN COMPLIED WITH, BUT THE BOARD OF DIRECTORS MAY IN ANY PARTICULAR INSTANCE WAIVE THESE REQUIREMENTS. A PLEDGE OR HYPOTHECATION SHALL NOT BE SUBJECT TO THIS RESTRICTION, AND PRIOR TO FORECLOSURE NO TRANSFER OF THE SHARES PLEDGED OR HYPOTHECATED SHALL BE MADE BY THE CORPORATION ON ITS BOOKS (EXCEPT TO ANY EXTENT REQUIRED BY LAW). IF THE PLEDGE OR HYPOTHECATION SHALL BE FORECLOSED, ANY SUCH TRANSFER SHALL BE SUBJECT TO THIS RESTRICTION. THE FOLLOWING STATEMENT SHALL BE LEGIBLY STAMPED OR ENDORSED UPON EACH CERTIFICATE OF STOCK OF THE CORPORATION NOW OWNED OR HEREAFTER ACQUIRED: THIS CERTIFICATE IS SUBJECT TO AND TRANSFERABLE ON THE BOOKS OF THE CORPORATION ONLY UPON COMPLIANCE WITH THE PROVISIONS OF THE STOCK RESTRICTION PROVISIONS APPLICABLE THERETO, A COPY OF WHICH WILL BE SUPPLIED TO THE HOLDER OF THIS CERTIFICATE WITHOUT CHARGE UPON WRITTEN REQUEST TO THE CLERK OF THE CORPORATION. EACH STOCKHOLDER SHALL SURRENDER TO THE CORPORATION ALL OF THE CERTIFICATES OF STOCK IN THE CORPORATION NOW OWNED OR HEREAFTER ACQUIRED BY HIM/HER AND THE CORPORATION SHALL INSCRIBE THEREON THE LEGEND SET FORTH IN THE PRECEDING SENTENCE AND RETURN SAID CERTIFICATES TO THE STOCKHOLDER.

ARTICLE VI

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

(A) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISIONS THEREOF WHICH BY LAW THE BY-LAWS REQUIRE ACTION BY THE STOCKHOLDER. (B) MEETINGS OF THE STOCKHOLDERS MAY BE HELD ANYWHERE IN THE UNITED STATES. (C) THE CORPORATION MAY BE A PARTNER IN ANY BUSINESS ENTERPRISE IT WOULD HAVE THE POWER TO CONDUCT ITSELF.

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

ARTICLE VII

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

Later Effective Date: Time:

ARTICLE VIII

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

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: CHRISTIAN SMAROWSKI

No. and Street: 6 UPPER FARMS PATH

City or Town: HATFIELD

State: MA

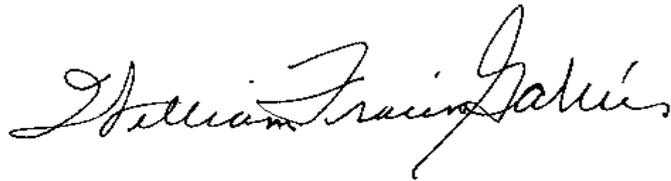
Zip: 01035

Country: USA

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:

August 20, 2020 01:42 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



The Commonwealth of Massachusetts
William Francis Galvin

No Fee

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

Statement of Change of Supplemental Information

(General Laws, Chapter 156D, Section 2.02 AND Section 8.45; 950 CMR 113.17)

1. Exact name of the corporation: RIVER VALLEY GROWERS, INC.

2. Current registered office address:

Name: CHRISTIAN SMAROWSKI
 No. and Street: 6 UPPER FARMS PATH
 City or Town: HATFIELD State: MA Zip: 01035 Country: USA

3. The following supplemental information has changed:

Names and street addresses of the directors, president, treasurer, secretary

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code |
|-----------|--|---|
| PRESIDENT | JARED GARFIELD | 364 AUSTIN STREET NEWTON, MA 02465 USA |
| TREASURER | JARED GARFIELD | 364 AUSTIN STREET NEWTON, MA 02465 USA |
| SECRETARY | CHRISTIAN SMAROWSKI | 6 UPPER FARMS PATH HATFIELD, MA 01035 USA |
| DIRECTOR | CHRISTIAN SMAROWSKI | 6 UPPER FARMS PATH HATFIELD, MA 01035 USA |
| DIRECTOR | JARED GARFIELD | 364 AUSTIN STREET NEWTON, MA 02465 USA |
| DIRECTOR | JARED GARFIELD | 364 AUSTIN STREET NEWTON, MA 02465 USA |

Fiscal year end:
 December

Type of business in which the corporation intends to engage:

APPLYING FOR LICENSE WITH CCC

Principal office address:

No. and Street: 6 UPPER FARMS PATH
 City or Town: HATFIELD State: MA Zip: 01035 Country: USA

g. Street address where the records of the corporation required to be kept in the Commonwealth are located (post office boxes are not acceptable):

No. and Street: 6 UPPER FARMS PATH

City or Town:

HATFIELD

State: MA

Zip: 01035

Country: USA

which is

its principal office

an office of its transfer agent

an office of its secretary/assistant secretary

its registered office

**Signed by JARED GARFIELD , its PRESIDENT
on this 1 Day of February, 2021**

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All Rights Reserved

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:

February 01, 2021 11:06 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



PLAN TO OBTAIN LIABILITY INSURANCE

River Valley Growers, Inc. (“RVG” or “the Company”) will work with an insurance broker licensed in the Commonwealth of Massachusetts to obtain insurance that meets or exceeds the requirements set forth in 935 CMR 500.105 (10).

Pursuant to 935 CMR 500.105(10) RVG shall obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, or such amount as otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

Pursuant to 935 CMR 500.105(10)(b) if RVG is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a), RVG will place in escrow a sum of no less than Two Hundred and Fifty Thousand and 00/100 (\$250,000.00) or such other amount approved by the Commission, to be expended for coverage of liabilities. If RVG is unable to obtain minimum liability insurance coverage as required by 935 CMR 500.105(10)(a) RVG will properly document such inability through written records that will be retained in accordance with the Company’s Record Retention Policy. If the Liability Insurance Escrow Account is used to cover such liabilities, it will be replenished within ten (10) business days of such expenditure.

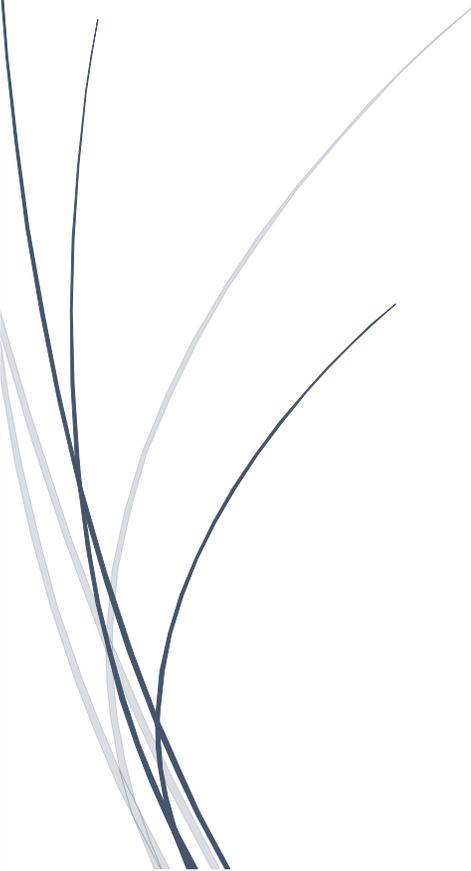
RVG will submit reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission pursuant to 935 CMR 500.000.



2/1/2021

Business Plan

River Valley Growers, Inc.



Jared Garfield, President & CEO
RIVER VALLEY GROWERS, INC.

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1. Executive Summary

1.1 Location and Operations

River Valley Growers, Inc. (“RVG”) intends to cultivate its own cannabis plants in Hatfield, MA. RVG has leased a plot of land with approximately 6+ acres of farmable rich soil to facilitate the outdoor cultivation of cannabis. The cultivation farm is located at Bashin Road Lot 12 Map 202 in Hatfield, MA. The principle corporate address is 6 Upper Farms Path, Hatfield, MA 01038.

RVG has received full support from the Hatfield community and has entered into a Host Community Agreement (“HCA”) with the town to allow the company to operate. RVG has applied for and intends to operate a Tier 11 adult use outdoor grow license. Cultivation will occur in a combination of full term outdoor and simple enclosures, all of which will be conducted under the regulations governing Outdoor Cultivation. All 100,000 square feet of canopy will be dedicated to growing sun-grown organic cannabis without the aid of supplemental horticultural lighting. The use of enclosures will be adjusted as needed based on market conditions and supply needs. RVG intends to commence outdoor cultivation operations in Q2, 2021 if awarded its Outdoor Adult Use Cultivation license.

1.2 Financial Projections and Profitability

| | Year 1 | Year 2 | Year 3 | Year 4 |
|--------------------------|--------------------|--------------------|---------------------|---------------------|
| Investment | \$1,600,000 | | | |
| Capitalization | \$1,200,00 | | | |
| Operating Revenue | \$900,000 | \$6,300,000 | \$11,500,000 | \$12,250,000 |
| Expenses | \$1,200,000 | \$3,450,000 | \$4,100,000 | \$4,550,000 |
| Corporate | \$200,000 | \$450,000 | \$500,000 | \$550,000 |
| Production | \$1,000,000 | \$3,000,000 | \$3,600,000 | \$4,000,000 |
| EBITDA | | \$2,850,000 | \$7,400,000 | \$7,700,000 |

1.3 Market Overview

RVG has identified a significant unmet need in the Massachusetts cannabis market as it relates to supply. The core strategy of RVG is to focus on growing high yield cannabis plants, which once harvested, can be offered at an acceptable price to the marketplace. This is made possible due to the economies of scale and optimization RVG will create as part of the full outdoor cultivation operation. The current trends in Massachusetts are for craft, higher priced cannabis and brands being produced in expensive indoor operations. RVG intends to maximize its influence in the marketplace by capitalizing on the unmet need for outdoor, extract-grade production, left open by existing operations. Consumers demand consistent quality product – not necessarily premium quality – and appreciate paying less for our value segment, outdoor grown product. RVG’s strategy will force the marketplace to be more competitive and drive more differentiation for premium products and better prices for adult consumers.

In 2019 and 2020 respectively, the Massachusetts cannabis market generated nearly \$445MM and \$695MM helping this select market quickly approach the \$1B threshold. The market is still nascent and has few current competitors in the outdoor, value segment. In line with RVG's model, keeping costs low and passing that savings on to consumers is a strategy that has been proven in other more mature markets across the United States and will be successful in the ever-changing Massachusetts marketplace as well.

2 Description of Business

2.1 Company Overview

River Valley Growers is a for-profit limited liability company operating exclusively in Massachusetts. RVG's business model is to optimize outdoor cultivation of adult-use cannabis to be able to provide the marketplace and consumers with consistent quality, low-cost product to help fulfill significant supply shortages and needs within the growing Massachusetts cannabis landscape. The company has put together an experienced operational team to ensure a successful deployment of capital and resources while operating under a Tier 11 outdoor cultivation license.

2.2 Business Model and Licenses

River Valley Growers is focused on high yield, low-cost, consistent quality full outdoor sun-grown cannabis cultivation. RVG intends to operate a Tier 11 adult-use outdoor cultivation growing the maximum 100,000 square feet of canopy as allowed under the license.

2.3 Facilities

RVG has secured property in Hatfield, MA to begin cultivation as soon as Q2, 2021 pending licensure from the Commission. The proposed project will construct 100,000 square feet of allowable canopy in multiple phases and a smaller "headhouse" building for processing and administrative functions. Environmental conditions, capital needs and timing of licensure may result in modifications to the number of enclosures, growing platforms, and phases. However, the company intends to fully operate at Tier 11 utilizing the complete 100,000 square feet of allowed cannabis canopy.

The prospective site build out will include gravel access driveway and parking lot for employees, site lighting for safety, stormwater management, fencing, extensive security cameras and monitoring equipment, and additional security infrastructure as necessitated by regulation and approved by local authorities and security experts. The entire cultivation property will be protected by 8 feet chain link fencing with privacy screening to obscure the operation from public ways. All construction will be in compliance with CCC regulations. RVG has worked closely with its local engineering team to ensure compliance throughout the site and optimal site performance.

2.4 Operations Overview

RVG plans to cultivate adult-use marijuana fully outdoor to mitigate production costs and offer the affordable wholesale pricing to the Massachusetts marketplace. The operational team has extensive experience and knowledge cultivating crops in the difficult Massachusetts environment. The growing season for outdoor cannabis cultivation in Massachusetts will start as early as May and end in late October. Unlike indoor cultivation operations, it will be critical for RVG not to miss this grow window so as to maximize plant growth, sun usage and overall yield goals. The operational team has identified and selected specific cannabis strains that are ruggedized for the highly variable Massachusetts climate. Starter crops, smaller than 8", will be prepared in advance of the season, cloned, and planted in the fields. The headhouse (specialized greenhouse) will be used for cloning, so as to keep plants warm, healthy and with sufficient lighting in advance of the start of the grow season.

As clones mature, they will be up-potted into larger grow pots of 3-5 gallons and moved outside to the grow fields in waves to be weatherized. Cannabis requires a significant amount of irrigation as the plant matures. Each grow pot will be linked to a robust, highly efficient irrigation system that is metered and controlled to ensure a precise amount of water and nutrients are provided to each plant uniformly. Our goal is to waste no water and maximize our crop per drop. Plants will continue to grow during the vegetative phase and be allowed to flower from as early as July through as late as September, depending on the strain and the growing conditions. Once plants have completed the flowering phase of growth, they will be harvested.

As each wave of plants is harvested, the wet flower will need time to dry out before it can be prepared for market sale. Using enclosures that are environmentally controlled to remove excess humidity, and maintain optimal drying and curing temperature, the operational team will complete the growing phase of cultivation with finished dried and cured product ready for bulk sale, packaging and distribution in compliance with CCC regulations. RVG will disclose the complete profile of the cannabis product, to include strain type, potency and logo. Regardless of final packaging requirements, all product will be weighed and recorded appropriately in tracking software.

RVG will implement robust seed-to-sale tracking systems to maintain compliance with CCC regulations, including software to record the plant at all stages of growth and production, and sales records. The software selected will be capable of accounting for all aspects of cultivation as required by the CCC. RVG has implemented significant operating procedures to manage inventory and track it accordingly. These robust procedures and best practices will prevent product diversion and ensure RVG knows where all plants and products are at all times.

As RVG continues to operate, it will implement continual improvements and optimizations to improve yield, safety, and pricing.

2.5 Management Team

River Valley Growers has assembled a robust operational team to ensure success in the cultivation endeavor. Employing years of expertise in cultivating cannabis with career cultivators and agricultural specialists will help lead the operational team to success.

RVG is led by a seasoned entrepreneur and business executive, Jared Garfield. Mr. Garfield brings 15+ years of executive management and sales experience, having founded multiple start-ups in the highly regulated pharmaceutical, medical device, and technology environments. As an active investor and operator in the cannabis space, Garfield brings an immense degree of experience and know-how to help optimize operational efficiencies as the company ramps up.

In addition, Christian Smiarowski is the 4th generation of the Smiarowski family farming in Hatfield. The Smiarowski family owns and operates one of Massachusetts' largest potato farms. Mr. Smiarowski draws on the family's over 70+ years of collective farming experience in the region. As one of the largest potato cultivators, processors, and wholesalers on the east coast, Mr. Smiarowski brings a wealth of cultivation expertise for RVG's particular microenvironment. This guidance will be instrumental to the success of the project.

The RVG team will be rounded out with dedicated, experienced, employees who have extensive backgrounds in cultivating cannabis in a multitude of operations both big and small.

2.6 Unmet Market Need

River Valley Growers is squarely focused on the underserved, undersupplied, and growing B2B demand need. There is immense need for wholesale supply from independent marijuana product manufacturers and retailers, who do not have the capital resources to vertically integrate. More specifically, there is unmet need in the extract-grade volume production segment of the market. With many of the early producers investing in high-end indoor facilities and exotic genetics, there is significant unmet need at the other end of the value spectrum: affordable commodity biomass. At full scale, RVG anticipates being able to produce between 7,000 and 9,000 pounds of bulk yield. Strictly focused on wholesale sales, RVG anticipates producing gross revenues in excess of \$12MM annualized. Market dynamics and consumer demand for value-based cannabis offerings will support 3rd party retailers and processors in purchasing affordable wholesale cannabis from RVG, enabling them to compete with better capitalized, vertically integrated out of state operators.

3 Financial

3.1 Capitalization

RVG intends to capitalize business operations through the use of private equity investors. RVG currently has a preferred private placement in circulation and is in active negotiations with investors to acquire the needed capital to operate the business. Current financial modeling necessitates \$1.2MM in financing for the first year. This funding will allow the company to generate initial cash flow and fund further business operations from retained earnings.

3.2 Financial Projections

In the initial first 2 years of operations, RVG's business model anticipates a capacity to grow gross \$5.5MM+ per year in wholesale bulk yields, supported by a monthly expense of approximately \$340M in year 2. Based on growing demand and need for supply, RVG expects that initial crop yields will be sold rapidly, returning cash to the business that can be used to cover future operational costs and therefore not requiring further infusions of capital to operate the business.

4 Human Resources

4.1 Staffing & Training

RVG plans to hire experienced employees to help execute the business plan accordingly. There are numerous roles that are needed for the business to operate optimally, most notably in the areas of cultivation and security. Based on the proposed plan, RVG will need to hire between 10 and 25 full time and part time employees for the first full year of cultivation activities. Furthermore, temporary labor will be needed during harvest season to assist in the large-scale operational needs in October. Given location and regional proximity, this type of labor is widely available.

Employees will all go through responsible training programs in accordance with all local and state regulations. RVG employees will receive three types of training that include, but are not limited to, 1) core training for all employees, 2) functional training for job specific tasks, and 3) on the job training, including job shadowing and hands-on experiences. Training and development across all levels of staff is critical to the success of RVG and the company intends to invest heavily in these efforts. Staff completion of training programs will be monitored and documented. RVG's company philosophy is to identify employees interested in professional development that increase their skills and enhance their contributions to the organization. Employee satisfaction and optimized performance is critical to the overall success of RVG.

The overall training program that each new employee will be required to participate in is designed to educate individuals on the critical core aspects of their job, safety, and business confidentiality. Employees will be provided with an employee handbook, training presentations, and foundational seminars as needed to bolster their knowledgebase of the operation. Continual educational opportunities will be provided in an effort to retain employees and bolster their expertise.

Available positions include (but not limited to):

- Head Grower
- Assistant Head Grower
- Production Manager
- Nutrients Manager
- Compliance Manager
- Security Personnel
- Cultivation Labor
- Administrative Personnel



PERSONNEL POLICIES

INCLUDING BACKGROUND CHECKS

River Valley Growers (“RVG” or the “Company”) has drafted and instituted these personnel policies to provide equal opportunity in all areas of employment, including hiring, recruitment, training and development, promotions, transfers, layoff, termination, compensation, benefits, social and recreational programs, and all other conditions and privileges of employment, in accordance with applicable federal, state, and local laws. RVG shall make reasonable accommodations for qualified individuals with demonstrated physical or cognitive disabilities, in accordance with all applicable laws. In accordance with 935 CMR 500.101(3)(a), RVG is providing these personnel policies, including background check policies, for its Marijuana Establishment.

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, that RVG determines to be involved in discriminatory practices are subject to disciplinary action and may be terminated. RVG 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 RVGs.

In accordance with 935 CMR 500.105(1), General Operational Requirements for Marijuana Establishments, Written Operating Procedures, as a Marijuana Establishment, RVG has and follows a set of detailed written operating procedures for each location. RVG has developed and will follow a set of such operating procedures for each facility.

RVG’s operating procedures shall include, but are not limited to the following:

- 1) Security measures in compliance with 935 CMR 500.110;
- 2) Employee security policies, including personal safety and crime prevention techniques;
- 3) A description of the Marijuana Establishment’s hours of operation and after-hours contact information, which shall be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
- 4) Storage and waste disposal of marijuana in compliance with 935 CMR 500.105(11);
- 5) Description of the various strains of marijuana to be cultivated, processed or sold, as



applicable, and the form(s) in which marijuana will be sold;

- 6) Procedures to ensure accurate recordkeeping, including inventory protocols for transfer and inventory in compliance with 935 CMR 500.105(8) and (9);
- 7) Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
- 8) A staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- 9) Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- 10) Alcohol, smoke, and drug-free workplace policies;
- 11) A plan describing how confidential information will be maintained;
- 12) A policy for the immediate dismissal of any marijuana establishment agent who has:
 - a. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - b. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - c. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of any other jurisdiction.
- 13) A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee shall be made available upon request by any individual. 935 CMR 500.105(1)
- 14) Requirement may be fulfilled by placing this information on the Marijuana Establishment's website.
- 15) Policies and procedures for the handling of cash on Marijuana Establishment premises including, but not limited to, storage, collection frequency, and transport to financial institution(s), to be available upon inspection.
- 16) Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- 17) Policies and procedures for energy efficiency and conservation that shall include:



- a. Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
- b. Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable;
- c. Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
- d. Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

In accordance with 935 CMR 500.105(2)(b), all of RVG's current agents, managers and employees involved in the handling and sale of marijuana will successfully complete a Responsible Vendor Training Program, and once designated a "Responsible Vendor." Once a marijuana establishment is designated a Responsible Vendor, all of RVG's Agents that are involved in the handling and sale of marijuana for adult use will successfully complete the Basic Core Curriculum within 90 days of hire. This program shall then be completed at a minimum of eight hours by RVG's agents annually, with the exception for agents classified as Administrative Employees, may participate in the Responsible Vendor Training Program on a voluntary basis. RVG shall maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(b)(4)(g). Responsible vendor training shall include: marijuana's effect on the human body; diversion prevention; compliance with all tracking requirements; identifying acceptable forms of ID, including spotting and confiscating fraudulent ID; and key state and local laws affecting marijuana establishment agents..

All employees of RVG 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 RVG 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).

In accordance with 935 CMR 500.105(9), General Operational Requirements for Marijuana Establishments, Recordkeeping, RVG's personnel records will be available for inspection by the Commission, upon request. RVG's records shall be maintained in accordance with generally accepted accounting principles. Written records that are required and are subject to inspection include, but are not necessarily limited to, all records required in any section of 935 CMR 500.000, in addition to the following:



The Following RVG Personnel Records:

- 1) Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- 2) A personnel record for each of RVG's marijuana establishment agents. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with RVG and shall include, at a minimum, the following:
 - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. documentation of verification of references;
 - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
 - e. documentation of periodic performance evaluations;
 - f. a record of any disciplinary action taken; and
 - g. notice of completed Responsible Vendor Training Program and in-house training for RVG agents required under 935 CMR 500.105(2).
- 3) A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
- 4) Personnel policies and procedures, including at a minimum, the following:
 - a. Code of Ethics;
 - b. Whistle-blower policy and
- 5) All background check reports obtained in accordance with M.G.L. c. 6 §172, 935 CMR 500.030.

Following closure of a Marijuana Establishment, all records will be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the CCC. RVG understands that in the event that RVG were to close, all records will be kept for at least two years at the expense of RVG and in a form and location acceptable to the CCC.



QUALIFICATIONS AND TRAINING

River Valley Growers (“RVG” or the “Company”) shall, pursuant to 935 CMR 500.105(2)(a), ensure that all marijuana establishment agents complete the minimum training requirements prior to performing job functions. Marijuana establishment agents will receive a total of eight hours of training that will be tailored to the role and responsibilities of the designated job function at RVG. Marijuana establishment agents will be trained for one week before acting as an agent. At a minimum, marijuana establishment agents shall receive a total of eight hours of on-going training annually. New marijuana establishment agents will receive employee orientation prior to beginning work with RVG. Each department manager will provide orientation for agents assigned to their department. Orientation will include a summary overview of all the training modules.

In accordance with 935 CMR 500.105(2)(b)(1), all current marijuana establishment agents of RVG involved in the handling and sale of marijuana at the time of licensure or licensure renewal, will have successfully completed a Responsible Vendor Training (“RVT”) Program, and be designated a “responsible vendor.” In accordance with 935 CMR 500.105(2)(b)(1)(a)-(c), a marijuana establishment agent at RVG will be enrolled in the Basic Core Curriculum of the RVT program, and successfully complete the course within 90 days of hire. Upon the completion of the Basic Core Curriculum, the marijuana establishment agent will be eligible to enroll in the Advanced Core Curriculum if RVG deems it appropriate. Administrative employees at RVG, that do not handle or sell marijuana, may voluntarily participate in the four-hour RVT requirement, but may take a Responsible Vendor Training Program.

RVG will comply with 935 CMR 500.105(2)(b)(3) by requiring all marijuana establishment agents who have completed the Basic Core Curriculum, and are involved in the handling and sale of marijuana enroll in and complete the four-hour RVT requirement annually. This will ensure that RVG maintains its designation as a Responsible Vendor.

RVG shall maintain records of responsible vendor training compliance, pursuant to 935 CMR 500.105(2)(a)(5). Responsible vendor training shall include: marijuana’s effects on the human body; diversion prevention and prevention of sales to minors; compliance with seed-to-sale tracking requirements; identifying acceptable forms of ID along with spotting and confiscating fraudulent ID; and key state and local laws.

All of RVG’s employees will be registered as marijuana establishment agents, in accordance with 935 CMR 500.030. All RVG employees will be duly registered as marijuana establishment agents and have to complete a background check in accordance with 935 CMR 500.030(2). All registered agents of RVG shall meet suitability standards of 935 CMR 500.800.



Training will be recorded and retained in the marijuana establishment agents' files. RVG shall retain all training records for four (4) years as required by 935 CMR 500.105(2)(a)(5). All marijuana establishment agents will have continuous quality training and a minimum of 8 hours annual on-going training.



RESTRICTING ACCESS TO AGE 21 OR OLDER

RVG will adhere to state requirements restricting access to individuals under 21 [935 CMR 501.110(1)(a)]. RVG will take steps to ensure that persons under 21 will not have access to marijuana grown at its cultivation location. RVG will employ hiring practices in accordance with state and local regulations that prohibit the hiring of individuals under the age of 21 [935 CMR 501.030]. All potential employees will be screened for age and anyone under 21 will be excluded from the hiring process. Furthermore, no one under 21 will be allowed to visit RVG's cultivation facility. All product cultivated will be shipped to 3rd party vendors. RVG will have locked gates and a fence securing the perimeter of the grow facility. All entrances will require key card access to prevent unauthorized entry. RVG will employ a security guard during business hours screen entry to the premises and prevent unauthorized access, which includes persons under 21. All visitors will require authorized I.D. to be granted access to the facility which includes:

1. Driver's License
2. Government issued identification card
3. Military identification card
4. Passport

The outside perimeter of all RVG's operations will locations will be sufficiently lit to facilitate surveillance. RVG will ensure that all trees, bushes and other foliage do not allow for a person or persons to conceal themselves from sight. RVG will employ security measures including biometric locks, alarms, cameras and vigilant monitoring. RVG will hire a Director of Security from the law enforcement community who has extensive experience providing public safety. RVG will train all staff members in security procedures and emergency preparedness. All locations will be designed to restrict unauthorized entrance but allow for appropriate egress in emergency situations.

RVG will only advertise where at least 85% of the audience is expected to be 21 years of age or older. All products and packaging will avoid imagery that may be attractive to minors, and all product will be labeled to indicate the product is for use by adults 21 years of age or older. All packing will be child resistant.

RVG will follow all state regulations required for transport of marijuana to make sure that all product transported from the cultivation site reaches its designated destination and is not diverted along the way [935 CMR 501.105(13)].



ENERGY COMPLIANCE PLAN

Prior to operation RVG will submit an energy compliance letter in accordance with 935 CMR 501.103. RVG will develop policies and procedures for energy efficiency on top of the massive energy savings inherent to an outdoor cultivation operation in accordance with 935 CMR 501.105(1). Natural lighting and a reduced need for dehumidification and air conditioning will provide massive energy savings for the establishment [935 CMR 501.105(15)].

Energy Efficiency

RVG will take steps to reduce its energy usage on site using best practices in accordance with 935 CMR 501.120(11). RVG expects to cultivate all of its Marijuana product at Bashin Road Lot 12 Map 202 in Hatfield, MA. RVG is applying for a tier 11 outdoor cultivation license. The proposed project is for outdoor cultivation, which provides dramatic energy efficiency improvement against indoor cultivation operations. This compares favorably with indoor cannabis cultivation, which use significant energy due to the need for horticultural lighting, dehumidification, and HVAC systems. CCC regulations recognize this environmental benefit and provides certain benefits to outdoor cultivation licensees.

RVG will use no supplemental horticultural lighting – only sunlight – in both its greenhouse and outdoor cultivation process, natural cooling as well as low impact mechanized exhaust fans, and conduct its outdoor cultivation operation within the natural growing season of the local environment. The proposed project will utilize high-efficiency equipment and fixtures wherever possible.

Policies and procedures for energy efficiency and conservation shall include:

- Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities. *935 CMR 500.105(15)*.
- Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable. *935 CMR 500.105(15)*.
- Strategies to reduce electric demand (such as lighting schedules, active load management, and energy storage). *935 CMR 500.105(15)*.
- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. *935 CMR 500.105(15)*



Water Efficiency

RVG will take steps to reduce its water usage on site using best practices in accordance with 935 CMR 501.120(11). RVG will irrigate all of its plants using filtered water from a new private well. The primary element to RVG's water efficiency plan will be in the delivery of water to the plants. A drip irrigation system will be used to supply all plants with water and nutrients. Drip irrigation systems can save up to 80% more water than more traditional irrigation systems. Drip irrigation reduces water loss due to evaporation, and reduces the overall water used by delivering precise quantities of water and nutrients to each individual plant. Moreover, water and nutrient levels will be monitored daily to tailor irrigation to deliver the exact amount of water and nutrients delivered to the plants -- no more or less than is needed. Irrigation will be scheduled using timers ensuring all plants receive the appropriate amount of water and nutrients. All irrigation runoff from the greenhouses will be re-used on the outdoor crops, leading to virtually zero waste.



QUALITY CONTROL AND TESTING

Pursuant to 935 CMR 500.160, River Valley Growers (“RVG” or “the Company”) will not sell or market any marijuana product that has not been tested by licensed Independent Testing Laboratories. Testing of marijuana products shall be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Marijuana and Marijuana Products, as amended in November 2016 and published by the Massachusetts Department of Public Health. Every marijuana product sold will have a set of specifications which define acceptable quality limits for cannabinoid profile, residual solvents, metals, bacteria, and pesticides. RVG shall 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 RVG for at least one year in accordance with 935 CMR 500.160 (5). All transportation of marijuana to or from testing facilities shall comply with 935 CMR 500.105(13) and any marijuana product returned to RVG by the testing facility will be disposed of in accordance with 935 CMR 500.105(12). RVG shall 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.

RVG’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. All RVG staff will be trained and ensure that marijuana and marijuana products are handled with the appropriate food handling and sanitation standards. RVG will ensure the proper equipment and storage materials, including adequate and convenient hand washing facilities; food-grade stainless steel tables; and temperature- and humidity- control storage units, refrigerators, and freezers.

Policies and procedures for quality control and testing shall include:

- All agents whose job includes contact with marijuana is subject to the requirements for food handlers as specified in *105 CMR 300.000*.
- Any agent working in direct contact with marijuana shall conform to sanitary practices while on duty, including:
 - Maintaining adequate personal cleanliness; and
 - Washing hands appropriately. *935 CMR 500.105(3)*



- Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. *935 CMR 500.105(12)*
- Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair. *935 CMR 500.105(3)*
- All contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. *935 CMR 500.105(3)*
- All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. *935 CMR 500.105(3)*
- The establishment shall provide its employees with adequate, readily accessible toilet facilities. *935 CMR 500.105(3)*
- Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. *935 CMR 500.105(3)*
- The establishment shall notify the Commission within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary. *935 CMR 500.160(2)*

RVG's Director of Compliance will provide quality control oversight over all marijuana products purchased from wholesale suppliers and sold to licensed adult-use cannabis retail establishments within the Commonwealth of Massachusetts. All RVG staff will immediately notify the Director of Compliance of any actual or potential quality control issues, including marijuana product quality, facility cleanliness/sterility, tool equipment functionality, and storage conditions. All issues with marijuana products or the facility will be investigated and immediately rectified by the Director of Compliance, including measures taken, if necessary, to contain and dispose of unsafe products. The Director of Compliance will closely monitor product quality and consistency, and ensure expired products are removed and disposed.

Pursuant to 935 CMR 500.120(14), RVG will provide a quality control sample of marijuana flower to its employees for the purpose of ensuring product quality and determining whether to make the product available to consumers. Such quality control samples will not be consumed by RVG staff on the premises, be sold to another licensee or consumer, and will be tested in accordance with 935 CMR 500.160. All quality control samples provided to RVG staff will be assigned a sequential alphanumeric identifier and entered into the Seed-to-Sale SOR in a manner determined by the Commission, and will be designated as a "Quality Control Sample." All quality control samples will have a label affixed to them in accordance with 935 CMR 500.120(14)(e), Upon providing a quality control sample to RVG staff, RVG will record the



reduction in quantity of the total weight or item under the alphanumeric sequence associated with the quality control sample, the date and time the sample was given to the employee, the agent registration number of the employee receiving the sample, and the name of the employee.

All RVG staff will receive relevant quality assurance training and provide quality assurance screening of marijuana flower, to ensure it is well cured and free of seeds, stems, dirt, and contamination, as specified in 935 CMR 500.105(3)(a), and meets the highest quality standards. All staff will wear gloves when handling marijuana and marijuana products, and exercise frequent hand washing and personal cleanliness, as specified in 935 CMR 500.105(3)(b)(2). All phases of cultivation, processing, and packaging of marijuana will take place in a limited access area of RVG.

RVG management and inventory staff will continuously monitor quality assurance of marijuana products and processes, and prevent and/or mitigate any deficiencies, contamination, or other issues which could harm product safety.

Any spoiled, contaminated, dirty, spilled, or returned marijuana products are considered marijuana waste and will follow RVG procedures for marijuana waste disposal, in accordance with 935 CMR 500.105(12). Marijuana waste will be regularly collected and stored in the secure-access, locked inventory vault.

Pursuant to 935 CMR 500.105(11)(a)-(e), RVG shall provide adequate lighting, ventilation, temperature, humidity, space and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110. RVG 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. RVG 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 RVG storage areas will be maintained in accordance with the security requirements of 935 CMR 500.110.

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

Pursuant to 935 CMR 500.160(11), 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.



MAINTENANCE OF FINANCIAL RECORDS

RVG will maintain all records in accordance with 935 CMR 500.105(9). The Chief Financial Officer will be the custodian of RVG's accounts. The CFO will maintain a policy and procedural manual. This manual will be oriented to the accounting and management reporting aspects of RVG. The Policy and procedural manual will provide staff and auditors with a ready reference to the procedures and policies utilized throughout RVG as it relates to accounting and management reporting. The manual will be reviewed and updated as needed but no less than annually under the direction of the CFO.

The following business records shall be maintained:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts (which will include journals, ledgers and supporting documents, agreement, checks, invoices and vouchers);
- Sales records (which will include the quantity, form and cost of marijuana products); and
- Salary and wages paid to each employee (which include, but not limited to, board compensation, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment.) *935 CMR 500.105(9)*

All financial records shall be maintained electronically through specialized software and go through frequent back up in order to preserve all relevant data. Financial records will include all inputs and outputs of cash from all levels of the business and will be maintained by a dedicated accountant. Financial records will include a statement of retained earnings and cash flow, income statements and the company's balance sheet and tax returns.

- CFO will maintain records in accordance with 935 CMR 500.105(9)
- All records will be available for Commission inspection
- RVG will submit a record of financial benefits provided to Hatfield as part of the license renewal process.



RECORD KEEPING

Summary

RVG will maintain records in accordance with generally accepted accounting principles and in accordance with 935 CMR 501.105. In addition to general business and financial records RVG will maintain records of operating procedures, personnel policies, inventory, waste disposal records and seed to sale records that track all individual marijuana plant all the way through sale [935 CMR 501.105(9)].

Policies and procedures for record keeping shall include:

- Establishment shall keep waste records for at least three years. *935 CMR 500.105(12)*
- Establishment shall maintain records in accordance with generally accepted accounting principles. *935 CMR 500.105(9)*
- Written operating procedures shall be maintained as required by *935 CMR 500.105(1)*. *935 CMR 500.105(9)*
- Inventory records as required by *935 CMR 500.105(8)*. *935 CMR 500.105(9)*
 - Record of all inventories taken which will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signature and titles of the agents who conducted the inventory.
- Seed-to-sale tracking records for all marijuana as required by *935 CMR 500.105(8)(e)*. *935 CMR 500.105(9)*
- Personnel records shall be maintained:
 - Job descriptions for each agent;
 - A personnel record for each agent;
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures; and
 - All background check reports obtained in accordance with *935 CMR 500.030*. *935 CMR 500.105(9)*



RVG will maintain personnel records in accordance with 935 CMR 501.105(9)(d). This includes descriptions for job and volunteer positions as well as organizational charts that include these descriptions. RVG will maintain personnel records for all establishment agents and maintained for at least 12 months after termination. Records will include:

1. All registration materials in accordance with 935 CMR 501.030;
2. Employee references;
3. Employee contracts, and job description;
4. Documented relevant employee trainings;
5. Performance evaluations;
6. Notice of completion of responsible vendor training; and
7. Background check reports.

RVG will keep business records in accordance with 935 CMR 501.105(9)(e) that will include:

1. Assets and Liabilities;
2. Monetary Transactions;
3. Books of account;
4. Sales records; and
5. Salary wages paid.

RVG will use record keeping software that is compliant with State regulations and is in HIPAA compliance. RVG will rely on electronic record keeping to the greatest extent possible, as long as we can ensure that patient safeguards are in place and the system is in compliance with HIPAA guidelines. Data will be backed up at regular intervals to prevent any loss of data. In the event that we must keep a paper record, we will store all files in a locked cabinet in a limited access area. Upon Closure RVG will maintain records, at its own expense, for at least 2 years.

All staff will be trained on customer privacy policies, including HIPAA compliance.

1. RVG will store any required customer records in locked, limited access areas.
2. RVG will use software which operates in a manner consistent with HIPAA guidelines relative to customer data security and privacy. The system maintains strict user access controls to ensure employees may only access data appropriate to their role in the organization in locations appropriate to their function within the operation.



Activity : Record-Keeping

Inputs: These are the items required on-site:

1. Internet access;
2. Traceability software, seed-to-sale as mandated by the state;
3. Computer to run traceability, accounting, HR, and software required for operations of the cultivation site; and
4. Traceability supplies for printing required barcodes (ink, paper, stickers).

Personnel:

1. Records maintained for at least 12 months after employee termination;
2. Updated list of job descriptions;
3. Updated Organizational chart;
4. Personnel trainings, evaluations, etc.;
5. Background check records, which will be kept in a secured area;
6. Contact information including phone numbers and e-mail of management; vendors, state/local authorities, consultants, contractors;
7. List of personnel with access to surveillance;
8. Visitor records

Plant:

1. Collect data and create database for following:
 - a. crop schedule and calendar;
 - b. developmental timeline for plants through harvest and waste disposal;
 - c. weights of all plants at different stages of growth;
 - d. genetics of plants; and
 - e. climate and environmental conditions.
 - f. pesticides, nutrients, and crop additives and inputs;
2. Maintain records of Lab Tested Product for 12 months;
3. Waste amounts and weights of destroyed marijuana product, including date of destruction. Waste weights will be verified by two individuals; and
4. Electronic and paper documentation of all products transported between RVG facilities and 3rd party vendors, maintained for at least 1 year.

Business:

1. Updated list of personnel salaries;
2. All 3rd party vendor/business contracts;
3. All relevant sales data;
4. Insurance Records;
5. Annual Reports;



6. Monetary transactions;
7. General Accounting; and
8. Up to date Operating Policies and Procedures.



DIVERSITY PLAN

River Valley Growers (RVG) is acutely aware of the benefits of hiring a diverse workforce and the obstacles that many minorities face when entering the workforce. RVG expects to immediately engage in hiring a diverse staff of employees, representative of the communities in which it operates.

RVG's leadership has a long history of supporting underrepresented communities. RVG intends to work with Brightwood Development Corporation ("BDC"), an entity that

- predominantly serves Hispanic and Latino individuals and funds community development projects,
- provides employment training and housing, and
- works with area farmers to supply trained labor

RVG is also partnering with Greenfield Community College ("GCC") with intent to be a part of its agricultural programs to help advance both knowledge and opportunities for its students in an effort to better position students for jobs in the cannabis industry.

RVG is committed to developing and maintaining a diverse workforce that is reflective of the communities that make up Western MA. RVG has outlined strategies to achieve its goal of hiring and maintaining a diverse workforce.

Goals

- 1. Hire 35% of employees that are minorities, women, veterans, people with disabilities, and LGBTQ+ to work for RVG** (40% minorities, 40% women, 30% veterans, 10% people with disabilities, 10% LGBTQ+)

Program

RVG will post monthly advertisements in local community newspapers (e.g. The Republican, The Greenfield Recorder, The Daily Hampshire Gazette, etc.), as well as postings with BDC and GCC (*see attached partnership letters*), stating that RVG is specifically looking to hire MA residents who are minorities, veterans, women, persons with disabilities and LGBTQ+.

All advertisements for employment will specifically state that the jobs are for individuals 21 years of age or older. The job openings will only be marketed to individuals over the age of 21.

Additionally, RVG will host a yearly job fair, working in partnership with the BDC and GCC, to



market job opportunities to the community. The job fair will be held at a location appropriately identified by the BDC and GCC partners to maximize exposure and community outreach. In summary, the program will:

- Emphasize diversity during recruitment stage
- Maximize visibility of vacancy announcements by working with BDC and GCC, utilizing various platforms, targeted recruiting in predominantly minority communities, and in person events.
- Utilize BDC and GCC for targeted job announcements.
- Commit to hiring a workforce representative of the surrounding communities.

Measurements

- Number of minorities, women, veterans, people with disabilities who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
 1. Number of times BDC and GCC advertised RVG jobs
 2. Numbers of Individuals referred to RVG for employment by BDC and GCC
 3. Number of individuals employed as a result of referral from BDC and GCC
- Number and subject matter of trainings held and the number of individuals falling into CCC defined demographics.

RVG will conduct bi-monthly evaluations to assess the implementation and outcomes of its Diversity program. Evaluations will assess if the program was implemented as planned and goals achieved. If delays in implementation are identified, they will be subject to review to assess factors leading to program delays. Once factors are properly identified, the program and/or goals will be modified to address those issues. Where goals are not met, barriers to those goals will be identified and program strategy adjusted.

Documentation

RVG will develop its own data metrics to assess the outcomes of its diversity program using yearly surveys to create a database on the above measurement criteria. These data points will be assessed yearly to determine measurable changes in the program's outcome. RVG will use these data points to make comparisons of the diversity of its staff to the overall community makeup. If goals have not been achieved RVG will assess barriers to achieving its goals and

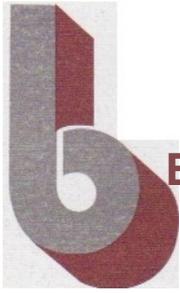


make adjustments to its hiring and training practices to better address diversity needs.

This plan contains a timeline for showing progress or success of its plan. At a minimum, the plan acknowledges that the progress or success of its plan must be documented upon renewal (one year from provisional licensure, and each year thereafter).

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

The plan contains the statement that any actions taken, or programs instituted, by the application will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



Brightwood Development Corporation

January 25, 2021

River Valley Growers
6 Upper Farms Path
Hatfield, MA 01038

Dear Sir,

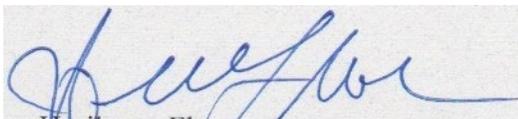
It is with great pleasure that Brightwood Development (BDC) enters into collaboration with Debilitating Medical Condition Treatment Centers (RVG) to support its goal of hiring and maintaining a diverse workforce. BDC is a non-profit community development organization in MA, that serves the Springfield area. BDC primarily serves hispanic and Latino individuals and provides employment programs to improve conditions within Springfield. BDC also works with area farmers and provides trainings for those individuals.

BDC will support RVGs diversity goals through the following actions:

- Advertise job openings at RVG's cultivation facility; and
- Refer Individuals to RVG for employment.

RVG represents an important opportunity for the residents that BDC serves to benefit from the new economic opportunities the Cannabis industry provides. BDC is excited to add RVG as an employment partner that can provide jobs career exposure, exploration, and immersion (e.g., work experiences, internships, etc.) to the Hispanic and Latino community. BDC believes that its support will significantly improve RVG's ability to hire and maintain a diverse workforce and we look forward to supporting RVG.

Sincerely



Heriberto Flores
President/CEO

HF/awr

2460 Main Street, Springfield, MA 01107



Greenfield Community College Foundation

1 College Drive • Greenfield MA 01301 • (413) 775-1600 • www.gcc.mass.edu/foundation

January 28, 2021

To the Massachusetts Cannabis Control Commission:

On behalf of Greenfield Community College Foundation, Inc., a Massachusetts nonprofit corporation, we are happy to accept donations from River Valley Growers, Inc. (“RVG”), a Massachusetts corporation. We look forward to collaborating with RVG to support job training for the cannabis industry for Greenfield Community College (“GCC”) students, for Franklin County residents, and for the Commonwealth.

Greenfield Community College Foundation supports the College by raising funds, developing resources and building philanthropic and community relationships to enhance programs and initiatives that create opportunities for students, faculty and staff and advance the College’s mission and reputation in the local and global community.

RVG is a license-pending cannabis cultivation company based in Massachusetts with operations in Hatfield. RVG seeks to recruit team members from the Greenfield community to join its growing team.

The cannabis industry is one of the nation’s fastest growing sectors and provides attractive employment opportunities for GCC’s students, especially those participating in GCC’s existing course offerings in Farm and Food Systems, Soil and Soil Sciences. As a community, Greenfield has been identified by the Cannabis Control Commission as one of the state’s Areas of Disproportionate Impact (“ADI”), and RVG is acting on its belief that it is especially important to provide job training and employment recruitment for ADI community members.

Specifically, RVG’s donations will go towards programming areas related to educating Greenfield Community College students and the greater Greenfield-area community about the cannabis industry and employment opportunities. Many hands make light work, and we welcome organizations like RVG who share GCC Foundation’s mission to develop resources and build philanthropic and community relationships to enhance programs and initiatives that create opportunities for students, faculty and staff and advance the College’s mission and reputation in the local and global community.

Thank you and please don’t hesitate to call me at 413-775-1426 if you have any questions.

Sincerely,

A handwritten signature in black ink that reads "Regina E. Curtis". The signature is written in a cursive, flowing style.

Regina Curtis
Executive Director of Institutional Advancement
Greenfield Community College