



# Massachusetts Cannabis Control Commission

## Marijuana Cultivator

### General Information:

**License Number:** MC282112  
**Original Issued Date:** 12/16/2021  
**Issued Date:** 12/16/2021  
**Expiration Date:** 12/16/2022

## ABOUT THE MARIJUANA ESTABLISHMENT

**Business Legal Name:** Northeast Alternatives, Inc.

**Phone Number:** 508-567-6761 **Email Address:** chris@nealternatives.com

**Business Address 1:** 999 William S Canning Blvd **Business Address 2:**

**Business City:** Fall River **Business State:** MA **Business Zip Code:** 02721

**Mailing Address 1:** 999 William S Canning Blvd **Mailing Address 2:**

**Mailing City:** Fall River **Mailing State:** MA **Mailing Zip Code:** 02721

## CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

**Certified Disadvantaged Business Enterprises (DBEs):** Not a DBE

## PRIORITY APPLICANT

**Priority Applicant:** yes

**Priority Applicant Type:** RMD Priority

**Economic Empowerment Applicant Certification Number:**

**RMD Priority Certification Number:** RPA201952

## RMD INFORMATION

**Name of RMD:** Northeast Alternatives, Inc.

**Department of Public Health RMD Registration Number:** 037

**Operational and Registration Status:** Obtained Final Certificate of Registration and is open for business in Massachusetts

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

**If no, describe the circumstances below:**

## PERSONS WITH DIRECT OR INDIRECT AUTHORITY

### Person with Direct or Indirect Authority 1

**Percentage Of Ownership:** 34.58 **Percentage Of Control:** 34

**Role:** Executive / Officer **Other Role:**

**First Name:** Christopher **Last Name:** Harkins **Suffix:**

**Gender:** Male **User Defined Gender:**

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 18.69 Percentage Of Control: 33

Role: Board Member Other Role:

First Name: Jeffrey Last Name: Johnson Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 13.08 Percentage Of Control: 33

Role: Board Member Other Role:

First Name: Philip Last Name: Harkins Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 14.02 Percentage Of Control:

Role: Executive / Officer Other Role:

First Name: Kyle Last Name: Bishop Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 10.28 Percentage Of Control:

Role: Executive / Officer Other Role:

First Name: Richard Last Name: Rosier Suffix: Jr

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: 9.35 Percentage Of Control:

Role: Executive / Officer Other Role:

First Name: Zac Last Name: Cooper Suffix:

Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

No records found

Date generated: 05/02/2022

### CAPITAL RESOURCES - INDIVIDUALS

No records found

### CAPITAL RESOURCES - ENTITIES

#### Entity Contributing Capital 1

<b>Entity Legal Name:</b> Northeast Alternatives, Inc.	<b>Entity DBA:</b>		
<b>Email:</b> chris@nealternatives.com	<b>Phone:</b> 508-567-6761		
<b>Address 1:</b> 999 William S. Canning Blvd.	<b>Address 2:</b>		
<b>City:</b> Fall River	<b>State:</b> MA	<b>Zip Code:</b> 02721	
<b>Types of Capital:</b> Monetary/Equity	<b>Other Type of Capital:</b>	<b>Total Value of Capital Provided:</b> \$1500000	<b>Percentage of Initial Capital:</b> 100
<b>Capital Attestation:</b> Yes			

### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

### DISCLOSURE OF INDIVIDUAL INTERESTS

#### Individual 1

<b>First Name:</b> Philip	<b>Last Name:</b> Harkins	<b>Suffix:</b>
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Cultivator	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	

#### Individual 2

<b>First Name:</b> Jeffrey	<b>Last Name:</b> Johnson	<b>Suffix:</b>
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Cultivator	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	

#### Individual 3

<b>First Name:</b> Christopher	<b>Last Name:</b> Harkins	<b>Suffix:</b>
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Cultivator	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	

#### Individual 4

<b>First Name:</b> Richard	<b>Last Name:</b> Rosier	<b>Suffix:</b> Jr
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Cultivator	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	

#### Individual 5

<b>First Name:</b> Kyle	<b>Last Name:</b> Bishop	<b>Suffix:</b>
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Cultivator	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	

#### Individual 6

<b>First Name:</b> Zac	<b>Last Name:</b> Cooper	<b>Suffix:</b>
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Cultivator	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	

#### Individual 7

<b>First Name:</b> Philip	<b>Last Name:</b> Harkins	<b>Suffix:</b>
<b>Marijuana Establishment Name:</b> Northeast Alternatives, Inc.	<b>Business Type:</b> Marijuana Retailer	
<b>Marijuana Establishment City:</b> Fall River	<b>Marijuana Establishment State:</b> MA	



MA

Individual 18

**First Name:** Zac **Last Name:** Cooper **Suffix:**  
**Marijuana Establishment Name:** Northeast Alternatives, Inc. **Business Type:** Marijuana Product Manufacture  
**Marijuana Establishment City:** Fall River **Marijuana Establishment State:** MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

**Establishment Address 1:** 310 Kenneth Welch Dr.  
**Establishment Address 2:**  
**Establishment City:** Lakeville **Establishment Zip Code:** 02347  
**Approximate square footage of the Establishment:** 97000 **How many abutters does this property have?:** 9  
**Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?:** Yes  
**Cultivation Tier:** Tier 06: 40,001 to 50,000 sq. ft **Cultivation Environment:** Indoor

FEE QUESTIONS

**Cultivation Tier:** Tier 06: 40,001 to 50,000 sq. ft **Cultivation Environment:** Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning - Marijuana Cultivator.pdf	pdf	5cc8a613e2695d45078d81d2	04/30/2019
Certification of Host Community Agreement	Northeast Alternatives HCA Certification Form 5-1-19.pdf	pdf	5cd43d82de94860a99fed89d	05/09/2019
Community Outreach Meeting Documentation	Certified Abutters List.JPG	jpeg	5cdc59a91dae681319ce69a0	05/15/2019
Community Outreach Meeting Documentation	Completed Lakeville Community Outreach Meeting Attestation Form.pdf	pdf	5cfe8634c70e2b132b314fdc	06/10/2019
Community Outreach Meeting Documentation	Pic of Legal Ad in Paper.pdf	pdf	5cfe86be722cea17c12609b5	06/10/2019
Community Outreach Meeting Documentation	Lakeville Meeting Notice to Govt Officials.pdf	pdf	5cfe86e058ad7e1336c275ad	06/10/2019
Community Outreach Meeting Documentation	Certified Mail to Abutters 5.20.19.pdf	pdf	5cfe886c58ad7e1336c275b3	06/10/2019
Community Outreach Meeting Documentation	Print Order # 104946702.pdf	pdf	5cfe887c624ce5135e925f5e	06/10/2019
Community Outreach Meeting Documentation	Community Outreach Meeting Presentation - 6.6.19.pdf	pdf	5cfe8a3e58ad7e1336c275b7	06/10/2019
Community Outreach Meeting Documentation	IMG_7550.JPG	jpeg	5d27c67df74304053021171e	07/11/2019

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

## PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	NEA Plan for Positive Impact 2021.pdf	pdf	61561ce2c73bae68fe1122bc	09/30/2021

## ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

## INDIVIDUAL BACKGROUND INFORMATION

### Individual Background Information 1

Role: Board Member      Other Role:  
First Name: Jeffrey      Last Name: Johnson      Suffix:  
RMD Association: RMD Owner  
Background Question: no

### Individual Background Information 2

Role: Executive / Officer      Other Role:  
First Name: Christopher      Last Name: Harkins      Suffix:  
RMD Association: RMD Owner  
Background Question: no

### Individual Background Information 3

Role: Executive / Officer      Other Role:  
First Name: Richard      Last Name: Rosier      Suffix: Jr  
RMD Association: RMD Manager  
Background Question: no

### Individual Background Information 4

Role: Executive / Officer      Other Role:  
First Name: Kyle      Last Name: Bishop      Suffix:  
RMD Association: RMD Manager  
Background Question: no

### Individual Background Information 5

Role: Executive / Officer      Other Role:  
First Name: Zac      Last Name: Cooper      Suffix:  
RMD Association: RMD Manager  
Background Question: no

### Individual Background Information 6

Role: Board Member      Other Role:  
First Name: Philip      Last Name: Harkins      Suffix:  
RMD Association: RMD Owner  
Background Question: no

## ENTITY BACKGROUND CHECK INFORMATION

No records found

## MASSACHUSETTS BUSINESS REGISTRATION

### Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	NEA Articles of Organization.pdf	pdf	5cd48293a943080f66d73f92	05/09/2019
Articles of Organization	ChangeofDirectors.pdf	pdf	5cd4829cfd3d140a83f3b4b4	05/09/2019
Bylaws	Northeast Alternatives - Amended Corporate By-Laws - v.3.17.17 copy -signed.pdf	pdf	5cd482a893608d0f926bfedd	05/09/2019
Department of Revenue - Certificate of Good standing	DOR CoGS 8.10.2021.pdf	pdf	6154e6f2ec8df6685105a86c	09/29/2021
Secretary of Commonwealth - Certificate of Good Standing	Secr of State CoGS 7.28.21.pdf	pdf	6154e709ff5a8a691f855aad	09/29/2021

No documents uploaded

Massachusetts Business Identification Number: 001251472

Doing-Business-As Name:

DBA Registration City:

## BUSINESS PLAN

### Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	NEA Lakeville Business Plan.pdf	pdf	5cfeba0e41a4321320f2825b	06/10/2019
Plan for Liability Insurance	Plan for Obtaining Liability Insurance.pdf	pdf	5cfec75bc70e2b132b3150f2	06/10/2019
Proposed Timeline	NEA - Timeline - Cultivation.pdf	pdf	61563aadd7af776846091135	09/30/2021

## OPERATING POLICIES AND PROCEDURES

### Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	Plan for Restricting Access to Age 21 and Older.pdf	pdf	5cffe1ea624ce5135e926231	06/11/2019
Prevention of diversion	Prevention of Diversion.pdf	pdf	5cffe24eacc50017edd6261c	06/11/2019
Storage of marijuana	Storage of Marijuana.pdf	pdf	5cffe27850e7af1803c1f57b	06/11/2019
Inventory procedures	Inventory Procedures.pdf	pdf	5cffe2c733099617d79450be	06/11/2019
Quality control and testing	Quality Control and Testing.pdf	pdf	5cffe2f369291617ba8601d5	06/11/2019
Record Keeping procedures	Record Keeping Procedures.pdf	pdf	5cffe3fffe6a8617e208e938	06/11/2019
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	5cffe42069291617ba8601e1	06/11/2019
Security plan	NEA Security Plan.pdf	pdf	61561b0fec8df6685105afcd	09/30/2021
Transportation of marijuana	Transportation of Marijuana.pdf	pdf	61561b5e1a0911693590d715	09/30/2021
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	61561bc7269fa76914229c57	09/30/2021
Personnel policies including background checks	Personnel Policies Including Background Checks.pdf	pdf	61561d3aaf787c692aac713d	09/30/2021
Qualifications and training	Qualifications and Training.pdf	pdf	61561d9353eb05681e9cd784	09/30/2021

Policies and Procedures for cultivating.	Policies and Procedures for Cultivating.pdf	pdf	61561fd2d7af776846091044	09/30/2021
Diversity plan	NEA_Diversity Plan 2021.pdf	pdf	615f0539d7af7768460934f4	10/07/2021

### 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 Understand

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

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

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

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

### COMPLIANCE WITH DIVERSITY PLAN

No records found

### HOURS OF OPERATION

Monday From: 12:00 AM	Monday To: 12:00 PM
Tuesday From: 12:00 AM	Tuesday To: 12:00 PM
Wednesday From: 12:00 AM	Wednesday To: 12:00 PM
Thursday From: 12:00 AM	Thursday To: 12:00 PM
Friday From: 12:00 AM	Friday To: 12:00 PM
Saturday From: 12:00 AM	Saturday To: 12:00 PM
Sunday From: 12:00 AM	Sunday To: 12:00 PM

## **Plan to Remain Compliant with Local Zoning**

Northeast Alternatives, Inc. (“NEA”) will remain compliant at all times with the local zoning requirements as set forth by the Town of Lakeville, MA.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.

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

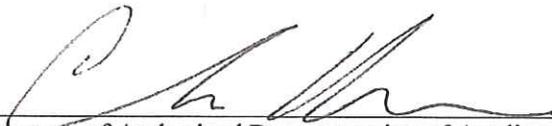
NEA has also retained the law firm Vicente Sederberg LLC to assist with ongoing compliance with local zoning requirements.

## Host Community Agreement Certification Form

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

### Applicant

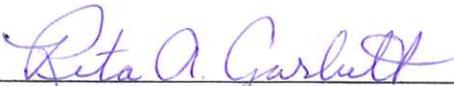
I, Chris Harkins, (*insert name*) certify as an authorized representative of Northeast Alternatives, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Lakeville, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 3/11/2019 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

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



Signature of Contracting Authority or  
Authorized Representative of Host Community

ABBUTTERS LISTING  
LAKEVILLE, MA

Map	Block	Lot	Unit	Owner's Name	Co Owner's Name	Address	City	ST Zip	Parcel Location
024	006	007		LAKEVILLE TOWN OF		346 BEDFORD ST	LAKEVILLE	MA 02347	KENNETH W WELCH DR
024	006	008		OUTOR LOUIS S & VIRGINIA	C/O TRACY IMPORTS	PO BOX 114	ROCHESTER	MA 02770	475 KENNETH W WELCH DR
024	006	009		PINK LAWRENCE W & NANCY J TRS	PINK FAMILY LIVING TRUST	182 THOMAS ST	MIDDLEBORO	MA 02346	KENNETH W WELCH DR
024	006	004A		PINK LAWRENCE W & NANCY J TRS	PINK FAMILY LIVING TRUST	182 THOMAS ST	MIDDLEBORO	MA 02346	520 KENNETH W WELCH DR
024	007	010		CURTIN JOHN L & WHIPPEN-CURTIN LAUR		2 TYLER'S WAY	LAKEVILLE	MA 02347	2 TYLER'S WAY
060	008	002F		ARC TELVMA001 LLC	TALBOTS, INC. C/O ALTUS GROUP US	PO BOX 92129	SOUTHLAKE	TX 76092	175 KENNETH W WELCH DR
061	001	002		SAWICKI HELEN P		55 RHODE ISLAND RD	LAKEVILLE	MA 02347	REARCONRAIL RR BED
061	002	003		CSS I LLC		310 KENNETH W WELCH DR	LAKEVILLE	MA 02347	310 KENNETH W WELCH DR
061	002	003B		LINDEN TREE PARTNERS LLC		65 HOLTON ST	WOBURN	MA 01801	260 KENNETH W WELCH DR
061	003	001		NICHOLS DIANE C & ERIN L BETTS	MACALL REALTY TRUST	305 KENNETH W WELCH DR	LAKEVILLE	MA 02347	305 KENNETH W WELCH DR
061	003	001A		MJK HOLDINGS LLC		303 KENNETH W WELCH DR	LAKEVILLE	MA 02347	303 KENNETH W WELCH DR

CERTIFIED

To the best of my knowledge and with the present records on hand in the Assessor's Office, the abutters appear to be within 300' (three hundred feet) of the applicant.

61-2-3  
Map, Block, Lot of Applicant

5-10-19  
Date

*Norman [Signature]*

## Community Outreach Meeting Attestation Form

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

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

1. The Community Outreach Meeting was held on June 6, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 5/30/19 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 5/23/19 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 5/21/19 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

# PUBLIC NOTICE

## LEGAL NOTICE

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for **June 6, 2019 from 6:00-7:30pm EST** at the Lakeville Senior Center, 1 Dear Crossing, Lakeville, MA 02347. The marijuana cultivator and marijuana product manufacturer are proposed to be located at **310 Kenneth Welch Dr., Lakeville, MA 02347**. There will be an opportunity for the public to ask questions.

May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)



The LAKEVILLE ZONING BOARD OF APPEALS, acting in accordance with MASS GENERAL LAWS CHAPTER 40A, as amended, will conduct a public hearing on **TUESDAY, June 18, 2019, at 7:00 P.M.**, in the LAKEVILLE PUBLIC LIBRARY, 4 PRECINCT STREET, upon the petition of **Derek Maksy and Amy Simpson**. A Special Permit under 6.1.3 is requested to allow adjustments to the lot lines and frontages of **89 Crooked Lane and 1 Cedar Berry Lane**. This is in order to improve conformance to By-Law requirements. This is as provided by the Lakeville By-Laws.

Donald A. Foster, Chairman  
May 30, & June 6, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)



The Middleboro Conservation Commission will hold a hearing under M.G.L. c. 131, s. 40, the Wetlands Protection Act, to **raise an existing 3-bedroom and build a new 3-bedroom home with a paved driveway**. The existing septic system is proposed to be removed and replaced for **889 Plymouth Street, Map 35, Lot 4629** within the 100-foot buffer zone of a **Bordering Vegetated Wetlands**. Hearing has been requested by **William R. Logan, Trustee**. Hearing will be held **June 6, 2019 at 7:45 PM** in the Selectmen's Meeting Room, at the Town Hall, 10 Nickerson Avenue.

Steven Ventresca, Chairman  
Diane C. Stewart, 1st Vice Chairwoman  
Jacqueline Jones, 2nd Vice Chairwoman  
Peter Gately  
Adam Guaraldi  
John J. Medeiros  
Nancy Ockers  
May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)



## NOTICE OF HEARING

The Middleboro Zoning Board of Appeals will hold a public hearing on **Thursday, June 13, 2019 at 7:30 P.M.**, in the Selectmen's Room, Middleboro Town Hall, 10 Nickerson Avenue, Middleboro, MA to hear the petition of **John & Nancy Clement**, 45 Pine Street, Middle-

The LAKEVILLE ZONING BOARD OF APPEALS, acting in accordance with MASS GENERAL LAWS CHAPTER 40A, as amended, will conduct a public hearing on **TUESDAY, June 18, 2019, at 7:00 P.M.**, in the LAKEVILLE PUBLIC LIBRARY, 4 PRECINCT STREET, upon the petition of **David & Janet Peterson**. A Special Permit under 6.3.2 and 7.4 is requested to allow the construction of a 10' high fence that will be 90' and 16' long and 10' from Nelson Shore Road and Bedford Street, as provided by the Lakeville By-Laws. The site is located at **400 Bedford Street**.

Donald A. Foster, Chairman  
May 30, & June 6, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)



The Middleboro Conservation Commission will hold a hearing under M.G.L. c. 131, s. 40, the Wetlands Protection Act, to **remove and replace an existing failing septic system for 111 Tispaguin Street, Map 61, Lot 5079** within the 100-foot buffer zone of a **Bordering Vegetated Wetlands**. Hearing has been requested by **Roger Laurence & Lisa Noyes**. Hearing will be held **June 6, 2019 at 8:00 PM** in the Selectmen's Meeting Room, at the Town Hall, 10 Nickerson Avenue.

Steven Ventresca, Chairman  
Diane C. Stewart, 1st Vice Chairwoman  
Jacqueline Jones, 2nd Vice Chairwoman  
Peter Gately  
Adam Guaraldi  
John J. Medeiros  
Nancy Ockers  
May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)



## NOTICE OF HEARING

The Middleboro Zoning Board of Appeals will hold a public hearing on **Thursday, June 13, 2019 at 7:30 P.M.**, in the Selectmen's Room, Middleboro Town Hall, 10 Nickerson Avenue, Middleboro, MA to hear the petition of **Tracy Marzelli**, 192 North Main Street, Middleboro, MA 02346 relative to her request to allow for a special permit for a **24' x 72' sign for private parking for the Middleboro Library**, on the existing fence, located at **68 North Main Street**. The subject property is located at **68 North Main Street, Middleboro Assessor's Map 50P, lot 5497**. Anyone desiring to be heard on this matter should appear at the time and place designated.

Zoning Board of Appeals  
Darrin DeGrazia  
Dr. Edward Braun  
Dorothy Pulsifer  
Liz Elgoin  
Jack Haaley  
May 30, 2019 & June 6, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

Commonwealth of Massachusetts  
The Trial Court  
Probate and Family Court

The Middleboro Conservation Commission will hold a hearing under M.G.L. c. 131, s. 40, the Wetlands Protection Act, to make a **Determination of Applicability for Lot 1 Vernon Street, Map 37, Lot 667**. Requested by **Maroney Building & Contracting Inc.**. Hearing will be held on **June 6, 2019 at 7:15 pm** in the Town Hall, BOS Meeting Room, 10 Nickerson Ave.

Steven Ventresca, Chairman  
Diane C. Stewart, 1st Vice Chairwoman  
Jacqueline Jones, 2nd Vice Chairwoman  
Peter Gately  
Adam Guaraldi  
John J. Medeiros  
Nancy Ockers  
May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

## COMMONWEALTH OF MASSACHUSETTS LAND COURT DEPARTMENT OF THE TRIAL COURT (SEAL) Docket Number: 19 SM 02546

### ORDER OF NOTICE

TO: **Chan P. Keobounthanh aka Chan Pheng Keobounthanh aka Chan P. Keobounthanh** and to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. c. 50 §3901 (et seq), **Brighthouse Life Insurance Company** claiming to have an interest in a mortgage covering real property in Middleboro, numbered 26 Hillside Avenue, given by **Chan Pheng Keobounthanh aka Chan P. Keobounthanh** to **Citizens Bank of Massachusetts**, dated June 3, 2004, and recorded in the Plymouth County Registry of Deeds in Book 28517, Page 193, and now held by plaintiff by assignment, has/have filed with this court a complaint for determination of Defendant's/Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before July 8, 2019 or you may lose the opportunity to challenge the foreclosure on the ground of noncompliance with the Act.

Witness, Gordon H. Piper, Chief Justice of this Court on May 22, 2019  
Attest:  
Deborah J. Patterson  
Recorder

May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

## MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by **Joseph T. Kennon, Jr. to Option One Mortgage Corporation** dated October 27, 2006 and recorded with the Plymouth County Registry of Deeds, in Book 33755, Page 292, as assigned by Assignment of Mortgage dated April 26, 2010 and recorded with Plymouth County Registry of Deeds, Book 38554, Page 281, of which mortgage the undersigned is the present

The Middleboro Conservation Commission will hold a hearing under M.G.L. c. 131, s. 40, the Wetlands Protection Act, to construct a single family dwelling with associated well, septic system, grading, driveway and landscaping for **Lot 2 Vernon Street, Map 37, Lot 1431** within the 100-foot buffer zone of a **Bordering Vegetated Wetlands**. Hearing has been requested by **Maroney Building & Contracting, Inc.** Hearing will be held **June 6, 2019 at 7:30 PM** in the Selectmen's Meeting Room, at the Town Hall, 10 Nickerson Avenue.

Steven Ventresca, Chairman  
Diane C. Stewart, 1st Vice Chairwoman  
Jacqueline Jones, 2nd Vice Chairwoman  
Peter Gately  
Adam Guaraldi  
John J. Medeiros  
Nancy Ockers  
May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

## LEGAL ADVERTISEMENT



### MIDDLEBOROUGH PLANNING BOARD

Pursuant to MGL Ch. 41, Section 81, the Middleboro Planning Board will hold a public hearing **Tuesday, June 18, 2019, at 7:15 pm** in the Selectmen's Room at the Town Hall, 10 Nickerson Avenue, Middleboro, MA, relative to a request for the **Modification of the Definitive Subdivision Plan entitled "Wildflower Estates"** to (a) amend the contingency in the approval of the subdivision requiring the homeowners association to retain ownership of and responsibility for maintenance and repair of the retaining walls contained in Parcel E, (b) allow the conveyance of Parcel E by the homeowners association, and (c) allow the termination of the homeowners association.

**Property is located on Wildflower Lane.** The plan is dated May 13, 2005, revised through September 30, 2006 and was prepared by **Outback Engineering, Inc.**, Middleboro, MA. Said land consists of Assessor's Map 059, Lot 4217.

Full Plans are available in the Planning Department for public review. Anyone desiring to be heard on this subject should appear at the time and place designated.

**MIDDLEBOROUGH PLANNING BOARD**  
Adam M. Bond, Chairman  
John F. Healey, Clerk  
William B. Garceau  
Edward J. Medeiros  
Tracie Crap-McGee  
May 30 and June 6, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

## NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE

By virtue and in execution of the Power of Sale contained in a certain mortgage given by **Caroline J. Barry I/ka Caroline J. Bowles to Mortgage Electronic Registration Systems, Inc.**, as nominee for **Maverick Funding Corp.**, dated March 20, 2015 and recorded in the Plymouth County

## COMMONWEALTH OF MASSACHUSETTS LAND COURT DEPARTMENT OF THE TRIAL COURT (SEAL) 19 SM 002198

### ORDER OF NOTICE

TO: **Burns O. Bailey; Katherine F. Bailey** And to all persons entitled to the benefit of the Servicemembers Civil Relief Act, 50 U.S.C. App. § 3901 (et seq), **HSBC Bank USA, National Association as Trustee for Optimum Mortgage Acceptance Corporation, Asset-Backed Pass-Through Certificates, Series 2005-5** claiming to have an interest in a mortgage covering real property in Middleboro, numbered 8 Rice Street, given by **Burns O. Bailey and Katherine F. Bailey to Mortgage Electronic Registration Systems, Inc.** as nominee for **Optimum Financial Services, LLC**, dated August 26, 2005, and recorded in Plymouth County Registry of Deeds in Book 31220, Page 289, and now held by the plaintiff by assignment has/have filed with this court a complaint for determination of Defendant's/Defendants' Servicemembers status.

If you now are, or recently have been, in the active military service of the United States of America, then you may be entitled to the benefits of the Servicemembers Civil Relief Act. If you object to a foreclosure of the above-mentioned property on that basis, then you or your attorney must file a written appearance and answer in this court at Three Pemberton Square, Boston, MA 02108 on or before July 1, 2019 or you may lose the opportunity to challenge the foreclosure on the grounds of noncompliance with the Act.

Witness, Gordon H. Piper, Chief Justice of said Court on May 17, 2019.  
Attest:  
Deborah J. Patterson  
Recorder

May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

**NOTICE OF MORTGAGEE'S SALE OF REAL ESTATE** By virtue and in execution of the Power of Sale contained in a certain mortgage given by **James R. Howard to Mortgage Electronic Registration Systems, Inc.**, as nominee for **Radius Financial Group, Inc.** dated April 4, 2017, recorded at Plymouth County Registry of Deeds in Book 48278, Page 193, said mortgage was then assigned to **Freedom Mortgage Corporation** by virtue of an assignment dated June 14, 2018, and recorded in Book 50402, Page 338; of which mortgage the undersigned is the present holder for the purpose of foreclosing the same will be sold at **PUBLIC AUCTION at 12:00 PM on June 12, 2019, on the mortgaged premises. This property has the address of 9 Southwick Street, Middleboro, MA 02346.** The entire mortgaged premises, all and singular, the premises as described in said mortgage. The land in Middleboro, Plymouth County, Massachusetts with the buildings thereon, situated in the Northerly side of Southwick Street, bounded and described as follows: Beginning at a stake for a corner by the side of said Street, being also a corner of land formerly owned by **Maria P. Southwick**. Thence in line of land formerly owned by said **Maria P. Southwick**, North 38 1/4 degrees East 8 and 8/100 rods to a stake for a corner. Thence North 51 1/4 degrees West 2 and 70/100 rods to a stake for a corner. Thence 38 1/4 degrees West 8 and 8/100 rods to a stake for a corner by the side of said Southwick Street. Thence South 51 1/4 degrees East 3 and 70/100 rods to the bound first mentioned, containing thirty square rods, more or less, with the buildings thereon. Property address: **9 Southwick Street, Middleboro, MA.** For title reference see Deed re-

The land in Middleboro, Plymouth County, Massachusetts, with the buildings thereon, situated on the Northerly side of **Benson Street** containing 21.60 acres and shown on a plan drawn by **Westgate Associated** dated November 13, 1971 as **Parcel B** recorded with Plymouth County Registry of Deeds in Plan Book 16, Page 277, more particularly bounded and described as follows:

Beginning at the southwesterly corner of the described parcel at the southeasterly corner of land of **Joseph M. Hunt** at a point in the northerly sideline of **Benson Street** thence in line of land of said Hunt

**PUBLIC NOTICE** On May 10, 2019, **Steven J. Callahan** applied on FCC Form 314 to the **Federal Communications Commission** for consent to assign **FM Translator Station W259DD, Channel 259D, 99.7 MHz, Middleborough Center, Massachusetts, FCC Facility ID No. 200670, to MRP COMMUNICATIONS AND CONSULTING, LLC (the LLC).** The Translator rebroadcasts the programming of Radio Station **WVBF(AM)**, 1530 kHz, Middleborough Center, Massachusetts. The LLC is a Massachusetts Limited Liability Company. The LLC has one Member **Marc R. Pacheco**, who holds 100% of the equity, and who exercises 100% voting power. Mr. Pacheco is also the LLC's sole Manager. Persons who wish to advise the FCC of facts relating to the application and to whether its grant would serve the public interest may direct comments to: **Office of the Secretary, Federal Communications Commission, 445 Twelfth Street, Southwest, Washington, DC 20554.**

May 30, 2019  
The Middleboro Gazette Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

## LEGAL NOTICE MORTGAGEE'S SALE OF REAL ESTATE

By virtue of and in execution of the Power of Sale contained in a certain mortgage given by **William P. Moors and Patricia A. Moors to Washington Mutual Bank, FA**, dated January 7, 2004 and recorded in Plymouth County Registry of Deeds in Book 27367, Page 144 (the "Mortgage"), as assignment by a Land Court Judgment dated November 29, 2017, and recorded at said Registry of Deeds in Book 50034, Page 177, of which mortgage **Wilmington Trust, National Association**, not in its individual capacity, but solely as trustee of **MFRA Trust 2015-1** is the present holder by assignment from **Washington Mutual Bank to EMC Mortgage Corporation** dated August 20, 2008 recorded in Plymouth County Registry of Deeds in Book 36433, Page 156; assignment from **EMC Mortgage Corporation to Citibank, N.A.** as Trustee for **CMILT Asset Trust** dated June 12, 2008 recorded in Plymouth County Registry of Deeds in Book 41759, Page 246; assignment from **Citibank, N.A.** as Trustee for **CMILT Asset Trust to PennyMac Mortgage Investment Trust Holdings I, LLC** dated November 14, 2012 recorded in Plymouth County Registry of Deeds in Book 42497, Page 142; and assignment from **PennyMac Holdings, LLC I/ka PennyMac Mortgage Investment Trust Holdings I, LLC** to **Wilmington Trust, National Association**, not in its individual capacity, but solely as trustee of **MFRA Trust 2015-1** dated February 14, 2018 recorded in Plymouth County Registry of Deeds in Book 49559, Page 47, for breach of conditions of said mortgage and for the purpose of foreclosing the same, the mortgaged premises located at **64 Benson Street, Middleboro, MA 02346** will be sold at a **Public Auction at 10:00 AM on June 18, 2019, at the mortgaged premises**, more particularly described below, all and singular the premises described in said mortgage, to wit:

The land in Middleboro, Plymouth County, Massachusetts, with the buildings thereon, situated on the Northerly side of **Benson Street** containing 21.60 acres and shown on a plan drawn by **Westgate Associated** dated November 13, 1971 as **Parcel B** recorded with Plymouth County Registry of Deeds in Plan Book 16, Page 277, more particularly bounded and described as follows:

Beginning at the southwesterly corner of the described parcel at the southeasterly corner of land of **Joseph M. Hunt** at a point in the northerly sideline of **Benson Street** thence in line of land of said Hunt



**NOTICE OF COMMUNITY OUTREACH MEETING**

TO: City Clerk, Planning Board, and Contracting Authority for the Municipality, and Local Licensing Authority for the Adult-Use of Marijuana, if applicable

WHEN: June 6, 2019, 6:00-7:30pm EST

WHERE: Lakeville Senior Center, 1 Dear Crossing, Lakeville, MA 02347

In accordance with the provisions of the Cannabis Control Commission's final regulations (935 CMR 500.101), this meeting notice is to inform you that Northeast Alternatives, Inc. (NEA) intends to hold a community outreach meeting for purposes of addressing the following agenda items:

- i. A proposed Cultivator and Product Manufacturer Marijuana Establishment to be located at 310 Kenneth Welch Dr., Lakeville, MA 02347;
- ii. Information to demonstrate that the location will be maintained securely;
- iii. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
- iv. A plan by the Marijuana Establishment to positively impact the community;
- v. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law; and
- vi. Open Q & A

Rich H Rosier  
Northeast Alternatives, Inc.  
999 William S Canning Blvd  
Fall River, MA 02721-5600

# Attachment C

POSTAGE AND FEES PAID  
FIRST CLASS MAIL  
C2M LLC  
22202

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USPS CERTIFIED MAIL™



9207 1969 0071 2616 5250 2050 09

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SIGNATURE REQUIRED PER DMM 3.1.1

Lakeville Town of  
346 Bedford St  
Lakeville, MA 02347-2150

Accepted by  
RR  
05/20/2019



NOTICE OF RESCHEDULED COMMUNITY OUTREACH MEETING

**TO:** All Abutters Within 300 Feet of 310 Kenneth Welch Dr., Lakeville, MA 02347

**WHEN:** June 6, 2019, 6:00-7:30pm EST

**WHERE:** Lakeville Senior Center, 1 Dear Crossing, Lakeville, MA 02347

*In accordance with the provisions of the Cannabis Control Commission's final regulations (935 CMR 500.101), this meeting notice is to inform you that Northeast Alternatives, Inc. (NEA) intends to hold a community outreach meeting for purposes of addressing the following agenda items:*

- i. A proposed Cultivator & Product Manufacturer Marijuana Establishment to be located at 310 Kenneth Welch Dr., Lakeville, MA 02347;*
- ii. Information to demonstrate that the location will be maintained securely;*
- iii. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;*
- iv. A plan by the Marijuana Establishment to positively impact the community;*
- v. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law; and*
- vi. Open Q & A*

*We look forward to meeting you and answering any and all questions you may have.*

*Best,*

*Rich Rosier*

*Rich Rosier, CRO & CFO*

*Northeast Alternatives, Inc.*

Rich H Rosier  
Northeast Alternatives, Inc.  
999 William S Canning Blvd  
Fall River, MA 02721-5600

PRESORTED  
FIRST-CLASS MAIL  
POSTAGE AND FEES PAID  
C2M LLC  
22202

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**USPS CERTIFIED MAIL™**



**9207 1969 0071 2616 5250 2050 09**

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**SIGNATURE REQUIRED PER DMM 3.1.1**

Helen P Sawicki  
55 Rhode Island Rd  
Lakeville, MA 02347-1344



NOTICE OF RESCHEDULED COMMUNITY OUTREACH MEETING

**TO:** All Abutters Within 300 Feet of 310 Kenneth Welch Dr., Lakeville, MA 02347

**WHEN:** June 6, 2019, 6:00-7:30pm EST

**WHERE:** Lakeville Senior Center, 1 Dear Crossing, Lakeville, MA 02347

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- vi. Open Q & A*

*We look forward to meeting you and answering any and all questions you may have.*

*Best,*

*Rich Rosier*

*Rich Rosier, CRO & CFO*

*Northeast Alternatives, Inc.*

Rich H Rosier  
Northeast Alternatives, Inc.  
999 William S Canning Blvd  
Fall River, MA 02721-5600

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C2M LLC  
22202

---

**USPS CERTIFIED MAIL™**



**9207 1969 0071 2616 5250 2050 09**

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**SIGNATURE REQUIRED PER DMM 3.1.1**

MJK Holdings LLC  
303 Kenneth Welch Dr  
Lakeville, MA 02347-1373



NOTICE OF RESCHEDULED COMMUNITY OUTREACH MEETING

**TO:** All Abutters Within 300 Feet of 310 Kenneth Welch Dr., Lakeville, MA 02347

**WHEN:** June 6, 2019, 6:00-7:30pm EST

**WHERE:** Lakeville Senior Center, 1 Dear Crossing, Lakeville, MA 02347

*In accordance with the provisions of the Cannabis Control Commission's final regulations (935 CMR 500.101), this meeting notice is to inform you that Northeast Alternatives, Inc. (NEA) intends to hold a community outreach meeting for purposes of addressing the following agenda items:*

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- v. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law; and*
- vi. Open Q & A*

*We look forward to meeting you and answering any and all questions you may have.*

*Best,*

*Rich Rosier*

*Rich Rosier, CRO & CFO*

*Northeast Alternatives, Inc.*



**Order #104946702**

Order Date: May 20, 2019

Account: rrosierjr

**Order Total: \$77.00**

**Billing Address**

**Rich H Rosier**  
**Northeast Alternatives, Inc.**  
**999 William S Canning Blvd**  
**Fall River MA 02721-5600**  
**United States**  
**T: 508-561-6761**

**Payment Method**

**Credit Card**  
**Credit Card Type:**  
 MasterCard  
**Credit Card Number:**  
 XXXX-6728

 Complete
  In progress
  Attention

Job ID: 4596659

Requested Fulfillment Date: 5/21/2019

Product Information	Actual Fulfillment Date	Quantity	Subtotal	Status
<p><b>Certified Mail - Letter in a #10 Envelope</b>                      Product SKU: DA41-P</p> <p><i>Product Type: Certified Letter 8.5 X 11</i>  <i>Paper Type: White 24#</i>  <i>Print Color: Full Color</i>  <i>Print Options: Printing One Side</i>  <i>Mail Class: Cert. W/Electronic Return Receipt</i>  <i>Production Time: Next Day</i>  <i>Base Document Name: Lakeville Meeting Notice To Abutters I</i>  <i>Job Address List Name: Lakeville Abutters</i></p> <p>Production Cost for 10 Pieces:\$20.50                      Certified Mail Automated Letter w/ electronic rtn rcpt. Postage for 10 Pieces: \$56.50                      Postage for 0 Pieces: \$0.00                      Postage for 0 Pieces: \$0.00</p>		10	\$77.00	
			<b>Order Sub Total:</b>	\$77.00
			<b>Invoice Subtotal:</b>	\$77.00
			<b>Total Invoice:</b>	\$77.00



# **NORTHEAST ALTERNATIVES, INC. (NEA)**

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COMMUNITY OUTREACH MEETING FOR A  
PROPOSED ADULT-USE MARIJUANA ESTABLISHMENT

JUNE 6, 2019

# Who We Are

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NORTHEAST ALTERNATIVES, INC. (“**NEA**”) is committed to CULTIVATING, PRODUCING AND DISPENSING consistent, high-quality, tested adult use cannabis and cannabis products in the Commonwealth of Massachusetts.

NEA will CULTIVATE, PRODUCE AND DISPENSE a variety of cannabis strains, extractions, and Marijuana Infused Products (MIPs) in accordance with M.G.L. Ch. 94G and the Cannabis Control Commission’s (CCC) Regulations at 935 CMR 500.000 *et seq.*

NEA has assembled an experienced team of professionals with a diverse set of talents to operate Marijuana Cultivation, Marijuana Product Manufacturing, and Marijuana Retailing facilities.

# CHRIS HARKINS

CHIEF EXECUTIVE OFFICER (CEO)

---



CHRIS HARKINS has extensive experience in Real Estate Development and Private Equity. Chris has worked for over 20 years as the founder and CEO of a real estate development company serving the Southern New England markets. He was a founding principal in a private equity business with assets under management over 30 million dollars.

Chris has a diverse skill set and experience in sales, marketing, government relations, acquisitions, deal flow, quality assurance programs and debt, equity and mezzanine financing. In addition to formulating the overall business vision, values and leadership, his responsibilities will also include overseeing the acquisition of all real estate and directing the design, planning and construction of all facilities. In addition, he will work closely with the state and local governments to ensure a successful and orderly approval process as well as ongoing relationships and compliance. He has his undergraduate degree from University of Massachusetts.

# RICH ROSIER

CHIEF REVENUE OFFICER (CRO)

---



RICH ROSIER is both a former senior executive and successful entrepreneur. An expert in leadership, Rich has advised and coached global leaders and executive teams from a variety of industries and size of businesses to enhance their leadership effectiveness and overall business results. His leadership experience includes P&L responsibility for multiple business units as well as global sales and marketing functions.

Rich has partnered with thought leaders including Peter Drucker, Michael Porter, Jack Welch and Carla Harris to name a few. His areas of expertise include strategy, leading change, innovation and execution as well as identifying top talent and building high-performance cultures. He is the author of multiple books and articles including the Sloan Management Review article, "Leading in Unnerving Times" with Warren Bennis. He holds a BA in American History from the University of Michigan.

# KYLE BISHOP

CHIEF OPERATING OFFICER (COO)

---



KYLE BISHOP has over 17 years of cannabis operations experience. Kyle has managed a 140,000 SQ FT warehouse as well as hundreds of employees with as many as 20 direct reports. In addition, he has designed, built, furnished, and trained staff for the renown 200,000 SQ FT warehouse “The Mother Ship” at Native Roots from 2014-2017. While managing the facility, it was awarded one of the “Top 100 Best Workplaces” in CO in 2016 and 2017. He has achieved a perfect compliance track record in CO his entire career as well as a 100% track record producing ten's of thousands of pounds per year with zero violations on pesticides and microbial tests required by CO state law.

Kyle has won 15 Cannabis Awards including many High Times Cannabis Cups from 2010-2017 for both cultivation and extracts. He has consulted for many large companies on grow design, staffing strategies and successful management focusing on scalability. He graduated from Fort Lewis College in 2009 with a focus on Ethonobotany and Finance.

# ZAC COOPER

CHIEF PRODUCTION OFFICER (CPO)

---



ZAC COOPER is a distinguished leader within the cannabis industry with over 12 years of cannabis cultivation expertise. Zac has gained unparalleled experience from the ground up, managing small grow operations as a caregiver in 2005; to large scale commercial cultivation, managing 200,000 SQ FT with over 80 growers in 2014. Zac has overseen the successful cultivation of over 30,000 pounds of high quality cannabis flower in CO.

From 2014 to 2017, Zac served as Director of Operations for Native Roots' 200,000 SQ FT cultivation facility, excelling in the development and standardization of SOPs for cultivation, IPM, facilities operation, instrument use, and compliance. Native Roots was awarded numerous awards during this time for cultivation and extraction, including "Top 100 Best Workplaces" in CO two years in a row (2016-2017). He holds a BA in Psychology with a minor in Business.

# Marijuana Studies and Research

- In January 2017, the Colorado Department of Public Health and Environment released a comprehensive report on marijuana use patterns that found that **past-month marijuana use by adolescents in Colorado has not changed since adult use marijuana legalization** either in terms of the number of adolescents using or frequency of use among and that **past-month use among Colorado adolescents is nearly identical to the national average.** <sup>1</sup>
- According to U.S. Department of Health and Human Services' 2016 National Survey on Drug Use and Health, **the percentage of adolescent marijuana users decreased after states like Colorado and Washington began to legalize adult use marijuana in 2014.** <sup>2</sup>
- According to a report on marijuana legalization published by the Colorado Department of Public Safety in March 2016, **property and violent crime rates were lower in 2014 compared to years prior to adult use marijuana legalization.** <sup>3</sup>
- A study published in the *American Journal of Public Health* in August 2017 found that, three years after adult use marijuana legalization, **motor vehicles crash fatality rates for Washington and Colorado did not increase compared to states without adult use marijuana legalization.** <sup>4</sup>
- According to a study published in *Real Estate Economics* in September 2017, after Colorado legalized adult use marijuana sales in 2014, **single family residences in the city of Denver that are close to an adult use marijuana establishment increased in value by approximately 8% compared to houses that are located slightly farther away.** <sup>5</sup>

# Cannabis Control Commission (CCC)

## Adult-Use Marijuana Establishment Application Process

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On April 15, 2018, the CCC began accepting applications for all adult use marijuana establishment license types from certified Registered Marijuana Dispensary (RMD) or Economic Empowerment Priority Applicants.

On May 1, 2018, the CCC began accepting applications for adult use cultivation, microbusiness, craft cooperative licenses from non-Priority applicants.

On June 1, 2018, the CCC began accepting applications for adult use retail, product manufacturer and transport licenses from non-Priority applicants.

All applicants must submit: (1) an Application of Intent packet; (2) a Background Check packet; and (3) a Management and Operations Profile packet as part of the license application process with the CCC.



# Cannabis Control Commission (CCC)

## Adult-Use Marijuana Establishment Application Process (Cont.)

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As part of the Application of Intent submission, applicants are required to conduct a community outreach meeting within six months prior to the application submission.

Once a complete application is submitted, the CCC will grant or deny a provisional license within 90 days.

The provisional licensee's architectural plans must then be approved by the CCC to enable the applicant to begin construction or renovation of the facility.

The CCC will then conduct a series of on-site inspections before issuing the applicant a final license to operate.



# The Proposed Marijuana Establishment Facility

---

NEA proposes to locate a Marijuana Cultivation and Product Manufacturing facility at 310 Kenneth Welch Dr., Lakeville, MA 02347.

This address meets the Town of Lakeville's adult-use marijuana zoning laws.

In accordance with the CCC's regulations set forth in 935 CMR 500.110(3), the property is not located within 500 feet of a public or private school providing education to children in kindergarten or grades 1 through 12.



# The Marijuana Establishment Facility (Cont.)

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- Within the facility, NEA will allocate the following SQ FT to its operations:
  - 90,000 SQ FT to Cultivation & Product Manufacturing
- NEA will apply for all state and local permits and approvals required to operate a Marijuana Cultivation and Product Manufacturing at the property, and will also work cooperatively with various municipal departments to ensure that the proposed facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation and security.



# Cultivation AND/OR Product Manufacturing

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- NEA's marijuana and marijuana products will be tested by a licensed Independent Testing Laboratory for cannabinoid content and biological and chemical contaminants prior to sale.
- The environmental media (soils, solid growing media and water) used for cultivation will also be tested for contaminants by an independent testing lab.
- NEA will also satisfy the minimum energy efficiency and equipment standards established by the CCC to reduce energy and water usage and mitigate environmental impacts.
- NEA's edible marijuana products will be prepared, handled and stored in accordance with *Good Manufacturing Practices for Food* and requirements for food handlers, including on food-grade stainless steel tables, and packaged in a secure area.
- All marijuana flower, concentrates, extracts and edible products will be packaged and labeled in compliance with the CCC's strict regulations.

# Security



- NEA will contract with a professional security and alarm company to design, implement and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.
- NEA's state-of-the-art security system will consist of a perimeter on all exit and entry points and perimeter windows, as well as duress, panic, or hold-up alarms connected to local law enforcement for efficient notification and response in the event of a security threat.
- The system will also include a failure notification system that immediately alerts the executive management team if a system failure occurs.
- A back-up alarm system or alternate safeguards will be installed to ensure continuous operation of the security system.
- Interior and exterior HD video surveillance in all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Town of Lakeville Police Department. These surveillance cameras will remain operational even in the event of a power outage.

# Security

(Cont.)

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- The exterior of the facility and the surrounding area will be sufficiently lit and foliage will be minimized to ensure clear visibility of the area at all times.
- Only NEA's registered agents and other lawful visitors (e.g. contractors, vendors) will be authorized to access the facility, and a visitor log will be maintained in perpetuity.
- All agents and visitors will be required to visibly display an ID badge, and NEA will maintain a current list of individuals with access.
- On-site consumption of marijuana will be prohibited.
- NEA will have security personnel on-site during business hours and non-business hours.

# Preventing Diversion to Minors

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- NEA's trained dispensary agents (not relevant at this facility) ensure that only consumers 21 years of age or older with a verified and valid, government-issued photo ID will be permitted to enter the dispensary and purchase adult use marijuana.
- In the event NEA discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated and the CCC will be promptly notified.
- NEA will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to, or portray minors under 21 years of age.
- NEA will not manufacture or sell any edible products that resemble a realistic or fictional human, animal, or fruit, including artistic, caricature, or cartoon renderings.
- Any marketing, advertising and branding materials for public viewing will include a warning stating **“For use only by adults 21 years of age or older. Keep out of the reach of children.”**
- NEA's website will require all online visitors to verify they are 21 years of age or older prior to accessing the website.
- NEA will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors.

# Plan to Avoid Creating a Nuisance to the Community

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- All litter and waste will be properly disposed of to minimize the development of odor and the potential for attracting pests.
- NEA will not use radios or loud speaker equipment for the advertising of marijuana.
- No marijuana or marijuana products will be clearly visible to a person from the exterior of NEA's facility or delivery vehicles.
- NEA will not engage in any advertising or marketing practices using public or private vehicles or public transportation venues.
- NEA will not install any neon or illuminated signage that does not comply with local ordinances or is illuminated more than 30 minutes before sundown until closing.
- NEA will comply with all reasonable special permit conditions required by the City of Fall River and will work diligently and in good faith to address any reasonable nuisance concerns brought to its attention by members of the community.
- No consumption of marijuana or marijuana products will occur on NEA's premises by customers, patients, employees or visitors.
- To the extent reasonably practicable, NEA will pre-package its retail products, as well as use carbon filtration and other air ventilation procedures to minimize potential odors.

# Benefits to the Town of Lakeville, MA

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NEA looks forward to working cooperatively with Town of Lakeville, MA to ensure that NEA operates as a responsible, contributing member of the Town of Lakeville. NEA anticipates establishing a mutually beneficial relationship with the Town of Lakeville in exchange for permitting NEA to site and operate in Lakeville. Lakeville stands to benefit in various ways, including but not limited to the following:

- **JOBS.** NEA's facility at 310 Kenneth Welch Dr. will add at least 99 full-time jobs, in addition to hiring qualified, local contractors and vendors (over \$16.8M).
- **MONETARY BENEFITS.** A Host Community Agreement with significant monetary donations will provide Lakeville with additional financial benefits beyond local property taxes to support any programs, services or organizations.
- **ACCESS TO QUALITY PRODUCT.** NEA will allow qualified consumers in the Commonwealth to have access to consistent, high-quality marijuana and marijuana products that are regulated and tested for cannabinoid content and contaminants.
- **CONTROL.** In addition to the CCC, the Lakeville Police Department and other municipal departments will have oversight over NEA's security systems and processes.
- **RESPONSIBILITY.** NEA is comprised of experienced professionals who have been thoroughly background checked and scrutinized by the CCC.



# Question and Answer Period

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WE ENCOURAGE MEMBERS OF THE COMMUNITY TO ASK  
QUESTIONS AND RECEIVE ANSWERS FROM NEA'S  
REPRESENTATIVES.

RECEIVED  
MAY 28 2019  
SELECTMEN'S OFFICE

Attachment C



NOTICE OF RESCHEDULED COMMUNITY OUTREACH MEETING

TO: All Abutters Within 300 Feet of 310 Kenneth Welch Dr., Lakeville, MA 02347

WHEN: June 6, 2019, 6:00-7:30pm EST

WHERE: Lakeville Senior Center, 1 Dear Crossing, Lakeville, MA 02347

In accordance with the provisions of the Cannabis Control Commission's final regulations (935 CMR 500.101), this meeting notice is to inform you that Northeast Alternatives, Inc. (NEA) intends to hold a community outreach meeting for purposes of addressing the following agenda items:

- i. A proposed Cultivator & Product Manufacturer Marijuana Establishment to be located at 310 Kenneth Welch Dr., Lakeville, MA 02347;
- ii. Information to demonstrate that the location will be maintained securely;
- iii. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
- iv. A plan by the Marijuana Establishment to positively impact the community;
- v. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law; and
- vi. Open Q & A

We look forward to meeting you and answering any and all questions you may have.

Best,

Rich Rosier

Rich Rosier, CRO & CFO

Northeast Alternatives, Inc.

## Northeast Alternatives Plan for Positive Impact 2021

### Overview

Northeast Alternatives, Inc. (“NEA”) is dedicated to promoting equity in its operations for disproportionately harmed people, which the Cannabis Control Commission has identified as the following;

1. Past of present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact. Note that some disproportionately impacted geographic locations are cities or towns, and others are neighborhoods identified by census tracts. The designation of these areas will be re-evaluated periodically.
2. Commission-designated Certified Economic Empowerment Priority recipients;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions.

To support such populations, NEA has created the following Plan for Positive Impact (the “Plan”) and has identified and created goals, programs, and measurements throughout NEA’s operations.

### Goals

For NEA to promote equity for the above-listed groups in its operations, NEA has established the following equity-focused goals:

1. 30% of NEA employed individuals will reside in areas of disproportionate impact.
2. 5% of NEA employed individuals will have past drug convictions or whose parents or spouses have drug convictions.
3. Provide educational programs and walk-throughs for 5 social equity program participants.

### Programs

NEA has developed specific programs to effectuate its stated goal above to promote equity for the above listed groups in its operations, including the following:

1. Participate in (4) career fairs (if appropriate depending on COVID-19) in Taunton, Mansfield, Fall River, and New Bedford;
2. Advertise employment opportunities (as they become available) in local publications, job boards and other on-line media for Taunton, Mansfield, Fall River, and New Bedford;

3. HR works in partnership with all hiring managers to ensure that all open positions have a candidate pool that represents the above-listed groups and that unconscious bias does not enter into the selection of new hires;
4. HR distributes internal workplace memos encouraging current employees to recommend individuals falling into the above-listed groups to apply for open positions at NEA; and
5. HR offers an educational program and walk-throughs for social equity participants to help them learn to overcome operational hurdles they will likely face.

### Measurements

The HR Director will administer this Plan and will be responsible for developing and tracking measurable outcomes to ensure NEA meets its commitments. Such measurable outcomes, in accordance with NEA's goals and programs described above, include:

1. The number and location of any career fairs that NEA participates in, or hosts, including documentation of all resumes received as a result of such career fairs;
2. The number of employment opportunities and individuals hired that derived from advertisements in local publications, job boards or other on-line media, including documentation of all resumes received as a result of such advertisements; and
3. The number of individuals falling into the above-listed groups that are hired and retained for a period of at least six months as a result of any of the program items or new innovative items that we implement which are currently not captured in the Plan.
4. Conduct the educational program and walk-throughs for social equity participants.

Upon the Commission's approval of the Plan, NEA will utilize the proposed measurements to track its Plan and will account for demonstrating proof of progress of the Plan upon yearly renewal of the license. The HR Director will review and evaluate NEA's measurable outcomes no less than twice annually to ensure that NEA is meeting its commitments. NEA will submit a demonstration of the Plan's progress, successes and opportunities to the Commission upon renewal of licenses.

### Acknowledgements

1. Northeast Alternatives 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.
2. Any action taken, or programs instituted by Northeast Alternatives will not violate the Commission's regulations with respect to limitations on ownership or control of other applicable State Laws.



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$35.00

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 180)

Identification Number: 001251472

**ARTICLE I**

The exact name of the corporation is:

NORTHEAST ALTERNATIVES, INC.

**ARTICLE II**

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

THE CORPORATION IS ORGANIZED AND AT ALL TIMES SHALL BE OPERATED EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, CIVIC, RELIGIOUS, LITERARY, OR EDUCATIONAL PURPOSES PURSUANT TO MGL CHAPTER 180 § 4.

**ARTICLE III**

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

MAY BE SET FORTH IN THE BY-LAWS.

**ARTICLE IV**

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

*(If there are no provisions state "NONE")*

THE CORPORATION IS ORGANIZED SOLELY FOR THE FURTHERANCE OF ITS NONPROFIT PURPOSES. THE NET EARNINGS OF THE NONPROFIT SHALL NOT INURE TO THE BENEFIT OF ITS DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSON OR BE DISTRIBUTABLE THERETO; HOWEVER, REASONABLE COMPENSATION MAY BE PAID, AT THE AUTHORITY OF THE CORPORATION, FOR SERVICES RENDERED AND PAYMENTS AND DISTRIBUTIONS MAY BE EXECUTED IN FURTHERANCE OF THE NONPROFIT PURPOSES OF THE CORPORATION. IN ACCORDANCE WITH THE STATUTES OF THE COMMONWEALTH OF MASSACHUSETTS, THE BOARD OF DIRECTORS SHALL DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSE OF THE CORPORATION, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, IN THE EVENT OF THE DISSOLUTION OF THE CORPORATION, AS THE BOARD OF DIRECTORS SHALL DETERMINED. THE CORPORATION'S OFFICERS AND DIRECTORS SHALL NOT BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR A BREACH OF FIDUCIARY DUTY, OR ARISING

NG THEREOF, AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. HOWEVER, TO THE EXTENT THAT APPLICABLE LAW IMPOSES LIABILITY, THE FOREGOING SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR A BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS MEMBERS, (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF THE LAW, OR (III) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. TO THE EXTENT LEGALLY PERMISSIBLE, THE CORPORATION SHALL INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED—AT ANY TIME—AS AN OFFICER OR DIRECTOR OF THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES WITHOUT LIMITATION, WHICH SHALL INCLUDE, INTER ALIA, COUNSEL FEES, JUDGMENTS, FINES, EXCISE TAXES, PENALTIES AND SETTLEMENT PAYMENTS, REASONABLY INCURRED BY OR IMPOSED UPON SUCH PERSON IN CONNECTION WITH ANY THREATENED, PENDING OR COMPLETED ACTION, SUIT OR PROCEEDING IN WHICH HE OR SHE MAY BECOME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY. HOWEVER, NO INDEMNIFICATION WILL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER IN WHICH THE INDIVIDUAL SHALL HAVE BEEN FINALLY ADJUDICATED TO HAVE NOT ACTED IN GOOD FAITH WITH THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION IN ANY PROCEEDING. FURTHER, A MAJORITY VOTE OF A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING SHALL APPROVE ANY COMPROMISE OR SETTLEMENT PAYMENT THERETO. THE INDEMNIFICATION HEREUNDER PROVIDED WILL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS, AND ADMINISTRATORS OR OTHER INDIVIDUALS ENTITLED TO INDEMNIFICATION. UNDER THE AUTHORITY OF THIS ARTICLE, THE RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO—NOT EXCLUSIVE OF—ALL OTHER RIGHTS TO WHICH ANY INDIVIDUAL MAY BE ENTITLED. AS BETWEEN THE CORPORATION AND ITS INDEMNIFIED OFFICERS AND DIRECTORS, THIS ARTICLE CONSTITUTES A CONTRACT. AMENDMENTS TO OR REPEALS OF THE PROVISIONS OF THIS ARTICLE THAT ADVERSELY AFFECT THE RIGHTS OF AN INDEMNIFIED OFFICER OR DIRECTOR SHALL NOT APPLY TO ANY SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS THAT OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL.

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

#### ARTICLE V

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

#### ARTICLE VI

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

#### ARTICLE VII

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

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

No. and Street: 881 E 2ND STREET

#16

City or Town:

BOSTON

State: MA

Zip: 02127

Country: USA

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

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address</b> (no PO Box) Address, City or Town, State, Zip Code	<b>Expiration of Term</b>
PRESIDENT	CHRISTOPHER HARKINS	115 BAYSIDE AVE. PORTSMOUTH, RI 02871 USA 115 BAYSIDE AVE. PORTSMOUTH, RI 02871 USA	Until successors are duly elected and qualified
TREASURER	JEFFREY JOHNSON	881 E 2ND STREET #16 BOSTON, MA 02127 USA 881 E 2ND STREET #16 BOSTON, MA 02127 USA	Until successors are duly elected and qualified
CLERK	JEFFREY JOHNSON	881 E 2ND STREET #16 BOSTON, MA 02127 USA 881 E 2ND STREET #16 BOSTON, MA 02127 USA	Until successors are duly elected and qualified
DIRECTOR	ANDY PELOQUIN	38 GELINAS AVE. NORTHBRIDGE, MA 01534 USA 38 GELINAS AVE. NORTHBRIDGE, MA 01534 USA	Until successors are duly elected and qualified
DIRECTOR	CHRISTOPHER HARKINS	115 BAYSIDE AVE. PORTSMOUTH, RI 02871 USA 115 BAYSIDE AVE. PORTSMOUTH, RI 02871 USA	Until successors are duly elected and qualified
DIRECTOR	JEFFREY JOHNSON	881 E 2ND STREET #16 BOSTON, MA 02127 USA 881 E 2ND STREET #16 BOSTON, MA 02127 USA	Until successors are duly elected and qualified
DIRECTOR	JOHN HENRY	34 VINICEK AVE. MIDDLETOWN, RI 02842 USA 34 VINICEK AVE. MIDDLETOWN, RI 02842 USA	Until successors are duly elected and qualified
DIRECTOR	JARED MEEHAN	81 HILL ROAD THOMPSON, CT 06277 USA 81 HILL ROAD THOMPSON, CT 06277 USA	Until successors are duly elected and qualified

**c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:**  
December

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

Name: BRANDON KURTZMAN, ESQ.  
 No. and Street: 109 STATE STREET  
SUITE 404  
 City or Town: BOSTON State: MA Zip: 02109 Country: USA

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

**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as**

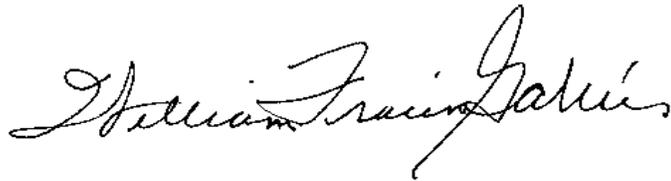
**incorporator(s) this 13 Day of December, 2016.** *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

VICENTE SEDERBERG, LLC 109 STATE STREET, SUITE 404 BOSTON, MA 02109 BRANDON KU  
RTZMAN, ESQ. - ATTORNEY FOR NORTHEAST ALTERNATIVES, INC.

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:

December 13, 2016 11:01 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*



**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

Special Filing Instructions

**Certificate of Change of Directors or Officers of Non-Profit Corporations**  
 (General Laws, Chapter 180, Section 6D)

**Identification Number:** 001251472

I, JEFFREY JOHNSON  Clerk  Assistant Clerk ,

of NORTHEAST ALTERNATIVES, INC.

having a principal office at: 999 WILLIAM S. CANNING BOULEVARD FALL RIVER , MA 02721 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	CHRISTOPHER HARKINS	115 BAYSIDE AVE. PORTSMOUTH, RI 02871 USA	Until successors are duly elected and qualified
TREASURER	JEFFREY JOHNSON	881 E 2ND STREET #16 BOSTON, MA 02127 USA	Until successors are duly elected and qualified
CFO	RICHARD H ROSIER JR	12 BEN KIDDER LANE BEDFORD, MA 01730 USA	At Will
COO	KYLE BISHOP	115 WASHINGTON ST NEWPORT, RI 02840 USA	At Will
CPO	ZAC COOPER	24 EAST BOWERY ST. NEWPORT, RI 02840 USA	At Will
CLERK	JEFFREY JOHNSON	881 E 2ND STREET #16 BOSTON, MA 02127 USA	Until successors are duly elected and qualified
DIRECTOR	ANDY PELOQUIN	38 GELINAS AVE. NORTHBRIDGE, MA 01534 USA	Until successors are duly elected and qualified
DIRECTOR	CHRISTOPHER HARKINS	115 BAYSIDE AVE. PORTSMOUTH, RI 02871 USA	Until successors are duly elected and qualified
DIRECTOR	JEFFREY JOHNSON	881 E 2ND STREET #16 BOSTON, MA 02127 USA	Until successors are duly elected and qualified
DIRECTOR	JARED MEEHAN	81 HILL ROAD THOMPSON, CT 06277 USA	Until successors are duly elected and qualified

**SIGNED UNDER THE PENALTIES OF PERJURY, this 1 Day of August, 2018,**  
JEFFREY JOHNSON , Signature of Applicant.

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All Rights Reserved

**AMENDED BY-LAWS OF NORTHEAST ALTERNATIVES, INC.**  
**A MASSACHUSETTS NON-PROFIT CORPORATION**

**ARTICLE I: General**

Section 1. Name and Purposes. The name of the Corporation is Northeast Alternatives, Inc. The purpose of the Corporation shall be as set forth in the Corporation's Articles of Organization as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the "*Articles of Organization*"). As permitted by law, the Corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a non-profit corporation formed under Chapter 180 of the General Laws of Massachusetts ("*Chapter 180*"). The Corporation shall at all times operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Corporation is used solely in furtherance of its non-profit purpose.

Section 2. Articles of Organization. These Bylaws (these "*Bylaws*"), the powers of the Corporation and its Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to the provisions in regard thereto that may be set forth in the Articles of Organization. In the event of any conflict or inconsistency between the Articles of Organization and these Bylaws, the Articles of Organization shall control.

Section 3. Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word "Massachusetts" and the year of its incorporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on December 31 of each year, unless otherwise determined by the Board of Directors.

Section 5. Location of Offices of Corporation. The principal office of the Corporation shall be 999 William S. Canning Blvd. Fall River, MA 02721. The Board of Directors may approve a change of the location of the principal office in the Commonwealth of Massachusetts effective upon the filing of a certificate indicating the new location with the Office of the Secretary of State of the Commonwealth of Massachusetts. The Corporation may establish and maintain offices in such other locations, within and outside of the Commonwealth of Massachusetts, as the Board of Directors may determine.

**ARTICLE II:Members**

Section 1. Identity of Initial Members. The initial members of the Corporation shall be Christopher Harkins and Jeffrey Johnson (hereinafter referred to herein as the "*Original Members*"). In the event an Original Member dies or becomes incapacitated and, at that time, the legal representative of the estate of the Original Member shall be vested with exclusive authority to appoint a substitute Member, subject to such terms and conditions, including terms and conditions with respect to voting rights, as such legal representative may determine to be appropriate at the time of such appointment.

Section 2. Additional and Substitute Members. The Original Members may increase the number of members of the Corporation and may appoint additional members and substitute members on such terms and conditions, including terms and conditions related to voting rights, as the Original Members may from time to time determine (“*Additional Members*”). Rights conferred upon an Additional Member by the Original Members, including voting rights, need not be uniform for all Additional Members. As used in these Bylaws, the term “*Member(s)*” shall refer only to the Original Members (including their substitute Member described in Section 1 of this Article), unless and until the Original Members act to designate one or more Additional Members as specified in these Bylaws, at which time the term “*Member(s)*” shall refer to the Original Members and the Additional Members collectively.

Section 3. Tenure. Unless a different term is designated at the time an Additional Member is admitted by the Original Members, for so long as a Member continues to comply with the qualifications, rules and regulations applicable to Membership as shall be established from time to time by the Members, each such Member shall continue to be a Member in good standing until such Member dies, resigns, withdraws, dissolves, becomes incapacitated or disqualified.

Section 4. Resignation. Any Member may resign by delivering a written resignation to the President or Clerk of the Corporation, to the Board of Directors, or to the principal office of the Corporation. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective; *provided, however,* that the non-resigning Members may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Member in his, her, or its resignation.

Section 5. Annual Meeting. The annual meeting of the Members shall be held on such day and at such hour as may be named in the notice of such meeting designated by the Members. In the event that the annual meeting is not held on such date, a special meeting in lieu thereof may be held with all of the force and effect of an annual meeting.

Section 6. Special Meetings. Special meetings of the Members may be called by the Members, the President or by a majority of the Directors, and shall be noticed by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer.

Section 7. Notice. A written notice of the date, place, and hour of all meetings stating the purposes of the meeting shall be given by the Clerk (or by any other officer) at least seven calendar (7) days before the meeting to the Members. The Members may waive notice either before or after a meeting.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting and without notice if the Members consent to the action in writing and the written consent is filed with the records of the meetings of the Members. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. Action at Meetings; Proxy Voting Not Permitted. Except as otherwise provided by law, the Articles of Organization or these Bylaws, at all meetings of the Members, a unanimous vote of the Members then in office shall constitute a transaction of business, and the unanimous vote of the Members shall be the act of the Members. A Member may adjourn any meeting to

another time, date and place. Each Member shall be entitled to one (1) vote on any matter that comes before the Members. There shall be no voting by proxy.

Section 10. Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, Members may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

Section 11. Powers of the Members. In addition to and without limiting the powers, rights and privileges the Members shall have that are afforded to “members” of a Corporation organized under Chapter 180, the Articles of Organization, these Bylaws and other applicable law, the actions and powers of the Corporation listed below shall be reserved exclusively to the Members:

- (a) Amend or amend and restate the Articles of Organization;
- (b) Adopt, amend or repeal these Bylaws;
- (c) Appointment, removal or suspension of any Director of the Corporation;
- (d) Change in the number of members of the Board of Directors of the Corporation;
- (e) Approval of any sale or other disposition of all, or substantially all, of the assets or operations of the Corporation;
- (f) Approval of any merger or consolidation of the Corporation;
- (g) Approval of any plan of dissolution of the Corporation, or other action related to dissolution or liquidation of the Corporation; and
- (h) Appointment, suspension or removal of a Member of the Corporation; and
- (i) Authorize the Corporation to enter into any agreement to do any of the foregoing.

Section 12. For any action requiring a vote of the Members under these Bylaws, in the event of a tie vote, the matter shall be resolved by a vote of the Board of Directors. In such case, a majority vote of the disinterested Directors shall function as a vote of the Members under these Bylaws.

### **ARTICLE III: Directors**

Section 1. Enumeration; Qualifications. The Corporation shall have a Board of Directors that shall serve as the governing body of the Corporation and shall have all the powers and duties of a board of directors under Massachusetts law, subject to Section 11 of Article II and Section 6 of this Article. The Board of Directors shall consist of such number of Directors as shall be determined initially by the incorporator, and thereafter by the Members (but not less than the

minimum number required by law). Directors shall possess such qualifications as may be determined by the Members.

Section 2. Election of Directors; Term of Office. Directors shall be elected by the Members at an annual meeting of the Members or at any special meeting held in lieu thereof by the affirmative vote of the Members or by unanimous written consent of the Members. Subject to other provisions of these Bylaws, unless the Members specify a different term at the time of election or appointment, each Director shall, subject to these Bylaws, serve until the next annual meeting of the Members, or special meeting held in lieu thereof, and until his or her successor is duly elected and qualified, or until he or she sooner dies, becomes incapacitated, resigns, is removed or becomes disqualified.

Section 3. Vacancies. Any vacancy at any time existing in the Board of Directors (including any newly created seats on the Board) may be filled by the Members at any meeting of the Members or by unanimous written consent of the Members. Unless the Members specify a different term at the time of election or appointment, each successor Director shall hold office for the remainder of his or her predecessor's unexpired term and until his or her successor is duly elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 4. Resignation. Any Director may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation. Such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however,* that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning Director in his or her resignation.

Section 5. Removal. A Director may be removed from office, with or without cause, by an affirmative vote of the majority of the Members. A Director may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon. For the purpose of this Section "Cause" shall mean if any director: (1) fails to qualify as a dispensary agent as determined by the Massachusetts Department of Public Health ("DPH"); (2) is found unsuitable or unqualified to sit as director of a registered marijuana dispensary as determined by DPH pursuant to written notice to the Non-profit; or (3) engages in any negligent, reckless, or intentional action or inaction that causes substantial financial or reputational injury to the Non-profit, or jeopardizes the Non-profit's ability to receive or renew a marijuana dispensary registration, as determined in a written opinion of the Non-profit's legal counsel.

Section 6. Powers. The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Corporation, and at all times may exercise on behalf of the Corporation all lawful powers, rights and privileges of the Corporation under Chapter 180 and any other applicable law, except those powers reserved to the Members by law, the Articles of Organization or these Bylaws. The Board of Directors, in its discretion, may from time to time establish committees, appoint individuals to serve as members of any such committee, define or limit the powers and duties of any such committee, and thereafter may disband the same. The Board of Directors may delegate its powers, or a portion thereof, to committees that

either consist solely of Directors or give voting power only to Directors on any such committee, except that the Board of Directors may not delegate the powers specified in Section 55 of Chapter 156B of the Massachusetts General Laws or other actions under Massachusetts law that require action by the Board of Directors including, without limitation, the Board may not delegate the power to:

- (a) Change the location of the principal office of the Corporation;
- (b) Adopt, amend or repeal these Bylaws;
- (c) Change the number of Directors;
- (d) Appoint, elect, suspend or remove Directors or officers;
- (e) Amend or amend and restate the Articles of Organization;
- (f) Authorize any sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation;
- (g) Authorize any merger or consolidation of the Corporation; or
- (h) Authorize the dissolution of the Corporation.

Subject to these Bylaws and applicable law, the Board of Directors may authorize officers, attorneys or agents of the Corporation to act on its behalf subject to such limitations as the Board of Directors determines.

Section 7. Compensation of Directors. Directors as such shall not receive any salaries for their services on the Board of Directors, but Directors shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such services. The Corporation may reimburse Directors for reasonable expenses incurred in the performance of their duties to the Corporation as approved by the Board of Directors. A Director, solely because of being a member of the Board of Directors, shall not be precluded from serving the Corporation in any other capacity and receiving reasonable compensation for any such other service.

#### **ARTICLE IV: Meetings of the Board of Directors**

Section 1. Place. Meetings of the Board of Directors shall be held at such place within or outside of Massachusetts as may be determined by the Board and identified in the notice of any such meeting.

Section 2. Regular and Special Meetings. Regular meetings of the Board of Directors may be held at such hour as may be determined by the Board and identified in the notice of such meeting. Special meetings of the Board may be called by the Members, the President or by a majority of the Directors, and shall be noticed by the President or the Clerk, or in the case of the death, absence, incapacity or refusal of the President or the Clerk, by the Members or any other officer.

Section 3. Notice. Unless otherwise required by law, the Articles of Organization or these Bylaws, notice of each meeting of the Board of Directors shall be given, not later than two (2)

business days before the meeting is scheduled to commence, by the President or the Clerk (or the Members or other officer as set forth in Section 1 above) and each such notice shall state the place, date and time of the meeting. Notice of each meeting may be delivered to a Director by hand or given to a Director orally (either by telephone or in person) or mailed, sent by electronic mail or sent by facsimile transmission to a Director at his residence or usual place of business. If mailed, the notice shall be deemed given when deposited in the United States mail, postage prepaid; if sent by electronic mail, the notice shall be deemed given when directed to an electronic mail address at which the Director has consented to receive notice; and if sent by facsimile transmission, the notice shall be deemed given when transmitted with transmission confirmed. Notice of any meeting need not be given to any Director who shall submit, either before or after the time stated therein, a signed waiver of notice or who shall attend the meeting, other than for the express purpose of objecting at the beginning thereof to the transaction of any business because the meeting is not lawfully called or convened. Notice of an adjourned meeting, including the place, date and time of the new meeting, shall be given to all Directors not present at the time of the adjournment, and also to the other Directors unless the place, date and time of the new meeting are announced at the meeting at the time at which the adjournment is taken.

Section 4. Quorum; Action at Meetings; Proxy Voting Not Permitted. Except as otherwise provided by law, the Articles of Organization or these Bylaws, at all meetings of the Board of Directors, a majority of the total number of Directors then in office shall constitute a quorum and the vote of a majority of the Directors present and voting at a meeting when a quorum is present shall be the act of the Board. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time, date and place. Each Director shall be entitled to one (1) vote on any matter that comes before the Board of Directors. There shall be no voting by proxy.

Section 5. Action by Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting and without notice if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6. Presence through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors or any committee thereof may participate in a meeting by means of a conference telephone or similar communications equipment so that all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

## **ARTICLE V: Officers and Agents**

Section 1. Enumeration. The officers of the Corporation shall be a President, a Treasurer, a Clerk, and such other officers, if any, as the Board of Directors may from time to time determine. The Corporation may also have such agents, if any, as the Board of Directors may appoint from time to time and each shall have such powers as may be designated from time to time by the Board of Directors.

Section 2. Term of Office. Subject to other provisions of these Bylaws, unless the Board of Directors indicate a different term at the time of election or appointment, officers of the Corporation shall serve at the pleasure of the Board of Directors, and until their respective successors are elected and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 3. Qualifications. An officer of the Corporation may but need not be a Director of the Corporation. Any two (2) or more offices may be held by the same person. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the Corporation has a resident agent appointed for the purpose of service of process. Any officer may be required by the Directors to give bond for the faithful performance of his or her duties to the Corporation in such amount and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the Corporation. Officers shall meet such other qualifications as the Board of Directors may determine from time to time.

Section 4. Vacancies. Any vacancy at any time existing in any office of the Corporation may be filled by the Directors at any meeting of the Board of Directors and such successor shall serve at the at the pleasure of the Board of Directors, and until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

Section 5. Resignation. Any officer or agent may resign by delivering his or her written resignation to the Corporation at its principal office, to any meeting of the Board of Directors, or to the President or Clerk of the Corporation, and such resignation shall be effective upon receipt (unless it is specified to be effective at some other time or upon the happening of some other event) and the acceptance thereof shall not be necessary to make it effective unless it so states; *provided, however,* that the Board of Directors may act to accept such resignation immediately or at any other time sooner than the time specified by such resigning officer in his or her resignation.

Section 6. Removal. The Board of Directors may remove any officer, with or without cause, by the affirmative vote of not less than a majority of the total number of Directors then in office at any regular meeting or special meeting of the Board of Directors. An officer may be removed for cause only after reasonable notice and opportunity to be heard prior to action thereon. Each agent appointed by the Board shall retain his or her authority at the pleasure of the Board of Directors and each agent so appointed may be removed, with or without cause, at any time by the Board of Directors.

Section 7. President. The President shall be the chief executive officer of the Corporation and as such shall have charge of the affairs of the Corporation subject to the supervision of the Board of Directors. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the President or such other persons as may be authorized from time to time by the Board of Directors. The President shall also have such other powers and duties as customarily belong to the office of the chief executive or as may be designated from time to time by the Board of Directors. The President shall be responsible for the administration of the Corporation in all its activities subject to such policies as may be adopted and such orders as may be issued

by the Board of Directors from time to time, or by any committees of the Board to which the authority for such action has been specifically delegated.

Section 8. Treasurer. The Treasurer shall have such powers and duties as customarily belong to the office of Treasurer or as may be designated from time to time by the Board of Directors. The Treasurer shall have the power to endorse for deposit or collection all notes, checks, drafts and similar documents that are payable to the Corporation or its order, provided that the Treasurer shall not deposit any funds of the Corporation in any banking institution unless such institution has been designated as a depository by a vote of the majority of the members of the Board of Directors, exclusive of any Director who is an officer or Director of the depository so designated. Subject to limitations that the Board of Directors may approve generally or in any specific instance, all checks drawn on bank accounts of the Corporation may be signed on its behalf by the Treasurer or such other persons as may be authorized from time to time by the Board of Directors.

Section 9. Clerk. The Clerk shall record all proceedings of the Members and the Board of Directors in a book or books to be kept therefor and shall have custody of the seal of the Corporation. If the Clerk is absent from any meeting of the Board of Directors, a temporary Clerk shall be chosen at the meeting who shall keep a true record of the proceedings thereof.

Section 10. Additional Powers and Duties. Each officer shall, subject to these Bylaws and to any applicable provisions of law and the Articles of Organization, have, in addition to the duties specifically set forth in these Bylaws, such duties and powers as are customarily incident to such officer's office and such additional duties and powers as the President or the Directors may from time to time designate.

Section 11. Compensation of Agents and Employees. The Corporation may pay compensation in reasonable amounts to its officers, agents and employees for services rendered, such amount to be fixed by the Board of Directors, or, if the Board of Directors delegate power to any officer or officers, then by such officer or officers; *provided, however*, any such officer or officers authorized by the Board of Directors to fix compensation may not be authorized to fix his or her own compensation. The Directors may require officers, agents or employees to give security for the faithful performance of their duties.

## **ARTICLE VI:        Inspection of Records**

Books, accounts, documents and records of the Corporation shall be open to inspection by any Director for any proper purpose during the usual hours of business. The original, or attested copies, of the Articles of Organization, these Bylaws and records of all meetings and actions of the Members, the Board of Directors and its committees, and records which shall contain the names of all Directors and their record addresses, shall be kept in the Commonwealth of Massachusetts at the principal office of the Corporation, or at an office of the Clerk, attorney of record or the resident agent, if any, of the Corporation.

## **ARTICLE VII: Execution of Instruments; Evidence of Authority**

Section 1. Checks, Notes, Drafts and Other Instruments. Unless the Board of Directors shall otherwise generally or in any specific instance authorize: (i) all checks, notes, drafts, and other instruments for the payment of money drawn or endorsed in the name of the Corporation shall be signed by the President or the Treasurer of the Corporation or such other officers and/or agents as shall be authorized to do so from time to time by the Board of Directors; and (ii) contracts, leases, transfers, conveyances, deeds, notes, bonds and all other written instruments shall be signed in the name and on behalf of the Corporation by the President or the Treasurer of the Corporation or such other officers and/or agents as shall be authorized to do so from time to time by the Board of Directors, and such person or persons so signing such instrument may also seal, acknowledge, and deliver the same. Any instrument purporting to affect an interest in real estate, executed in the name of the Corporation, shall be executed by any two (2) officers of the Corporation, at least one of whom shall be the President or the Treasurer of the Corporation and shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 2. Evidence of Authority. A certificate executed by the Clerk, an assistant clerk or a temporary clerk as to any action taken by the Board of Directors, or any officer or representative of the Corporation shall, as to all persons who rely thereon in good faith, be conclusive evidence of such action.

## **ARTICLE VIII: Conflict of Interest; Transactions with Interested Parties**

Section 1. Conflict of Interest Policy. All Directors, officers and other persons in a position of significant authority designated by the Board of Directors or the President of the Corporation shall adhere to such policies on conflicts of interest as may be adopted from time to time by the Directors and the Members.

Section 2. Transactions with Interested Parties. Nothing shall prevent the Corporation from entering into any contract or transaction between the Corporation and one or more of its Member(s), Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Member(s), Directors or officers are directors or officers, or have a financial interest. In addition, no contract or transaction between the Corporation and one or more of its Member(s), Directors or officers, or between the Corporation and any other corporation, limited liability company, partnership, association, or other organization in which one or more of the Corporation's Member(s), Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Members, Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction or solely because the votes of such Members, Director or officer are counted for such purpose, if:

- (a) The material facts as to his, her or its relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee

authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

- (b) The material facts as to his, her or its relationship or interest and as to the contract or transaction are disclosed or are known to the Members (provided that the Member is disinterested), and the contract or transaction is specifically approved by vote of the Members; or
- (c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the Members.

#### **ARTICLE IX: Personal Liability; Indemnification**

Section 1. Personal Liability. The Members, Directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 2. Indemnification. The Corporation shall, to the fullest extent legally permissible, indemnify each Indemnified Person (as defined below) against all liabilities and losses, including amounts paid in satisfaction of judgments, in compromise or as fines, penalties, excise taxes, court costs, witness fees, and Costs and Expenses (as defined below) incurred by, or imposed upon, the Indemnified Person in connection with or arising out of the defense or disposition of any Proceeding (as defined below) in which the Indemnified Person is or may become involved or with which the Indemnified Person may be threatened, while in office or thereafter, as a party, witness or otherwise, by reason of his or her being or having been an Indemnified Person.

Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by an Indemnified Person, pursuant to a consent decree or otherwise, no indemnification for said payment shall be provided unless such compromise and indemnification therefor shall be approved:

- (a) By a majority vote of a quorum consisting of disinterested Directors;
- (b) If such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested Directors then in office;
- (c) By the Members if they are disinterested;
- (d) If there are not two or more disinterested Directors in office, then by a majority of the Directors then in office, provided they have obtained a written finding by Independent Legal Counsel (as defined below) appointed by a majority of the Directors to the effect that, based upon a

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reasonable investigation of the relevant facts as described in such opinion, the Indemnified Person appears to have acted in good faith and in the reasonable belief that the Indemnified Person's actions were in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to a Related Entity, in the best interests of the Related Entity (and, if the Related Entity is an employee benefit plan, in the best interests of the participants or beneficiaries of such plan)); and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 would use under similar circumstances; or

- (e) By a court of competent jurisdiction.

Costs and Expenses incurred by an Indemnified Person in connection with the defense or disposition of any Proceeding shall be paid promptly by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Indemnified Person to repay the amounts so paid by the Corporation if it is ultimately determined that indemnification for such Costs and Expenses is not authorized by law or under this Article. Such undertaking shall be accepted without reference to the financial ability of such Indemnified Person to make repayment.

If both the Corporation and the Indemnified Person are parties to a Proceeding (other than a claim, action or suit by or in the right of the Corporation to procure a judgment in its favor), counsel representing the Corporation therein also may represent such Indemnified Person (unless such dual representation would involve such counsel in an actual or potential conflict of interest in violation of applicable principles of professional ethics), and the Corporation shall pay all Costs and Expenses of such counsel incurred during the period of dual representation.

The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any rights to indemnification to which such Indemnified Person or other corporate personnel may be entitled by contract, by vote of the Board of Directors or otherwise under law.

Section 3. Definitions. As used in this Article, the terms:

- (a) “*Costs and Expenses*” means all reasonable costs and expenses incurred by an Indemnified Person in investigating, defending or appealing any Proceeding, including attorneys’, accountants’, experts’ and other professional fees and disbursements; reasonable compensation for time spent by the Indemnified Person on behalf of the Corporation during which he or she is not otherwise compensated by the Corporation or a third party; any premium, security for, and other costs relating to any costs or other appeal bond or its equivalent, whether such Proceeding is of a civil, criminal, arbitrational, administrative or investigative nature, whether formal or informal, including an action by or in the name of the Corporation. Costs and Expenses shall include all reasonable costs and expenses incurred by an Indemnified Person, including attorneys’,

accountants', experts' and other professional fees and disbursements, in connection with successfully establishing his or her right to indemnification, in whole or in part, hereunder.

- (b) “*Indemnified Person*” means each person who:
- (i) Shall be, or at any time shall have been, a Member, a Director or officer of the Corporation, or
  - (ii) At the request of the Corporation, shall serve, or at any time shall have served, as an incorporator, director, trustee, officer, employee, agent, member, manager or in any other capacity with respect to any Related Entity, or
  - (iii) The Board of Directors by vote shall designate, who shall be, or at any time shall have been, an employee or agent of the Corporation or who shall serve, or at any time shall have served, at the request of the Corporation, in any capacity with respect to any Related Entity.
- (c) “*Proceeding*” means any threatened, pending or completed claim, action, suit or proceeding or any alternative dispute resolution mechanism (including an action by or in the right of the Corporation or an affiliate of the Corporation) or any formal or informal inquiry, hearing or investigation, whether conducted by the Corporation or an affiliate of the Corporation or any other party, and any other action that an Indemnified Person in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, arbitrational, administrative, investigative or other, including any appeal relating to any of the foregoing.
- (d) “*Related Entity*” means any corporation, limited liability company, partnership, joint venture, trust or other entity or enterprise in which the Corporation is in any way interested in, or as to which an Indemnified Person is serving or shall have served at the Corporation’s request or on its behalf, as a director, officer, partner, employee, agent, fiduciary, member, manager or representative including, but not limited to, any employee benefit plan or any corporation of which the Corporation or any Related Entity is, directly or indirectly, a stockholder, member, limited or general partner, beneficiary or creditor.
- (e) “*Independent Legal Counsel*” means a law firm, or a member of a law firm, that is experienced in matters of corporation law and neither presently is, nor in the previous five (5) years has been retained to represent: (A) the Corporation or the Indemnified Person in any other matter material to either party, or (B) any other party to the threatened, pending or completed proceeding or action giving rise to the claim for

indemnification hereunder. Notwithstanding the foregoing, the term “Independent Legal Counsel” shall not include any person who, under the applicable standards of professional conduct then prevailing, would have a conflict of interest in representing either the Corporation or the Indemnified Person in a proceeding or action to determine the Corporation’s obligations or such Indemnified Person’s rights hereunder.

- (f) “Person,” “director,” “officer,” “employee,” “agent” and “Indemnified Person” shall include their respective heirs, executors and administrators, and an “interested” director, officer, employee or agent is one against whom in such capacity the Proceedings in question or other Proceedings on the same or similar grounds is then pending.

Section 4. Enforceability. It is the intention of the Corporation that the obligations of the Corporation, and the rights and benefits of Indemnified Persons shall vest upon the date of adoption of these Bylaws. It is the further intention of the Corporation to provide for indemnification in all cases under all circumstances where to do so would not violate applicable law (and notwithstanding any limitations permitted, but not required by statute or common law) and the terms and provisions of this Article shall be interpreted and construed consistent with that intention. Nonetheless, if any term or provision of this Article, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder of this Article, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision of this Article shall be held valid and be enforced to the fullest extent permitted by law. Any amendment, alteration or repeal of this Article or Chapter 180 that adversely affects any right of an Indemnified Person (or his or her respective heirs, executors and administrators), shall be prospective only and shall not limit or eliminate any such right with respect to any Proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to any such amendment, alteration or repeal.

Section 5. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or her in such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify or advance expenses to him or her against such liability.

## **ARTICLE X: Advisory Boards or Committees**

The Board of Directors may determine to establish one or more advisory boards or committees to further the goals of the Corporation. Advisory boards or committees may be constituted of persons who are not Directors, but have an interest and willingness to advance the purposes of the Corporation. Any advisory board or committee may be discontinued by the Board of Directors at any time. An advisory board or committee shall be required to make at least annual reports to the Board of Directors.

**ARTICLE XI: Nondiscrimination Policy**

Persons of all races, religions, genders, sexual orientations and national origins shall be entitled to all the rights and privileges generally made available by the Corporation through the activities and programs that it conducts, and the Corporation shall not discriminate on the basis of race, religion, gender, sexual orientation, national origin or disability.

**ARTICLE XII: Amendments**

These Bylaws may be altered, amended or repealed, in whole or in part, solely by the Members.

**ARTICLE XIII: Policies**

The Members may adopt policies that shall be incorporated into these Bylaws. The following policies have been adopted and incorporated herein:

- Appendix 1: Conflict of Interest Policy
- Appendix 2: Whistleblower Policy
- Appendix 3: Document Retention and Destruction Policy
- Appendix 4: Compensation Setting Policy
- Appendix 5: Comprehensive Information Security Policy
- Appendix 6: Antitrust Policy

## Appendix 1

### NORTHEAST ALTERNATIVES, INC. CONFLICT OF INTEREST POLICIES AND PROCEDURES

#### I. PURPOSE

NORTHEAST ALTERNATIVES INC. (the “Corporation”) must be aware of and diligently address and manage all conflicts of interest and appearances of any conflicts of interest in order to protect the best interest of the Corporation when it is contemplating entering a transaction that might benefit the private interest of directors, members, officers or the executive management team. The Board of Directors shall follow the procedures set forth herein to address and evaluate conflicts of interest to determine whether it is in the best interest of the Corporation to enter into the proposed transaction and, if so, to ensure that the terms of the transaction are fair and reasonable.

#### II. DEFINITIONS

An *Insider* is a member, director or officer of the Corporation or a person on the executive management team.

An *Interest* means any material financial interest, direct or indirect, including, but not limited to, a sale, loan or exchange with the Corporation whereby the Insider would derive a material financial benefit, but shall not include compensation in the form of salary, such compensation being governed by the Compensation Setting Policy.

A *Managerial Position* is a member, director, officer, executive, trustee, or other managerial role in an entity other than the Corporation or a person who has significant influence over the management or operating policies of an entity other than the Corporation.

*Transaction* means any transaction, agreement, or arrangement with the Corporation.

A *Conflict of Interest* is present when an Insider, or an immediate family member of an Insider, has an Interest in a Transaction or is in a Managerial Position with an entity involved in a Transaction.

*Disinterested Directors* are the members of the Board of Directors of the Corporation that do not have a Conflict of Interest.

#### III. PROCEDURES

##### 1. Duty to Disclose

Promptly upon learning of the proposed Transaction, each Insider that has a Conflict of Interest shall promptly disclose to the Board of Directors the existence of the Conflict of Interest and all material facts regarding their Interest in the Transaction, including relevant Managerial Positions. Such disclosure shall be made prior to the Board of

Directors taking any action on the Transaction or substantially discussing the Transaction. In the event that the Insider is unsure as to whether a Conflict of Interest exists, the Insider shall disclose the circumstances to the Disinterested Directors, who shall determine whether there exists a Conflict of Interest that is subject to this policy.

## 2. No Participation

An Insider who has a Conflict of Interest shall not take part in any negotiations regarding the Transaction and shall not participate in or be permitted to attend the Board's or any committee's discussion of the matter except to disclose material facts and to respond to any questions regarding the Insider's Conflict of Interest. The Insider with the Conflict of Interest shall not exert his or her personal influence or lobby the Board of Directors with respect to the matter, either at or outside the meeting, and shall not vote on the Transaction. An Insider who is a member of the Board of Directors may be counted in determining the presence of a quorum at such meeting, however, the interested Directors may not be present during any discussion or vote on the Transaction.

## 3. Due Diligence

The Disinterested Directors shall hold a meeting to determine if the Transaction is fair, reasonable and in the best interest of the Corporation by conducting due diligence on the Transaction. Such due diligence may include any or all of the following:

- Reviewing all relevant documents relating to the Transaction;
- Discussing the purpose, benefits, advantages and disadvantages of the Transaction;
- Reviewing similar agreements and transactions to compare the relevant terms to the Transaction;
- Discussing and considering alternatives to the Transaction;
- Obtaining opinions or guidance from relevant industry third-party professionals regarding the fairness of the Transaction and the industry standards and terms for similar transactions;
- Consulting with the Corporation's legal counsel to discuss the terms and legal implications of the Transaction;
- Obtaining an independent legal opinion that the Transaction is fair, in the best interest of the Corporation and in compliance with applicable laws and regulations; and
- Proposing modification to the terms of the Transaction if the Disinterested

Directors concluded that the proposed terms of the Transaction are not fair, reasonable and in the best interest of the Corporation, as presented.

#### 4. Approval

After exercising its due diligence, the Disinterested Directors, shall determine whether the Transaction is fair, reasonable and in the best interest of the Corporation. The Transaction can be approved by a majority vote of the Disinterested Directors present at a meeting for which a quorum is present. The Transaction must be approved by more than one Disinterested Director.

#### 5. Record of Proceedings

The minutes of any meeting of the Board of Directors held pursuant to this policy shall contain:

- the names of all persons present at the meeting;
- details of the Transaction;
- the name of each Insider who disclosed or was otherwise determined to have a Conflict of Interest;
- the nature of the Conflict of Interest;
- the names of the Directors who participated in the discussion regarding the Transaction and the names of the Directors who were excluded from discussions of the Transaction;
- the information considered and discussed by the Board in exercising its due diligence regarding the Transaction;
- the Directors who voted on the Transaction, and the Directors who were excluded from voting;
- the result of the vote;
- if the Board rejected the Transaction, the reasons for the rejection and any proposed modifications to the Transaction;
- if the Board approved the Transaction, the reasons why the Board determined that the Transaction is fair and in the best interest of the Corporation; and
- copies of the Transaction agreements and all related documents thereto.

### IV. VIOLATIONS

If the Board of Directors has reasonable cause to believe that an Insider has failed to disclose a Conflict of Interest, it shall inform such Insider of the basis for this belief and afford the Insider an opportunity to explain the alleged failure to disclose. If, after hearing the Insider's

response and making further investigation as warranted by the circumstances, the Board of Directors determines that the Insider has failed to disclose a Conflict of Interest, the Board of Directors shall take appropriate disciplinary and corrective action.

**V. REVIEW**

To ensure that the Corporation operates in a manner consistent with its mission, the Board of Directors shall periodically review this policy. The review shall consider the level of compliance with the policy, the continuing suitability of the policy, and whether the policy should be modified and improved. A copy of this policy shall be distributed to each Insider for their review and compliance hereto.

\* \* \* \*

## Appendix 2

### NORTHEAST ALTERNATIVES, INC. WHISTLEBLOWER POLICY

#### I. EXPECTATION

Northeast Alternatives, Inc. (the “*Corporation*”) expects directors, officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

#### II. OPEN DOOR POLICY

If any director, officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another director, officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to directors, the relevant individual is the president of the board of directors or any other director. With respect to officers and employees, the relevant individual is the Chief Executive Officer, if there is one in office, and if not, any member of the board. In the event the director, officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a board member or the Chief Executive Officer, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

#### III. REQUIREMENT OF INVESTIGATION

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the Chief Executive Officer and/or board member shall open an investigation into the matter and pursue it to resolution. Should the Chief Executive Officer or board member find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

#### IV. CONFIDENTIALITY

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

#### V. PROTECTION FROM RETALIATORY ACTION

Neither the Corporation nor its directors, officers, or employees may take any negative employment or other retaliatory action against any director, officer or employee who in good faith reports a violation of a law or regulatory requirement. A director, officer, or employee who retaliates against someone who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

## VI. GENERAL POLICY

This general policy is not a contract and it may be rescinded or amended at any time by the Corporation. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

## Appendix 3

### NORTHEAST ALTERNATIVES, INC. DOCUMENT RETENTION AND DESTRUCTION POLICY

#### I. RETENTION POLICY

Northeast Alternatives, Inc. (the “*Corporation*”) takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Corporation may be required to keep in the future, and may include records that the Corporation is not required to keep.

From time to time, the Corporation may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

<b>File Category</b>	<b>Item</b>	<b>Retention Period</b>
<b>Corporate Records</b>	<i>Bylaws and Articles of Organization</i>	Permanent
	<i>Board resolutions</i>	Permanent
	<i>Board and committee meeting agendas and minutes</i>	Permanent
	<i>Conflict-of-interest disclosure forms</i>	4 years
<b>Finance and Administration</b>	<i>Financial statements (audited)</i>	7 years
	<i>Auditor management letters</i>	7 years
	<i>Payroll records</i>	7 years
	<i>Check register and checks</i>	7 years
	<i>Bank deposits and statements</i>	7 years
	<i>Chart of accounts</i>	7 years
	<i>General ledgers and journals (includes bank reconciliations)</i>	7 years
	<i>Investment performance reports</i>	7 years
	<i>Equipment files and maintenance records</i>	7 years after disposition
	<i>Contracts and agreements</i>	7 years after all obligations end
	<i>Correspondence — general</i>	3 years
<b>Insurance</b>	<i>Policies — occurrence type</i>	Permanent

<b>Records</b>	<i>Policies — claims-made type</i>	Permanent
	<i>Accident reports</i>	7 years
	<i>Safety (OSHA) reports</i>	7 years
	<i>Claims (after settlement)</i>	7 years
	<i>Group disability records</i>	7 years after end of benefits
<b>Real Estate</b>	<i>Deeds</i>	Permanent
	<i>Leases (expired)</i>	7 years after all obligations end
	<i>Mortgages, security agreements</i>	7 years after all obligations end
<b>Tax</b>	<i>IRS Tax returns and related correspondence</i>	Permanent
	<i>IRS Form 1120s</i>	7 years
	<i>State Tax returns</i>	7 years
<b>Human Resources</b>	<i>Employee personnel files</i>	Permanent
	<i>Retirement plan benefits (plan descriptions, plan documents)</i>	Permanent
	<i>Employee handbooks</i>	Permanent
	<i>Workers comp claims (after settlement)</i>	7 years
	<i>Employee orientation and training materials</i>	7 years after use ends
	<i>Employment applications</i>	3 years
	<i>IRS Form I-9 (store separate from personnel file)</i>	Greater of 1 year after end of service, or three years
	<i>Withholding tax statements</i>	7 years
	<i>Timecards</i>	3 years
<b>Technology</b>	<i>Software licenses and support agreements</i>	7 years after all obligations end

## II. ELECTRONIC DOCUMENTS AND RECORDS

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the

message should be printed in hard copy and kept in the appropriate file or moved to an “archive” computer file folder. Backup and recovery methods should be tested on a regular basis.

### III. EMERGENCY PLANNING

The Corporation’s records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Corporation operating in an emergency will, if possible, be duplicated or backed up at least weekly and maintained off-site.

### IV. DOCUMENT DESTRUCTION

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding.

Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

### V. COMPLIANCE

The Corporation’s will periodically review these procedures with legal counsel or Corporation’s certified public accountant to ensure that they are in compliance with new or revised regulations.

## Appendix 4

### NORTHEAST ALTERNATIVES, INC. COMPENSATION SETTING POLICY

#### I. INTRODUCTION

This policy codifies the procedures by which the board of directors of Northeast Alternatives, Inc. (the “*Corporation*”) sets the compensation of directors, top management officials, officers and key employees (“Executive Compensation”). These procedures are designed to comply with the “safe harbor” requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

#### II. POLICY

The board of directors shall oversee the setting of Executive Compensation and shall (1) determine compensation of all directors, top management officials, officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis. In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

#### III. Guidelines

Compensation determinations made by the directors will be made in accordance with the following guidelines:

- i. In setting and determining the reasonableness of Executive Compensation, the board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.
- ii. Board directors involved in setting and approving Executive Compensation, as well as any third parties providing professional advice to the board of directors in connection with setting and approving Executive Compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Board directors shall have no conflict of interest for these purposes if they (a) will not economically benefit from the compensation arrangement, (b) are not family members of a person who will economically benefit, (c) have no material financial interest affected by the compensation arrangement, and (d) are not family members of a person who has a material financial interest affected by the compensation arrangement.
- iii. Timely and accurate minutes of all final actions by the board regarding the setting and approval of Executive Compensation will be recorded and held with board records. Such minutes will include (a) the terms of the approved compensation arrangement and the date approved, (b) a list of the directors present during discussion, showing those who approved the arrangement, those who rejected it

and those who recused themselves due to conflicts of interest, (c) the comparability data relied upon and how such data was obtained, and (d) the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

## Appendix 5

### NORTHEAST ALTERNATIVES, INC. COMPREHENSIVE INFORMATION SECURITY POLICY

#### I. OBJECTIVE

It is the objective of Northeast Alternatives, Inc. (the “*Corporation*”) in the development and implementation of this comprehensive information security program (“CISP”) to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, “personal information” means an individual’s first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (a) Social Security number; (b) driver's license number or state-issued identification card number; or (c) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual’s financial account; provided, however, that “personal information” shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. The Corporation generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public, and all such information is subject to this CISP.

#### II. PURPOSE

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

#### III. DATA SECURITY COORDINATOR

The Corporation appoints the Treasurer to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;
- Regular testing of the CISP’s safeguards;
- Evaluating the ability of each of the Corporation’s third party service providers to implement and maintain appropriate security measures for the personal information to which the Corporation permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;
- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in the Corporation’s business practices that may implicate the security or integrity of records containing personal information; and

- Conducting an annual training session for all directors, officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

#### IV. HANDLING PERSONAL INFORMATION

##### A. Paper Records.

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with the Corporation's document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When the Corporation receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper employment records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the Chief Executive Officer.

##### B. Electronically Held Records.

The Corporation requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols. The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;
- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;
- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;
- Restricting access to active users and active user accounts only; and
- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and

- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access that is reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. The Corporation will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. The Corporation shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

#### C. Vendors.

Pursuant to 105 CMR 725.200, information held by the Non-Profit about dispensary agents, qualifying patients, and personal caregivers is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties. Only upon receipt of written consent of the individual to whom the confidential information applies will the Non-Profit share personal and financial information with its vendors. The Non-Profit requires each of their vendors to send written evidence, signed by an authorized person, confirming that they follow a confidentiality plan that fully complies with 105 CMR 725.200 and 201 CMR 17.00.

## V. TRAINING

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

## VI. PERSONS SEPARATING FROM THE CORPORATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

## VII. SECURITY BREACH AND NOTIFICATION

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Data Security Coordinator when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A “security breach” is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud. A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Data Security Coordinator is informed of a security breach, she will (1) notify the individual whose information was compromised, and (2) notify the Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of the security program;
- A phone number to call for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and
- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident;
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. The Corporation will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by the responsible parties up to and including suspension or termination.

Documentation. The Corporation shall document all responsive actions taken in connection with any incident involving a security breach.

## VIII. CONFIDENTIALITY

Notwithstanding anything to the contrary contained herein, information held by the Non-Profit about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the Department may access this information to carry out official duties.

## Appendix 6

### NORTHEAST ALTERNATIVES, INC. ANTITRUST POLICY

It is the policy of Northeast Alternatives, Inc. the (“*Corporation*”) to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical use of marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation’s activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the Corporation’s patients, and to prevent diversion for non-medical purposes, directors, officers and employees shall not discuss with competitors the following: increasing, decreasing, or stabilizing prices for medical marijuana or related products and services; and establishing market monopolies for products or services.

Furthermore, directors, officers, and employees shall not engage in any actions in the context of the Corporation’s activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Any questions regarding antitrust issues and the Corporation’s activities shall be directed to the President, if any, and referred to counsel if deemed necessary.

Pursuant to 105 CMR 725.100(A)(2), no executive, member, director or any entity owned or controlled by such executive, member or director may directly or indirectly control more than three (3) registered marijuana dispensaries in the Commonwealth of Massachusetts.

I, Christopher Harkins, President of the Board Directors, attest that these Amended Bylaws with the incorporated Appendices were adopted by Northeast Alternatives, Inc. on March 17, 2017, by a duly authorized vote of the Members.

*Chris Harkins*

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Christopher Harkins  
President of the Board of Directors  
Northeast Alternatives, Inc.



mass.gov/dor

## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



NORTHEAST ALTERNATIVES, INC.  
881 E 2ND ST UNIT 16  
BOSTON MA 02127-2469

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

The Commissioner of Revenue certifies that, as of the date of this certificate, NORTHEAST ALTERNATIVES, 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..

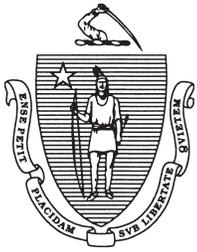
### *Visit us online!*

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

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

Edward W. Coyle, Jr., Chief  
Collections Bureau

000032



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: July 28, 2021

To Whom It May Concern :

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

**NORTHEAST ALTERNATIVES, INC.**

is a domestic corporation organized on **October 01, 2019** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in cursive script, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 21070615020

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

Processed by: mas

Northeast Alternatives, Inc.  
**Business Plan**  
**2019-2024**

**Prepared by: NEA Leadership Team**

**NON-DISCLOSURE AND CONFIDENTIALITY AGREEMENT**

The undersigned (the "Recipient"), hereby agrees that all financial and other information contained within this business plan ("Confidential Information"): (a) is proprietary to Northeast Alternatives, Inc. (the "Company"); (b) shall be treated as strictly confidential by Recipient; and (c) shall not be disclosed by Recipient to any other individual or entity without prior written consent of the Company. Recipient further agrees that the Confidential Information shall remain the exclusive property of the Company and shall be returned to the Company promptly upon the Company's request, together with all copies made thereof. Recipient acknowledges that no remedy of law may be adequate to compensate the Company for a violation hereof and Recipient hereby agrees that in addition to any other legal or other rights that may be available to the Company in the event of a breach hereunder, the Company shall be entitled to seek equitable relief to enforce the provisions hereof in any court of competent jurisdiction.

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## I. Executive Summary

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Northeast Alternatives, Inc. (henceforth referred to as the “Company” or “NEA”) was formed in 2016 with a mission to offer the highest quality medical marijuana (MMJ) to Certified Patients and Caregivers in Massachusetts through state and locally approved Registered Marijuana Dispensaries (RMD). On April 24, 2018 NEA received a Final Certificate of Registration from Massachusetts Department of Public Health (DPH) for an RMD in the city of Fall River and opened for patient sales on June 30, 2018. In May 2018, NEA was accepted and registered as a priority applicant with the Cannabis Control Commission (CCC), additionally NEA successfully negotiated a second Host Community Agreement and letter of non-opposition from the City of Fall River for recreational marijuana Cultivating, Manufacturing and Retailing. This paved the way for NEA to submit one of the first completed applications for licensure to the CCC for recreational Marijuana Cultivation, Manufacturing and Retailing. NEA was granted the seventh provisional license from the CCC for adult use on August 24, 2018 and we received our final license on December 17, 2018. NEA opened its doors for the adult-use market on January 20, 2018 making it the seventh business to reach this milestone in MA.

The Company is currently cultivating and manufacturing products in its new state-of-the-art Cultivating, Processing and Retail Center located at 999 William S. Canning Boulevard, Fall River, MA 02721. NEA, has secured an official HCA with the Town of Lakeville. NEA will lease up to 48,500 (97,000 with two-tier mobile rack system) square feet of industrial space from Cold Storage Solutions located at 310 Kenneth Welch Blvd. Lakeville, MA 02347. If granted the licenses by the CCC, NEA plans to Cultivate and Product Manufacture the highest quality Marijuana Flower, Infused Edibles and Concentrates at this facility. NEA continues to pursue two additional retail locations in large markets, one in Northern Massachusetts and one in the greater Boston area.

The Company is currently a non-profit organization registered in the state of Massachusetts led by a senior leadership team who together have over 65 years of experience in the complimentary industries of real estate development, cannabis cultivation and manufacturing, processing, packaging, fulfillment, organization and leadership development, and sales and marketing. **Chris Harkins** serves as the Chief Executive Officer. He is joined by **Rich Rosier** as the Chief Revenue & Financial Officer; **Kyle Bishop** as the Chief Operations Officer; and **Zac Cooper** as Chief Production Officer. The combined experience and strength of the leadership team, along with our board of directors, gives NEA a unique competitive advantage in serving both Certified Patients and Caregivers as well as adult-use consumers.

NEA’s mission is to produce and dispense the highest quality cannabis, with a total commitment to safety and regulatory compliance, to enhance the lives of people in communities we serve.

The Company's management team will leverage our strengths and experiences to ensure that our strategy is well-crafted and executed, our talent is the best in the industry, our governance and oversight of day-to-day operations is outstanding, and our policies, systems, procedures and checklists are efficient, effective, and compliant. The Company's management team and its staff will work tirelessly to ensure that the Company's products exceed consumer expectations.

It is anticipated that the Company's product menu will appeal broadly to our Patients and Consumers who are 21 years or older and desire to purchase premium cannabis products.

NEA plans to outperform its competitors and establish itself as a leader and recognized brand choice for existing and future Patients and Consumers because of NEA's unique product mix, our commitment to an exceptional retail experience, as well as our commitment to product safety and quality. This commitment to our Consumer's well-being, coupled with a robust marketing program, will be the hallmarks of our success. NEA's marketing program will combine a mix of progressive digital and social media, supported by a world-class website, to drive new Consumers to our retail stores. All of NEA's marketing will follow the regulations outlined in 935 CMR 500.000.

The Company anticipates a YR1 Capex budget of \$8-10M. The Company has secured 100% of the required capital. This investment capital will finance the hard costs associated with fitting out the 48,500 square foot, indoor cultivation and manufacturing facility. In addition, the Company anticipates YR1 operating expenses to be \$6.8M in this facility.

Based on NEA currently sales volume top line sales will be \$3 Mill per month, \$36 Million per year. NEA's current expenses are \$579,000 per month, \$6.94 Mill a year. After debt repayment NEA expects to have between \$15 Mill and \$20 Mill in free cash flow to fund expansion projects.

## II. Business Description

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### A. Location:

The Town of Lakeville is strategically located for NEA as it will allow for relatively easy access to our planned retail locations and our planned wholesale buyers.

### B. Investment Summary:

The investment requirement for meeting NEA's YR1 projections in Lakeville, MA is \$16.8M. Funding for NEA has been secured as follows:

<u>Source of Funds</u>	<u>Investment Type</u>	<u>Amount</u>
Founders & Free Cash	Debt Financing	\$16.8M
<b>TOTAL</b>		\$16.8M

### C. Production:

#### **PRODUCTION BY YEAR IN LBS**

<b>Year 1</b>	<b>1,300 lbs.</b>	
<b>Year 2</b>	<b>9,287 lbs.</b>	<b>10,587</b>

NEA's leadership team was presented with an opportunity to lease space from Cold Storage Solutions. Cold Storage Solutions (the landlord) generates on-site power utilizing "Co-Gen" natural gas-powered generators. This unique opportunity allows our local cold storage partner to realize 30% (or more) energy savings by improving operational efficiencies. The cold storage business can utilize the heat produced by the lights used in modern indoor horticulture to improve return line temperatures to increase freezer efficiency. NEA will be completely off-grid and will be using the carbon dioxide produced by the energy plant to feed the plants with reclaimed supplemental Co2. In addition to this unique relationship between businesses, NEA will also be utilizing a two-tier mobile rack system with LED lights in combination with High Pressure Sodium lighting to further increase efficiency and minimize NEA's footprint.

In addition to a low/no energy impact, NEA will be utilizing unique and highly efficient

watering systems and modern watering techniques to minimize the use of water and reduce the production of waste water. Following this commitment to efficiency, our dehumidifiers will be reclaiming what is typically waste water. This clean, reclaimed water produced by the plants and pulled from the air will be used to fill our stock tanks for nutrients and watering. With supplemental reclaimed water NEA will be minimizing the need to use highly efficient RO systems to meet the needs of daily water use.

All NEA production facilities are free of traditional EPA registered pesticides and fungicides. NEA has been able to achieve this by perfecting environmental standards, perfecting cultivars, and utilizing state of the art technologies that are treated herein as intellectual property.

NEA will be utilizing many automated systems including automated packaging and automated trimming to reduce labor and increase efficiency and minimize labor intensive work. Using proven systems from experience running a 200,000 sq.ft. project that NEA operators built and operated in Colorado, NEA is sure to deliver maximum positive impacts within the Town of Lakeville community.

#### **D. Employees:**

By utilizing state of the art technologies, mobile benching systems, positive air pressure systems, UV matrix, and automation in the most modern and creative ways, NEA is able to reduce the overall impact of average daily trips to and from the workplace while creating more higher paying jobs. Our staff will be comprised of engineers, horticulturalists, botanists, scientists,

laborers, chemists, extraction artists, confectioners, chefs, inventory specialists, packagers, accountants, business professionals and many others. The total amount of staff including the manufacturing of infused products will be approximately 99 people. The cultivation will employ approximately 49 people full-time. The post-harvest department will employ approximately 30 people full-time. Finally, the manufacturing of infused products and concentrates department will employ approximately 20 people full-time.

### **III. Leadership Team**

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#### **Chris Harkins, Chief Executive Officer (CEO)**

Chris Harkins has extensive experience in Real Estate Development and Private Equity. Mr. Harkins has worked for over 20 years as the founder and CEO of a real estate development company serving the Southern New England markets. Mr. Harkins was a founding principal in a private equity business with assets under management over 30 million dollars. Mr. Harkins has a diverse skill set and has experience in sales, marketing, government relations, acquisitions, deal flow, quality assurance programs and debt, equity and mezzanine financing markets. Mr. Harkins' responsibilities, in addition to the overall business vision, values and leadership, will be to oversee the acquisition of all real estate and direct the design, planning and construction of all facilities. In addition, Mr. Harkins will work closely with the state and local governments to ensure a smooth and orderly approval process as well as ongoing relationships.

#### **Rich Rosier, Chief Revenue & Financial Officer (CRO & CFO)**

Rich Rosier has 26 years of experience in sales, marketing and human resource development. His prior leadership positions in Educational Programs and Professional Services included SVP, Principal Consultant, VP of Professional Services and VP of Sales and Marketing. In these various capacities, Mr. Rosier served as a senior consultant and leadership coach to fortune 500 C-Suite leaders and leadership teams as well as Boards of Directors. Mr. Rosier has played a critical role in helping organizations around the world create strategic plans, develop high-potential talent, maximize team performance and design and structure organizations for maximum performance. Mr. Rosier's responsibilities include new business development and the expansion of NEA into other targeted US states as well as HR/Talent.

## **Kyle Bishop, Chief Operations Officer (COO)**

Kyle Bishop has over 18 years of cannabis operations experience. Kyle has managed a 140,000-square foot warehouse in 2010 as well as hundreds of employees with as many as 20 direct reports. In addition, he has designed, built, furnished, and trained staff for the renown 200,000-square foot warehouse “The Mother Ship” at Native Roots from 2014-2017. While managing the facility, it was awarded one of the “Top 100 Best Work Places” award in CO in 2016 and 2017. He has achieved a perfect compliance track record in Colorado his entire career as well as a 100% track record producing 10's of thousands of pounds per year with zero violations on pesticides and microbial tests required by Colorado and Massachusetts state law.

Kyle has won many Cannabis Awards including multiple High Times Cannabis Cups, Rooster Cups, etc. from 2010-2017 for both cultivation and extracts. He has consulted for many large companies on grow design, staffing strategies and successful management with a focus on scalability. He graduated from Fort Lewis College in 2009 with a focus on Ethnobotany and Finance.

## **Zac Cooper, Chief Production Officer**

Zac Cooper is a distinguished leader within the cannabis industry with over 12 years of cannabis cultivation expertise. Zac has gained unparalleled experience from the ground up, managing small grow operations as a caregiver in 2005; to large scale commercial cultivation, managing 200,000-square foot facility with over 80 growers in 2014. Zac has overseen the successful cultivation of over 30,000+ pounds of high-quality flower in CO.

From 2014 to 2017, Zac served as Director of Operations for Native Roots’ 200,000-square foot cultivation facility, excelling in the development and standardization of SOPs for cultivation, IPM, facilities operation, instrument use, and compliance. Native Roots was awarded numerous awards during this time for cultivation and extraction, including Top 100 Best Workplaces in CO two years in a row (2016-2017). Kyle and Zac have worked together for 11 years. Zac holds a BA in Psychology with a minor in business.

NEA has adopted a proven, best-practice interview process to staff the Company with only the most qualified people. Each applicant will be assessed and evaluated based on a pre-defined set of hiring criteria adopted for each position.

## **IV. Business Operations**

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The Company's production facility will be open seven (7) days a week 24 hours a day. These hours of operation will require 24-hour security on premise. The bulk of labor is performed between 7AM and 6PM. Schedules will be determined by management and posted regularly using the When I Work software platform. The schedules will be set and mechanized to allow for the most efficient workflow possible. Designated staff will report to work at staggered intervals in the morning, allowing sufficient time to change clothes, shower, and otherwise prepare for shifts in what is treated as an aseptic clean room environment. Shift changes for all staff will entail cleaning, restocking, completing METRC tasks, and preparing for the next shift preparation. The closing shift will be responsible for executing designated cleaning duties including a daily deep clean, daily security checks, daily inventory checks, and general maintenance of a well-stocked and fully prepared production facility for the next day's opening crew. All equipment is cleaned daily and kept sterile.

NEA's management team has, over many years, established sound operating guidelines regarding how to conduct the Company's day-to-day operations. Reasonable and standard policies, systems, procedures and checklists will be followed carefully in-line with both the regulations mandated by DPH/CCC and implemented using the resources of the management team. The Company's management will be responsible for ordering, receiving and maintaining sufficient inventory to meet intensive production demands.

## **Management Controls**

The Company's management team will practice sound management procedures to control costs, ensure quality of product, and provide exceptional products. The following systems, among others, will be implemented by management.

Scheduling System: Management has adopted When I Work as a scheduling system that expedites the preparation of schedules, reflects anticipated labor budgets, and tracks payroll processing.

Time & Attendance System: The Company will use a time and attendance system to track hourly labor costs and expedite payroll processing.

Operations Checklists: Company's management has implemented a robust operational procedure and multiple checklists to maintain quality control while ensuring that established procedures are followed. Currently NEA has many QC procedures to ensure that any QC issues can be immediately identified and the department responsible can be swiftly improved. Procedures and

checklists will be used upon each “transition” in the production process: from clone to veg, from veg to flower, from flower to post-harvest, and post-harvest to packaging. Additionally, we also have operational checklists and schedules for all maintenance of facility and equipment, all security routines, all management routines and compliance routines daily.

METRC Seed to Sale Tracking: NEA will utilize the state mandated METRC system and LEAF LOGIX tracking and reporting seed-to-sale system, which will track the entire process from start to finish with full transparency and state mandated compliance law. Leaf Logix will also track all other company related details and expenses. The companies use of Leaf Logix seed to sales tracking system goes above and beyond to satisfy DPH/CCC concerns to insure 100% regulatory compliance at all time.

Weekly Inventory: Management will track weekly inventory to determine valuation for use in weekly/monthly/quarterly P&L reports.

Daily Inventory Tracking: Daily inventory will be tracked on grow specific, extract specific, and infused product specific basis.

## **Administrative Systems**

Cash Control: Wholesale invoices and receipts recorded by the POS system will be compared to actual daily cash inflows and outflows. In the event of discrepancies, Company’s management will conduct an audit to account for the difference and determine the appropriate actions to right any mistakes.

Weekly Prime Cost Report: Company’s management will prepare a weekly report that calculates gross profit margin. The prime cost of goods sold for the Company is expected to range from 25% to 45%.

Purchasing Records/Payables: Company’s management will process and record invoices and credits or cause to be processed and recorded daily. Company’s management will ensure that reports detailing cash expenditures, and invoices are accrued on a weekly basis and properly accounted for and reported.

Payroll Processing: Payroll checks will be issued bi-weekly in house by our accounting team.

## **V. Market Analysis**

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## **Industry Analysis: Medical**

A large majority of cannabis companies are privately held. This makes capturing accurate revenue, profit margins and monthly operating expenses challenging. Fortunately, Marijuana Business Daily produces a rigorously researched Marijuana Business Factbook each year. Much of our industry analysis leverages their findings.

We estimate that sales of marijuana in 2019 will reach between \$5 billion and \$10 billion nationally, which will amount to a compounded annual growth rate (CAGR) of 7.5% to 14% over the past five years. Going forward we forecast a range of growth between \$6 billion and \$11 billion nationally in 2020, a 7% to 15% CAGR.

Even more important is the economic impact the industry has on the local economy. It is estimated that the “economic multiplier” in the MMJ industry is four. In other words, for every \$1 patients and caregivers spend at the retail level, an additional \$3 of economic value is injected into the economy – much of it at the local level. If that is accurate, then the industry will contribute roughly \$10.8 billion to \$20 billion to the national economy in 2020.

We estimate that marijuana retail sales in Massachusetts (MA) in CY2018 will reach \$151 million, which will amount to a CAGR of 180% over the past three years without the rollout of adult use. By 2020, we forecast that MA total marijuana retail sales will grow to \$500M-1B, a CAGR of 500%+ over the six years since marijuana has been sold in MA.

The total number of MMJ patients in the U.S. has grown slowly but steadily over the past few years, currently standing at an estimated 1.5 million.

We forecast that the national growth rate will remain stable for two reasons. First, more states are expected to approve medical and recreational sales, which will serve to increase the total number of patients and consumers. Secondly, it is expected that more states will approve recreational marijuana, which is likely to slow the growth of total medical patients.

The total number of MMJ patients in MA has grown immensely since MMJ began selling legally in 2015. According to the MA DPH, in December 2017 there were 37,000 patients and caregivers uniquely served. We forecast that there will be a total of 56,789 patients and caregivers in MA in CY2018, which will amount to a CAGR of 31% over the past three years. By 2020, that there will be a total of 61,753 patients and caregivers in MA in CY2020, which will amount to a CAGR of 17% over the past six years.

## **Industry Analysis: Adult-Use**

The following is from Marijuana Business Daily, a trusted third-party cannabis industry analyst:

‘Massachusetts’ looming recreational marijuana market has the potential to be one of the most prosperous in the nation. Under rules finalized this month, cannabis entrepreneurs face no license caps for an assortment of business categories, edibles and many other goods are permitted, and there are opportunities to build a brand. But applicants seeking to set up shop when the Bay State’s adult-use industry opens this summer will face a gauntlet of requirements that have already derailed scores of aspiring medical marijuana businesses.

Of the roughly 275 businesses that have applied for MMJ licenses since Massachusetts voters approved medical cannabis in 2012, only 22 have opened. At least 50 applications have expired. Recreational license applicants can expect more of the same, observers said, though these same hurdles could benefit entrepreneurs who can cross the finish line.

“If you’re able to get open here, you’re going to see a more protected environment,” said Scott Moskol, an attorney who heads the cannabis practice at Boston law firm Burns & Levinson.

“We’re not going to see the downward pricing pressures as quickly,” he added.

### **Saturation point?**

With roughly 200 medical marijuana business applicants still in Massachusetts’ licensing pipeline, the state’s adult-use market may seem poised for oversaturation, especially since existing MMJ businesses have first-mover advantages:

- Dispensaries can begin applying for “priority certification” on April 2.
- Dispensaries that receive priority verification can apply for a commercial license begin April 16th.
- Applicants seeking to establish cannabis businesses in communities hurt by the war on drugs would also be eligible to apply for priority certification
- Rec applicants who don’t possess medical cannabis licenses must wait until June 1 to apply.
- The head start afforded MMJ licensees doesn’t portend potential oversaturation of the market – at least not anytime soon – said several industry watchers because:
- The majority of existing MMJ license won't survive the adult-use application process

- Some MMJ licenses will run out of capital before they get licensed

“If there are 200 or so applicants, I would guess that the majority of those won’t get licenses, including some really sharp and smart operators,” said Kris Krane, head of 4Front Ventures, a cannabis consulting and investment firm in Boston that has several clients seeking licenses. “I think we have a long-time horizon here before we have any saturation issues.” Adam Fine, an attorney who heads the Boston office of the Vicente Sederberg law firm, noted that numerous cannabis entrepreneurs have asked him if they’re too late to enter the Massachusetts market. Fine always tells them “no,” because “I don’t think we’re close to being saturated. “There’s still a tremendous opportunity for people to come in.”

While some entrepreneurs may be deterred by the municipalities’ restrictions, smart ones will see the bans and moratoriums as a benefit because they thin out the competition, Moskol said.

“At the beginning, that lack of competition may make our market attractive because you don’t have to worry that there will be a thousand pot shops,” he said.



## Chart of the Week

Marijuana Business Daily®

### First Four Weeks of Recreational Marijuana Sales in Massachusetts



Source: Massachusetts Cannabis Control Commission

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Massachusetts dispensaries rang up \$9.3 million in recreational marijuana sales during the first four weeks of operation, an impressive feat considering only two stores were selling adult-use cannabis during the bulk of this period.

‘Compared with the [first month of rec sales](#) in other states, Massachusetts had lower gross sales but far fewer operating dispensaries than Oregon (\$14 million, 320 dispensaries), Colorado (\$14.7 million, 59 dispensaries) and Nevada (\$27.1 million, 53 dispensaries) Source: MJ Business Daily.’

<https://mjbizdaily.com/massachusetts-recreational-marijuana-sales-first-month/>

## **National Adult-Use Market**

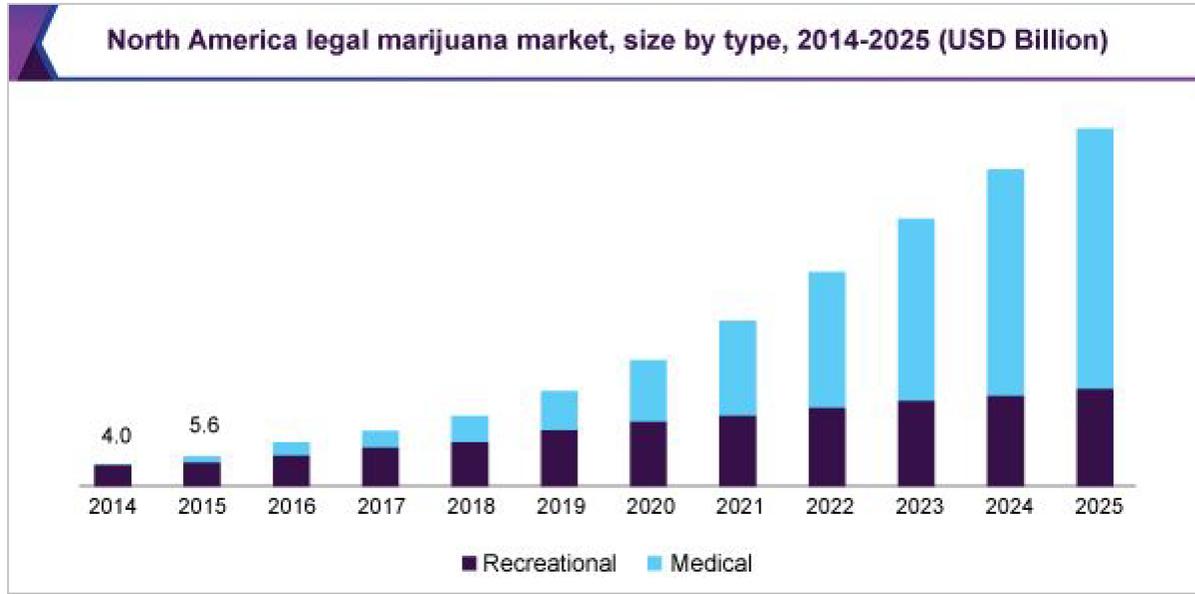
The legalized marijuana industry is the fastest-growing industry in the country, reports *À The Huffington Post* today. "And if the trend toward legalization spreads to all 50 states, marijuana could become larger than the organic food industry," the article states.

*The Huffington Post's* announcement comes from a report the news outlet obtained from cannabis industry research and investment firm The ArcView Group, which found that "the U.S. market for legal cannabis grew 74 percent in 2014 to \$2.7 billion, up from \$1.5 billion in 2013," reports *HuffPost*.

The ArcView Group based its report on surveys, during 2013-2014, of hundreds of marijuana retailers—medical and recreational—and cultivators, as well as ancillary businesses, state agencies, nonprofit organizations and others.

According to *HuffPost*, the ArcView Group's report predicts 32-percent market growth this year. And, "Over the next five years, the marijuana industry is expected to continue to grow, with ArcView predicting that 14 more states will legalize recreational marijuana and two more states will legalize medical marijuana," *HuffPost* reports.

Over the past few years, the number of companies operating in this market has increased exponentially. Producers are focused on expanding their customer pool by offering myriad portfolio of products and through geographical expansion. Products currently being offered include varieties of strains and extracts such as oils, tinctures, resins, and consumables based on concentration of cannabinoids like THC and CBD.

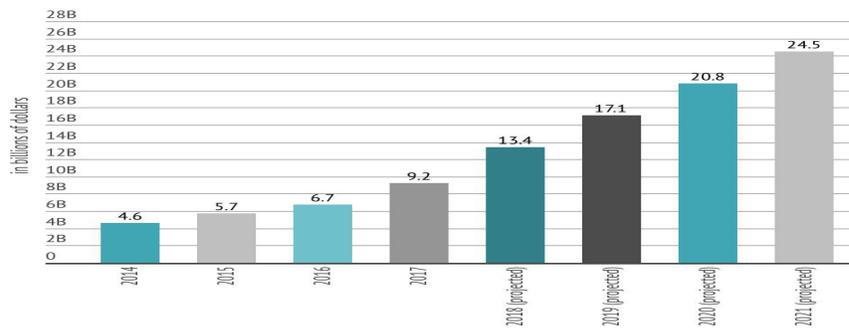


As countries begin to liberalize laws related to this drug, the market is expected to witness a surge in demand. Currently, majority of the cannabis is sold through illicit channels. To curb this illegal trade, governments have started legalizing marijuana in order to monitor the products that enter the supply chain and reap benefits through taxes levied on these products.

In North America, it has been reported that currently about 70-75% of cannabis trade is illegal, which has reduced to nearly 30.0% in states where marijuana has been legalized. This in turn has prompted several countries to initiate legalization programs.

Keen investors are awaiting legalization of recreational marijuana in countries like Canada. As recreational cannabis is legalized, the number of patients consuming it is expected to reduce by 40.0%, owing to patients seeking easier means of access than going through medical supply channels.

## Cannabis Legal Sales in North America



### Target Market

It is anticipated that the Company will appeal to a broad base of consumers and patients. Our packaging reflects our desire to connect with the culture of cannabis users. We do not expect a specific age demographic to emerge among our consumer base as we have seen NEA serve a very diverse group of consumers. Our consumers will share one common characteristic – they will be either legally registered Patients and/or 21 years or older. They are likely to be lower to middle- and upper-income individuals in single-person and family households. The Company’s ideal consumers desire a convenient retail experience within a 10-mile radius of our retail locations. Safe, high quality medicine for everyone.

### Competitive Analysis

We believe that if the current trend continues there will likely be an additional 15-30 retail stores that will open annually throughout the State of Massachusetts in 2019. We expect this growth trend to continue before accelerating in late 2020 and into 2021 as communities become more accepting. NEA is the 7th recreational business to be approved and operating in the commonwealth with an additional 2 locations to come online over the next 12 months. Additionally, NEA is engaging in at least 3-6 retail inventory support contracts that will allow NEA to provide cannabis and cannabis products for our affiliates. NEA is also engaging in licensing agreements with multiple proven cannabis brands including FlavRX and Rebel Coast amongst others. Many companies that wish to get into the cannabis industry hit a barrier to entry due to the highly regulated industry, both financially and regulatory. The Company will evaluate market conditions regularly and make decisions on how and where we will compete to stay at the forefront of the industry.

## **Strategic Trends**

TECHNOLOGY TREND: Customers want to be able to access information more quickly on-the-go; to be able to read reviews of the Company at websites such as [www.leafly.com](http://www.leafly.com); [www.yelp.com](http://www.yelp.com); [www.google.com](http://www.google.com). NEA will stay relevant and up-to-date with technology and remain ahead of the competition and stay within regulatory parameters.

ECONOMIC TREND: Cannabis sales and participation rates are growing rapidly as more states have legalized both Medical and/or Recreational Marijuana sales and use. This trend is highly unlikely to change in the foreseeable future. We believe the cannabis industry is in its infant stage and will likely grow at exponential rates over the next 20 years.

## **Market Growth**

Total marijuana retail sales in the U.S. are expected to continue to grow double digits on an annual basis likely reaching \$11 billion by 2020. This is incredible growth considering that from the year 2000 through 2013 retail sales hit \$1.6 billion and in 2016 total sales are projected to be \$4.3 billion. If those numbers aren't impressive enough the actual economic impact from the cannabis industry in 2016 is expected to be \$16 billion and grow to \$44 billion by 2020. 2016 was a pivotal year for the industry with California, Massachusetts, Maine and Nevada voting to approve recreational marijuana for adult use and Florida overwhelmingly approving to expand its MMJ regulations.

## **VI. Marketing Strategy**

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The Company's success will be achieved by providing great Patients and Consumers products while also employing a proven digital marketing strategy to attract customers. Today's market requires more than just great products to make a company successful. NEA will constantly strive to win additional customers by being proactive rather than reactive in its marketing efforts. The Company's management will create and maintain a positive, appealing image for the Company, which will be consistently applied, as described below:

### **Website**

The Company's management will be responsible for maintaining a fresh, interactive and well-designed website, which allows visitors to review the Company's menu of products, view images of the Company's facilities, access directions to the Company's locations, and view the store hours of operation.

### **Social Networking**

Company's management will be responsible for maintaining fresh, interactive and well-designed accounts with popular social networking sites, including without limitation [www.facebook.com](http://www.facebook.com), [www.instagram.com](http://www.instagram.com), [www.twitter.com](http://www.twitter.com) and [www.yelp.com](http://www.yelp.com), which will allow visitors to review the Company's products, view images of the Company's RMD facility, access directions to the Company's RMD, and view the RMD's hours of operation.

### **Digital Marketing**

The Company's management will be responsible for deploying a digital marketing campaign to attract new Patients as they search online for the unique products offered by NEA. Many techniques will be used including pay per click advertising and Company awareness on relevant digital platforms dedicated to serving the industry.

## **VII. Growth Plan**

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### **Growth Plan**

While Company's management will focus first and foremost on developing this business to achieve a successful return on investment without the need for expansion, the Company's appealing services, comfortable atmosphere and competitive prices will likely position the business for broad customer appeal in a wide range of markets. To this end, as the Company delivers profitability, the Company's management will carefully consider organic and/or acquisitive expansion opportunities.

## VIII. Lakeville Two-Year Pro-Forma

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	<u>2020</u>	<u>2021</u>
<b>Revenue</b>	\$ 3,077,886	\$ 21,984,900
COGS - Cost of Goods Sold	\$ 960,429	\$ 6,860,206
Gross Profit	\$ 2,117,457	\$ 15,124,694
% of revenue	69%	69%
<b>Direct Expenses</b>		
Cultivation Operating Expenses	\$ 3,186,337	\$ 4,115,750
General and Administrative Expenses	\$ -	\$ -
<b>Total Operating Expenses</b>	\$ 3,186,337	\$ 4,115,750
<b>Operating Income (EBITDA)</b>	\$ (1,068,880)	\$ 11,008,944
% of revenue	-35%	50%
Depreciation and Amortization	\$ -	\$ -
Earnings Before Interest & Taxes (EBIT)	\$ (1,068,880)	\$ 11,008,944
	-35%	50%
Interest Expense	\$ 500,000	\$ 1,800,000
Earnings Before Taxes (EBT)	\$ (1,568,880)	\$ 9,208,944
Federal Tax	\$ (454,975)	\$ 2,670,594
State Tax	\$ (125,510)	\$ 736,716
<b>Net Income</b>	\$ (988,394)	\$ 5,801,635
% of revenue	-32%	26%



### **Plan for Obtaining Liability Insurance**

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

## **Plan for Restricting Access to Age 21 and Older**

Pursuant to 935 CMR 500.050(5)(b), Northeast Alternatives, Inc. (“NEA”) will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Program ID Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, a marijuana establishment agent shall immediately inspect the individual’s proof of identification and determine the individual’s age, in accordance with 935 CMR 500.140(2).

In the event NEA discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated and the CCC will be promptly notified, pursuant to 935 CMR 500.105(1)(l). NEA will not hire any individuals who are under the age of 21 or who have been convicted of distribution of controlled substances to minors, pursuant to 935 CMR 500.030(1).

Pursuant to 935 CMR 500.105(4), NEA will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. NEA will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana.”** Pursuant to 935 CMR 500.105(6)(b), NEA packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. NEA’s website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

## **Quality Control and Testing**

### **Quality Control**

Northeast Alternatives, Inc. (“NEA”) will comply with the following sanitary requirements:

1. Any NEA agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any NEA agent working in direct contact with preparation of marijuana or nonedible marijuana products shall conform to sanitary practices while on duty, including:
  - a. Maintaining adequate personal cleanliness; and
  - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. NEA’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in NEA’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. NEA’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. NEA will ensure that litter and waste is properly removed, disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. NEA’s floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;
7. NEA’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. NEA’s buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition;
9. NEA will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;

10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
11. NEA will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. NEA's plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross connections between the potable and waste-water lines;
13. NEA will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. NEA will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. NEA will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.

NEA's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

NEA will ensure that its facility is always maintained in a sanitary fashion, and NEA will comply with all applicable sanitary requirements.

NEA will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by NEA to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated shall be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste shall be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

### Testing

NEA will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

No marijuana product shall be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing of NEA's marijuana products shall be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November, 2016, published by the DPH. Testing of NEA's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH.

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

NEA will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with 935 CMR 500.105(13). All storage of NEA's marijuana at a laboratory providing marijuana testing services shall comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to NEA for disposal or by the Independent Testing Laboratory disposing of it directly.

## **Record Keeping Procedures**

### General Overview

Northeast Alternatives, Inc. (“NEA”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of NEA documents. Records will be stored at NEA in a locked room designated for record retention. All written records will be available for inspection by the CCC upon request.

### Record Keeping

To ensure that NEA is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of NEA’s quarter-end closing procedures. In addition, NEA’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

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

- Business Records: Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - Assets and liabilities;
  - Monetary transactions;
  - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
  - Sales records including the quantity, form, and cost of marijuana products;
  - Salary and wages paid to each agent, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with NEA, including members of the non-profit corporation, if any.
- Personnel Records: At a minimum will include:
  - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each dispensary agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with NEA and will include, at a minimum, the following:
    - All materials submitted to the CCC pursuant to 935 CMR 500.030(2);
    - Documentation of verification of references;
    - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    - Documentation of periodic performance evaluations; and
    - A record of any disciplinary action taken.
    - Notice of completed responsible vendor and eight-hour related duty training.
  - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - Personnel policies and procedures; and
  - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
  - NEA will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records

- NEA will use BioTrack to maintain real-time inventory. BioTrack inventory reporting meets the requirements specified by the CCC and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
- Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
  - Within ten (10) calendar days, NEA will provide written notice to the CCC of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and CCC were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports, and supporting documents, including photos and surveillance video related to a reportable incident will be maintained by NEA for no less than one year or the duration of an open investigation, whichever is longer, and made available to the CCC and law enforcement authorities upon request.
- Visitor Records
  - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, NEA will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Marijuana Establishment agents present during the disposal or handling, with their signatures. NEA will keep disposal records for at least three (3) years. This period shall automatically be extended for the duration of any enforcement action and may be extended by an order of the CCC.
- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the CCC upon request.
  - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the CCC upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records

- NEA will retain all shipping manifests for a minimum of one (1) year and make them available to the CCC upon request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
  - In the event NEA closes, all records will be kept for at least two (2) years at NEA's expense in a form (electronic, hard copies, etc.) and location acceptable to the CCC. In addition, NEA will communicate with the CCC during the closure process and accommodate any additional requests the CCC or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to NEA's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
  - Security measures in compliance with 935 CMR 500.110;
  - Agent security policies, including personal safety and crime prevention techniques;
  - A description of NEA's hours of operation and after-hours contact information, which will be provided to the CCC, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - Storage of marijuana in compliance with 935 CMR 500.105(11);
  - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
  - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
  - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
  - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
  - Alcohol, smoke, and drug-free workplace policies;
  - A plan describing how confidential information will be maintained;
  - Policy for the immediate dismissal of any dispensary agent who has:
    - Diverted marijuana, which will be reported the Police Department and to the CCC;
    - Engaged in unsafe practices with regard to NEA operations, which will be reported to the CCC; or

- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
- A list of all board members and executives of NEA, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on NEA's website.
- Policies and procedures for the handling of cash on NEA premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that 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;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

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

## **Maintaining of Financial Records**

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided however, the CCC may access this information to carry out its official duties.
- All record keeping requirements under 935 CMR 500.105(9) are followed, including:
  - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which shall include manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - Sales records including the quantity, form, and cost of marijuana products; and
    - Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members of the nonprofit corporation, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
  - Utilizing a point-of-sale (POS) system approved by the CCC, in consultation with the DOR, and a sales recording module approved by DOR;
  - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the CCC upon request, that the monthly analysis has been performed;
  - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
  - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
  - Maintaining such records that would allow for the CCC and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
  - If co-located with a medical marijuana treatment center, maintaining and providing the CCC on a biannual basis accurate sales data collected by the

licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

- Additional written business records will be kept, including, but not limited to, records of:
  - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
  - Fees paid under 935 CMR 500.005 or any other section of the CCC's regulations; and
  - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the CCC's regulations.

## ENERGY COMPLIANCE PLAN

Northeast Alternatives, Inc. (“Northeast Alternatives”) has developed the following Energy Compliance Plan to ensure that its proposed Cultivation facility remains in compliance with the energy efficiency and conservation regulations codified in 935 CMR 500.103(1)(b), 500.105(1)(q), 500.105(15) and 500.120(11). Northeast Alternatives will update this plan as necessary and will further provide relevant documentation to the Commission during Architectural Review and during inspections processes.

### Energy Efficiency and Equipment Standards

Northeast Alternatives will maintain compliance at all times with the Commission’s minimum energy efficiency and equipment standards and meet all applicable environmental laws, regulations, permits and other applicable approvals including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control. Northeast Alternatives will adopt and use additional best management practices as determined by the Commission to reduce energy.

### Renewable Energy Generation Opportunities

Northeast Alternatives is in the process of considering opportunities for renewable energy generation (including wind and solar options). Northeast Alternatives’ preliminary examination of renewable energy generation has determined that the upfront costs of such options are too expensive at this time, although Northeast Alternatives may reconsider at a future date. Northeast Alternatives will also consult with its architects and engineers when designing the facility to determine the building’s capacity for renewable energy options (e.g. whether or not the roof can support the weight of solar panels). Nevertheless, our team is dedicated to consistently strive for sustainability and emissions reduction.

### Building Envelope

The building envelope for Northeast Alternatives’ cultivation facility will meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), International Energy Conservation Code (IECC) Section C402 or The American Northeast Alternatives of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code.

### Lighting

Northeast Alternatives’ lighting at the facility will meet the following compliance requirements:

1. Horticulture Lighting Power Density will not exceed 36 watts per square foot; or
2. All horticultural lighting used in the facility will be listed on the current Design Lights Consortium Solid-state Horticultural Lighting Qualified Products List ("Horticultural QPL") or other similar list approved by the Commission and lighting Photosynthetic Photon Efficacy (PPE) is at least 15% above the minimum Horticultural QPL threshold rounded up to the nearest 0.1  $\mu\text{mol}/\text{J}$  (micromoles per joule).

In the event that Northeast Alternatives seeks to use horticultural lighting not included on the Horticultural QPL or other similar list approved by the Commission, Northeast Alternatives will

seek a waiver pursuant to 935 CMR 500.850 and provide documentation of third-party certification of the energy efficiency features of the proposed lighting.

Northeast Alternatives will establish and document safety protocols to protect workers (e.g., eye protection near operating Horticultural Lighting Equipment).

#### Strategies to Reduce Electric Demand

Northeast Alternatives is pursuing the following strategies to reduce electric demand. Northeast Alternatives will work with contractors to create an energy efficient lighting plan and plans on implementing low amperage/wattage LED lighting wherever possible. Programs may include lighting schedules, active load management, and energy storage programs.

As the need and opportunity for facility upgrades and maintenance arise in the future, Northeast Alternatives will continue to evaluate strategies to reduce electric demand.

#### Opportunities for Engagement with Energy Efficiency Programs

Northeast Alternatives also plans on engaging with energy efficiency programs offered by Mass Save and the Massachusetts Clean Energy Center and will coordinate with municipal officials to identify other potential energy saving programs and initiatives. Northeast Alternatives will also coordinate with its utility companies to explore any energy efficiency options available to Northeast Alternatives.

#### HVAC and Dehumidification

Northeast Alternatives' Heating Ventilation and Air Condition (HVAC) and dehumidification systems will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR State Building Code), IECC Section C403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code). As part of the documentation required under 935 CMR 500.120(11)(b), Northeast Alternatives will provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in 935 CMR 500.120(11)(c) and that such systems have been evaluated and sized for the anticipated loads of the facility.

## PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

### Overview

Northeast Alternatives, Inc. (“Northeast Alternatives”) will securely maintain personnel records, including registration status and background check records. Northeast Alternatives will keep, at a minimum, the following personnel records:

- Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
- A list of anticipated positions and their qualifications;
- A personnel record for each marijuana establishment agent;
- A staffing plan that will demonstrate accessible business hours and safe operating conditions;
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

### Agent Personnel Records

In compliance with 935 CMR 500.105(9), personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with Northeast Alternatives and will include, at a minimum, the following:

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

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

### Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Northeast Alternatives will undergo a detailed background investigation prior to being granted access to a Northeast Alternatives facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Northeast Alternatives pursuant to 935 CMR 500.030 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.

- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.030, Northeast Alternatives will consider:
  - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
  - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
  - c. Where applicable, all look-back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look-back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Northeast Alternatives will:
  - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
  - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Northeast Alternatives will consider the following factors:
    - i. Time since the offense or incident;
    - ii. Age of the subject at the time of the offense or incident;
    - iii. Nature and specific circumstances of the offense or incident;
    - iv. Sentence imposed and length, if any, of incarceration, if criminal;
    - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
    - vi. Relationship of offense or incident to nature of work to be performed;
    - vii. Number of offenses or incidents;
    - viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
    - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
    - x. Any other relevant information, including information submitted by the subject.
  - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary

Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.

- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Northeast Alternatives or the Commission.

Personnel Policies and Training

As outlined in Northeast Alternatives' Record Keeping Procedures, a staffing plan and staffing records will be maintained in compliance with 935 CMR 500.105(9) and will be made available to the Commission, upon request. All Northeast Alternatives agents are required to complete training as detailed in Northeast Alternatives' Qualifications and Training plan which includes but is not limited to Northeast Alternatives' strict alcohol, smoke and drug-free workplace policy, job specific training, Responsible Vendor Training Program, confidentiality training including how confidential information is maintained at the marijuana establishment and a comprehensive discussion regarding the marijuana establishment's policy for immediate dismissal. All training will be documented in accordance with 935 CMR 105(9)(d)(2)(d).

Northeast Alternatives will have a policy for the immediate dismissal of any dispensary agent who has:

- Diverted marijuana, which will be reported the Police Department and to the Commission;
- Engaged in unsafe practices with regard to Northeast Alternatives operations, which will be reported to the Commission; or
- Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

## QUALIFICATIONS AND TRAINING

Northeast Alternatives, Inc. (“Northeast Alternatives”) will ensure that all employees hired to work at a Northeast Alternatives facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner. Northeast Alternatives will maintain a list of anticipated positions and their qualifications.

### Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

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

### Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of Northeast Alternatives’ agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. A Northeast Alternatives Agent will receive a total of eight (8) hours of training annually. A minimum of four (4) hours of training will be from Responsible Vendor Training Program (“RVT”) courses established under 935 CMR 500.105(2)(b). Any additional RVT over four (4) hours may count towards the required eight (8) hours of training.

Non-RVT may be conducted in-house by Northeast Alternatives or by a third-party vendor engaged by the Northeast Alternatives. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training.

All Northeast Alternatives Agents that are involved in the handling or sale of marijuana at the time of licensure or renewal of licensure will have attended and successfully completed the mandatory Responsible Vendor Training Program operated by an education provider accredited by the Commission.

### *Basic Core Curriculum*

Northeast Alternatives Agents must first take the Basic Core Curriculum within 90 days of hire, which includes the following subject matter:

- Marijuana's effect on the human body, including:
  - Scientifically based evidence on the physical and mental health effects based on the type of Marijuana Product;
  - The amount of time to feel impairment;
  - Visible signs of impairment; and

- Recognizing the signs of impairment.
- Diversion prevention and prevention of sales to minors, including best practices.
- Compliance with all tracking requirements.
- Acceptable forms of identification. Training must include:
  - How to check identification;
  - Spotting and confiscating fraudulent identification;
  - Common mistakes made in identification verification.
  - Prohibited purchases and practices, including purchases by persons under the age of 21 in violation of M.G.L. c. 94G, § 13.
- Other key state laws and rules affecting Northeast Alternatives Agents which shall include:
  - Conduct of Northeast Alternatives Agents;
  - Permitting inspections by state and local licensing and enforcement authorities;
  - Local and state licensing and enforcement, including registration and license sanctions;
  - Incident and notification requirements;
  - Administrative, civil, and criminal liability;
  - Health and safety standards, including waste disposal;
  - Patrons prohibited from bringing marijuana and marijuana products onto licensed premises;
  - Permitted hours of sale;
  - Licensee responsibilities for activities occurring within licensed premises; xix. Maintenance of records, including confidentiality and privacy; and
  - Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program.

Northeast Alternatives will encourage administrative employees who do not handle or sell marijuana to take the “Responsible Vendor” program on a voluntary basis to help ensure compliance. Northeast Alternatives’ records of Responsible Vendor Training Program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other applicable licensing authority on request.

After successful completion of the Basic Core Curriculum, each Northeast Alternatives Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for Northeast Alternatives to maintain designation as a Responsible Vendor. Once the Northeast Alternatives Agent has completed the Basic Core Curriculum, the Agent is eligible to take the Advanced Core Curriculum. Failure to maintain Responsible Vendor status is grounds for action by the Commission.

## Northeast Alternatives Diversity Plan 2021

### Overview

Northeast Alternatives, Inc. (“NEA”) is dedicated to promoting equity in its operations for diverse populations, which the Cannabis Control Commission has identified as the following;

1. Minorities (BIPOC);
2. Women;
3. Veterans;
4. Persons with disabilities; and,
5. LGBTQ+ individuals.

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

### Goals

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

1. >20% of NEA employed individuals are minorities; >25% of NEA employed individuals are women; >5% of NEA employed individuals are veterans; >2% of NEA employed individuals are disabled; and >8% of NEA employed individuals are LGBTQ+.
2. Promoting a culture of inclusion through twice-annual trainings of all employees on topics pertaining to diversity and equity.

### Programs

NEA has developed specific programs to effectuate its stated goal above to promote diversity, inclusiveness and equity in its operations. These will include the following:

1. Advertise employment opportunities (as they become available, but not less than annually) in minority-targeted publications, job boards and other on-line media (such as DiversityJobs.com and HirePurpose.com);
2. HR works in partnership with all hiring managers to ensure that all open positions have a candidate pool that represents the above-listed groups and that unconscious bias does not enter into the selection of new hires;
3. HR distributes internal workplace memos encouraging current employees to recommend individuals falling into the above-listed groups to apply for open positions at NEA;

4. Continue to execute on initiatives that are generated from NEA's Diversity and Inclusion Working Group made up of representative employees from all departments and led by the CFO and HR Director.
5. NEA will ensure that all employees attend and complete twice-annual diversity, equity, and inclusion trainings. Topics for trainings will include unconscious bias, microaggressions, anti-harassment, and reducing prejudice. Completion of trainings shall be documented as part of an employee's personnel file. New hires will be required to complete the previous training within 90 days of hire. NEA will also solicit anonymous feedback from employees on these trainings to improve upon our offerings and to ensure that NEA's ultimate goal of promoting diversity, equity, and inclusion is being met.

### Measurements

The HR Director will administer this Plan and will be responsible for tracking measurable outcomes to ensure NEA meets its commitments. Such measurable outcomes, in accordance with NEA's goals and programs described above, include:

1. The number and location of any career fairs that NEA participates in, or hosts, including documentation of all resumes received as a result of such career fairs;
2. The number of employment opportunities and individuals hired that derived from advertisements in diverse publications, job boards or other on-line media, including documentation of all resumes received as a result of such advertisements;
3. The number of individuals falling into the above-listed demographics that are hired and retained for a period of at least six months as a result of any of the other action plan items or new innovative items that we implement which are currently not captured in the action plan;
4. On-going execution of the mentoring program for all five diverse populations employed at NEA; and
5. On-going execution of the initiatives generated from NEA's Diversity and Inclusion Working Group.
6. Documentation of all diversity, equity, and inclusion trainings, which will include topics of trainings; date and format of trainings; and personnel records to document compliance for each employee.

NEA will utilize the proposed measurements to track its Plan and will account for demonstrating proof of progress of the Plan upon yearly renewal of the License. The HR Director will review and evaluate NEA's measurable outcomes no less than twice annually to ensure that NEA is meeting its commitments. NEA will submit a demonstration of the Plan's progress, successes, and opportunities to the Commission upon renewal of licenses.

### Acknowledgements

1. Northeast Alternatives 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.
2. Any action taken, or programs instituted by Northeast Alternatives will not violate the Commission's regulations with respect to limitations on ownership or control of other applicable State Laws.