



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR282399
Original Issued Date: 06/09/2020
Issued Date: 01/09/2025
Expiration Date: 01/09/2026

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Haze of Grafton, LLC

Phone Number: 508-454-5323
Email Address: cboothe@simplicitydispensary.com

Business Address 1: 135 Westboro Rd
Business City: North Grafton Business State: MA Business Zip Code: 01536
Mailing Address 1: 135 Westboro Rd
Mailing City: North Grafton Mailing State: MA Mailing Zip Code: 01536

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

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

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201945

RMD INFORMATION

Name of RMD: Resinate, Inc.
Department of Public Health RMD Registration Number: PCR Only
Operational and Registration Status: Obtained Final Certificate of Registration, but is not 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: 100
Role: Owner / Partner
First Name: Colonel
Percentage Of Control: 100
Other Role:
Last Name: Boothe Suffix:

Gender: Male

User Defined Gender:

What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100

Percentage of Ownership: 100

Entity Legal Name: Haze of Grafton, LLC

Entity DBA:

DBA City:

Entity Description: License owner and operator

Foreign Subsidiary Narrative:

Entity Phone:

Entity Email:

Entity Website:

Entity Address 1:

Entity Address 2:

Entity City:

Entity State:

Entity Zip Code:

Entity Mailing Address 1:

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State:

Entity Mailing Zip Code:

Relationship Description: License owner and operator

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 135 Westborough Road

Establishment Address 2:

Establishment City: Grafton

Establishment Zip Code: 01519

Approximate square footage of the establishment: 4500

How many abutters does this property have?:

11

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Community Outreach Meeting Documentation	Community Outreach Grafton.pdf	pdf	5da0b45708d9401ae68c7654	10/11/2019
Plan to Remain Compliant with Local Zoning	Local Zoning Grafton Resinate.pdf	pdf	5dc96299bcb01253152f50cb	11/11/2019

Executed HCA	Model - HCA - Haze of Grafton-compressed.pdf	pdf	673b718e24916600085ddd17	11/18/2024
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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.: \$

POSITIVE IMPACT PLAN

Positive Impact Plan:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Revised Plan to Positively Impact Disproportionately Harmed People (2) (1) (1).pdf	pdf	6616a73bd4cf61000811e283	04/10/2024

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role:

First Name: Colonel

RMD Association: Not associated with an RMD

Background Question: no

Other Role:

Last Name: Boothe Suffix:

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	RESINATE INC_Cert of Good Standing.pdf	pdf	5d7bbfcf3aff472290ba1340	09/13/2019
Department of Revenue - Certificate of Good standing	DOR Certificate of Good Standing-Resinate 91819.pdf	pdf	5d84f31238be9e227ac55eff	09/20/2019
Articles of Organization	Articles of Organization Ammended Resinate2.pdf	pdf	5d9e97e5e87dc81b07001375	10/09/2019
Bylaws	By-Laws Ammended to Resinate.pdf	pdf	5dbc5205c921cb46d2756640	11/01/2019
Secretary of Commonwealth - Certificate of Good Standing	Cert of good standing - DUA 3.15.20.pdf	pdf	5e6ea49e554b033566ccc8bd	03/15/2020

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Unemployment Assistance - Certificate of Good standing	Haze of Grafton - MA DOR UNEMPLOYMENT ATTESTATION.pdf	pdf	644801690509d60009895b37	04/25/2023
Secretary of Commonwealth -	Haze of Grafton - Sec of State - Cert of	pdf	6616a00ece0efe0009260c2b	04/10/2024

Certificate of Good Standing	good standing 21-Mar-2024 10-59-08.pdf			
Department of Revenue - Certificate of Good standing	Haze of Grafton - Certificate of Good Standing - Mass DOR - 4 - 2024.pdf	pdf	6626a313f707fa0008eca4c8	04/22/2024

Massachusetts Business Identification Number: 001323894

Doing-Business-As Name: Simplicity Dispensary

DBA Registration City: Grafton

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	Timeline to open.pdf	pdf	6626a4b879104200086caae5	04/22/2024

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Separating recreational from medical operations, if applicable	Separating recreational from medical operations.pdf	pdf	6439c2c44d9b1200084ec971	04/14/2023
Restricting Access to age 21 and older	Restricting Access to age 21 and older.pdf	pdf	6439c2d18399390008a82f3a	04/14/2023
Security plan	Security plan.pdf	pdf	6439c3078399390008a82fbd	04/14/2023
Prevention of diversion	Prevention of diversion.pdf	pdf	6439c36b4d9b1200084ec9cd	04/14/2023
Storage of marijuana	Storage of Marijuana.pdf	pdf	6439c3784d9b1200084ec9e1	04/14/2023
Transportation of marijuana	Transportation of marijuana.pdf	pdf	6439c3824d9b1200084eca11	04/14/2023
Inventory procedures	Inventory procedures.pdf	pdf	6439c3934d9b1200084eca7c	04/14/2023
Quality control and testing	Quality control and testing.pdf	pdf	6439c3a08399390008a8308a	04/14/2023
Dispensing procedures	Dispensing procedures.pdf	pdf	6439c3ae8399390008a8309e	04/14/2023
Personnel policies including background checks	Personnel policies including background checks.pdf	pdf	6439c3db4d9b1200084ecab2	04/14/2023
Record Keeping procedures	Record Keeping procedures.pdf	pdf	6439c3e98399390008a830c5	04/14/2023
Maintaining of financial records	Maintaining of financial records.pdf	pdf	6439c3f74d9b1200084ecac6	04/14/2023
Qualifications and training	Qualifications and training.pdf	pdf	6439c5078399390008a83121	04/14/2023
Energy Compliance Plan	Energy Compliance Plan.pdf	pdf	6439c5114d9b1200084ecb22	04/14/2023
Diversity plan	April 24 Diversity Plan.pdf	pdf	6626a92c79104200086cb8be	04/22/2024

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

I understand that the regulations stated above require an applicant for licensure to list all executives, managers, persons or entities having direct or indirect authority over the management, policies, security operations or cultivation operations of the Marijuana Establishment; close associates and members of the applicant, if any; and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Establishment including capital that is in the form of land or buildings.: I Agree

I certify that any entities who are required to be listed by the regulations above do not include any omitted individuals, who by themselves, would be required to be listed individually in any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN - PRE FEBRUARY 27, 2024

Progress or Success Goal 1

Description of Progress or Success: Haze of Grafton, LLC is not yet open.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Haze of Grafton, LLC is not yet open.

HOURS OF OPERATION

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

Community Outreach Meeting Attestation Form

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

I, Julian Williams, (insert name) attest as an authorized representative of Resinate, 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 10/16/19 (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 10/8/19 (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 10/3/19 (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 10/3/19 (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.



Attachment B

Notice of Community Outreach Meeting

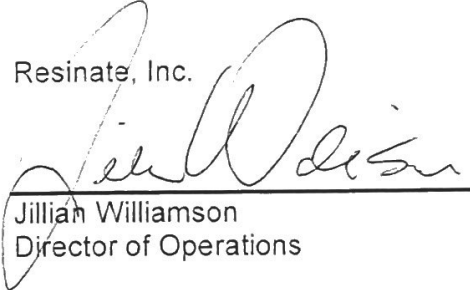
Notice is hereby given that a Community Outreach Meeting for a proposed Adult Use Marijuana Storefront Retailer is scheduled for **Wednesday, October 16, 2019 at 5:30 PM** in the **Grafton Memorial Municipal Center, 30 Providence Road, Grafton, MA 01519- ROOM F.**

The proposed Adult-Use Marijuana Retailer is anticipated to be located 135 Westborough Road, Grafton, MA, 01519. There will be an opportunity for the public to ask questions.

Information to be presented at the meeting will include:

1. The type(s) of Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the location will be maintained securely;
3. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Resinate, Inc.


Jillian Williamson
Director of Operations



RECEIVED

OCT - 3 2019

CONSERVATION
GRAFTON, MA

RECEIVED

OCT - 3 2019

PLANNING BOARD
GRAFTON, MA

- Mailed Copy to
Board of Health
CLOSED DUE TO
Emergency 10/4/19

- Delivered to Police
Department No
Stamp Available
10/3/19 2:02pm

2019 OCT - 3 PM 1:43

RECEIVED TOWN CLERK
GRAFTON, MA



Notice of Community Outreach Meeting

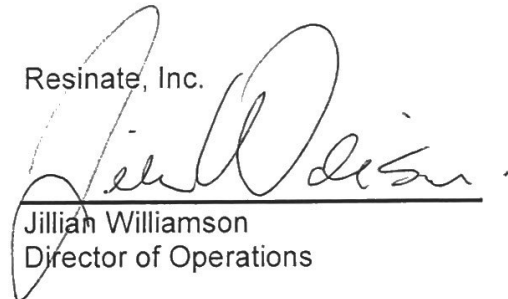
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5. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

Resinate, Inc.



Jillian Williamson
Director of Operations



PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

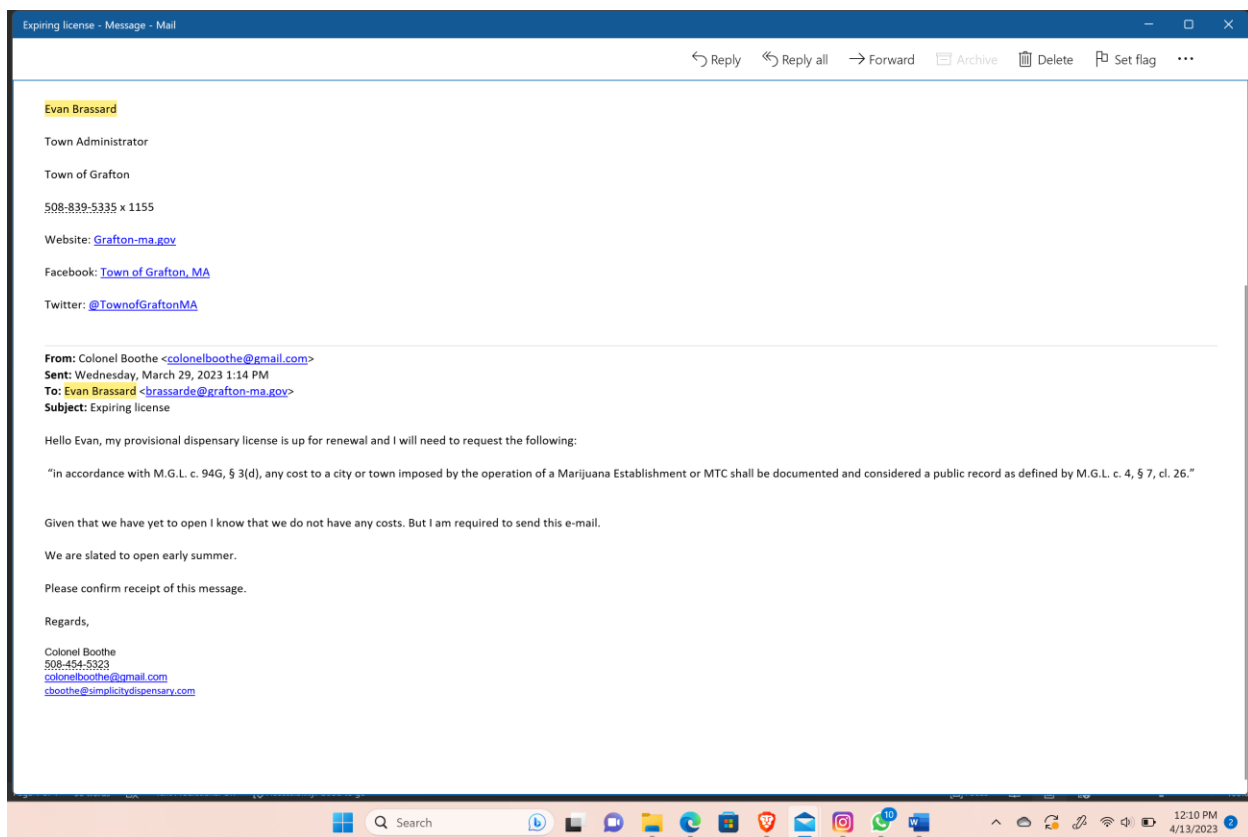
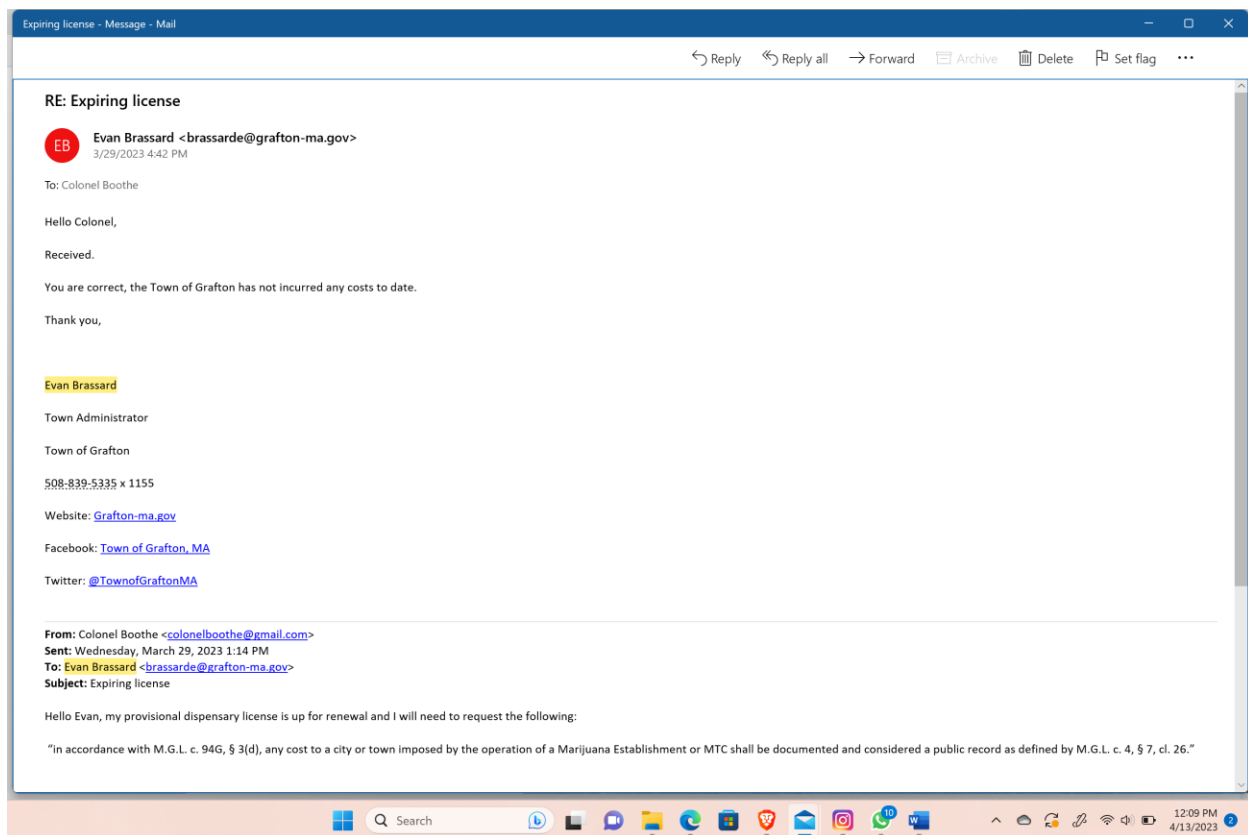
Resinate, Inc. (“Resinate”) will remain compliant at all times with the local zoning requirements set forth in the Town of Grafton’s Zoning By-Law. In accordance with the Town of Grafton’s Zoning By-Law, Resinate’s proposed Marijuana Retailer Establishment is located in the Office/Light Industrial Zoning District designated for Marijuana Retailer Establishments.

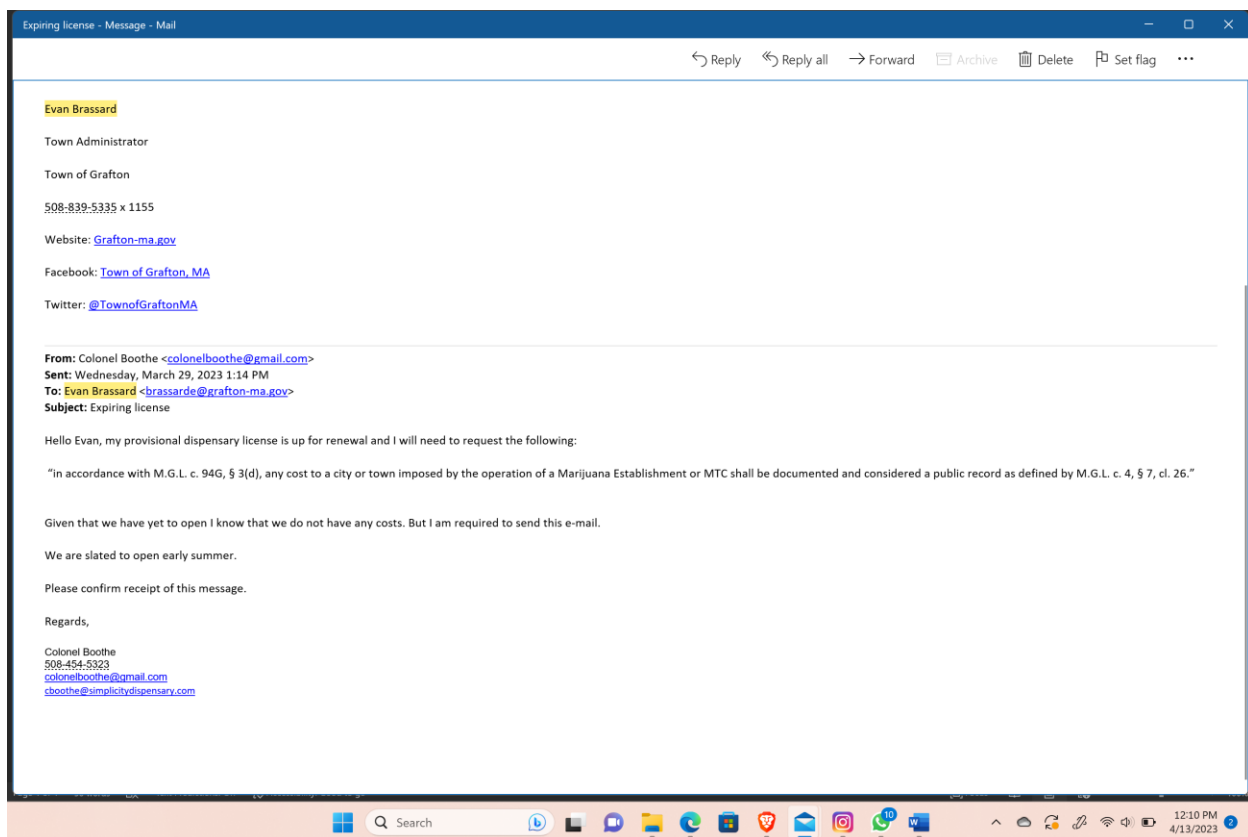
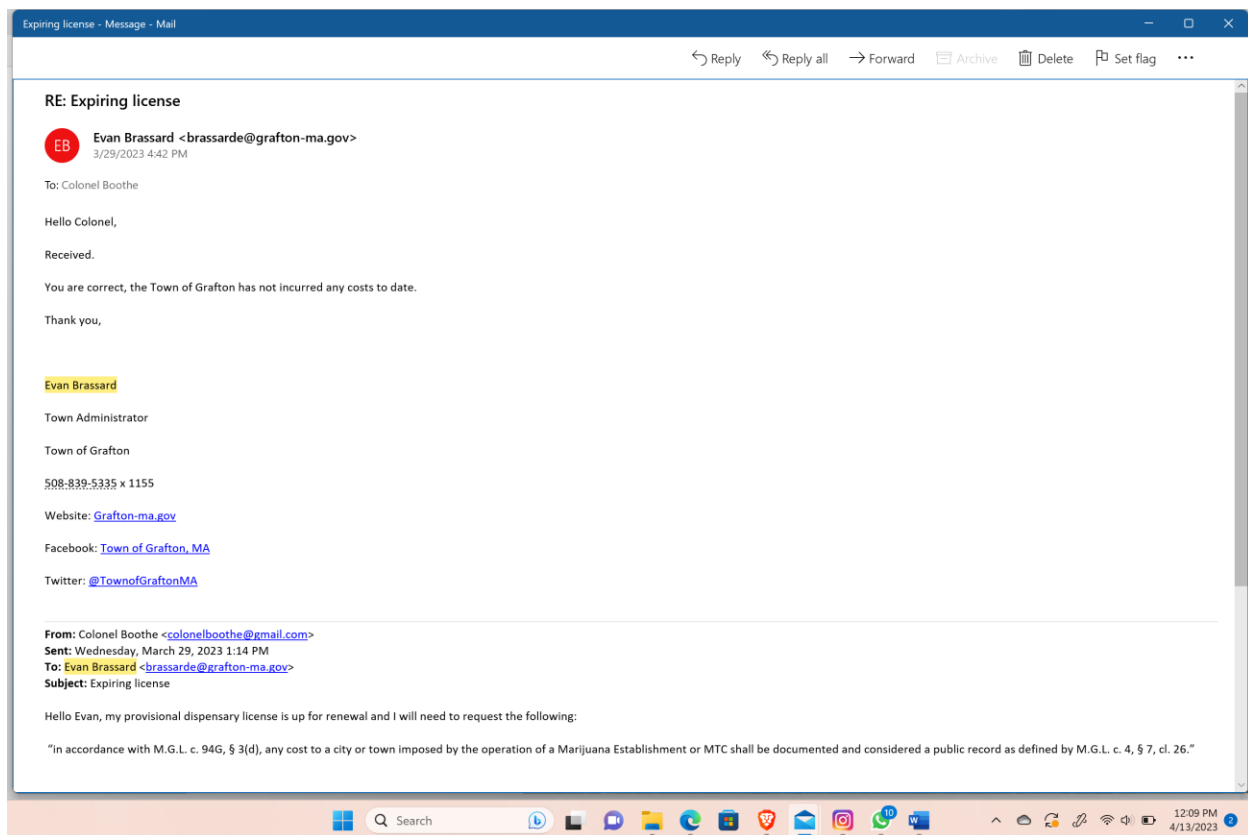
In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12. Furthermore, in compliance with the Town of Grafton’s Zoning By-Law, the proposed facility is not located within 500 feet of the following, as measured from the building and/or area actively used:

1. A building containing another Marijuana Establishment, RMD, OMMD, or MR, except for facilities that are owned or leased by the same operator; or
2. A public or private elementary school, middle school, secondary school, preparatory school, licensed daycare center, or any other facility in which children commonly congregate in an organized ongoing formal basis; or
3. Owned by and operated as part of the campus of any private or public institution of higher learning; or
4. A public library; or
5. A Playground or Park.

As required by the Town of Grafton’s Zoning By-Law, Resinate will apply for a Special Permit, as applicable, from the local Planning Board (the Special Permit Granting Authority). Resinate will apply for any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. Resinate will comply with all conditions and standards set forth in any local permit required to operate a Marijuana Retailer Establishment at Resinate’s proposed location.

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





Plan to Positively Impact Disproportionately Harmed People

Overview:

Haze of Grafton, LLC (“Haze of Grafton” or the “Company”) is committed to serving and supporting populations and communities falling within Areas of Disproportionate Impact (ADI) in the City of Worcester. The Company has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) to establish specific goals and programs for carrying out this commitment.

Goal 1: Creating a brand incubator program named "Social Empowerment Collective" to foster entrepreneurship and economic empowerment. By helping Social Equity and Economic Empowerment designated individuals launch a cannabis product brand.

Programs:

1. Conduct workshops on essential business skills, cannabis industry knowledge, and sustainable entrepreneurship practices as part of the Brand Incubator Program - “Social Empowerment Collective”. Commit to launching 2 brands per year and contributing 100 hours of resources and time to each brand at no cost.
2. Connect entrepreneurs from underprivileged areas with experienced mentors in the cannabis industry for guidance, advice, and networking opportunities, integrated into the Brand Incubator Program.

Measurements:

1. Track the number of successfully incubated brands within the Social Empowerment Collective.
2. Evaluate the economic impact of businesses in terms of revenue generated.

Goal 2: Priority hiring of individuals from Commission-designated ADI in the City of Worcester (Census Tracts 7302, 7305, 7310.02, 7312.03, 7312.04, 7313, 7314, 7315, 7317, 7318, 7323.02, 7324, 7327 and 7330) and Massachusetts residents with past drug convictions, with the specific goals of having:

- at least 25% of all employees at the Haze of Grafton, LLC be present or past residents of the Commission-designated Census Tracts in Worcester listed above;

Programs:

1. Implement training programs to equip employees from ADI areas and those with past drug convictions with the necessary skills for various roles within the cannabis industry.
2. Partner with reentry programs and organizations to create pathways for individuals with past drug convictions to reenter the workforce successfully.
3. Advertising employment opportunities in the Worcester Telegram & Gazette using advertisements that encourage past or present residents of ADI in the City of Worcester and Massachusetts residents with past drug convictions to apply.

Measurements:

1. Conducting, no less than annually, employment composition reviews to determine:
 - What percentage of employees at the Haze of Grafton, LLC live or have lived in a Commission Designated ADI in the City of Worcester (identified by voluntary employment questionnaires), and Haze of Grafton, LLC
 - What percentage of employees at the Haze of Grafton, LLC have past drug convictions (identified by voluntary employment questionnaires);
2. Retention Rates: Monitor the retention rates of employees from ADI areas and those with past drug convictions to ensure a supportive and inclusive work environment.
3. Employee Feedback: Collect feedback from employees to assess their satisfaction, engagement, and perceived impact of the company's hiring initiatives.

Haze of Grafton, LLC acknowledges, is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment; and any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations

on ownership or control or other applicable state laws. Finally, none of the actions taken or programs instituted by Haze of Grafton will violate the Commission's regulations with respect to limitations on ownership or control or any other applicable state laws.



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

William Francis Galvin
Secretary of the
Commonwealth

Date: September 11, 2019

To Whom It May Concern :

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

is a domestic corporation organized on **April 20, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 19090244940

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

Processed by:



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

mass.gov/dor

Letter ID: L1809291136
Notice Date: September 18, 2019
Case ID: 0-000-861-301



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



RESINATE, INC.
120 GILBOA STREET
DOUGLAS MA 01516

Why did I receive this notice?

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

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

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

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau

D
PC

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment

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

(1) Exact name of corporation: Medicinal Alternatives, Inc.

(2) Registered office address: 120 Gilboa Street, Douglas, MA 01516
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): 1
(specify the number(s) of article(s) being amended (I-VI))

(4) Date adopted: March 29, 2019
(month, day, year)

(5) Approved by:

(check appropriate box)

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

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

Article I: The exact name of the corporation is Resinate, Inc.

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

Total authorized prior to amendment:

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

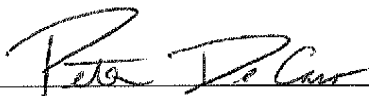
Total authorized after amendment:

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

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

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

Signed by:



(signature of authorized individual)

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

on this 29th day of March, 2019

THE COMMONWEALTH OF MASSACHUSETTS

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

March 29, 2019 10:56 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

RESINATE, INC.

AMENDED AND RESTATED BY-LAWS

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AMENDED AND RESTATED BY-LAWS

OF

RESINATE, INC.

ARTICLE I

ARTICLES OF ORGANIZATION

The name of the corporation shall be as set forth in the articles of organization. The corporation shall have the purpose of engaging in any lawful business, unless a more limited purpose is set forth in the articles of organization. The powers of the corporation shall be all powers as set forth in the Massachusetts Business Corporation Act (The "Act"), unless more limited powers or restrictions on any powers are set forth in the articles of organization. The powers of the corporation's directors and Shareholders, or any class of Shareholders if the corporation has more than one class of stock, and all matters concerning the conduct and regulation of the business and affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the articles of organization. In the event of any inconsistency between the articles of organization and these by-laws, the articles of organization shall be controlling. All references in these by-laws to the articles of organization shall be construed to mean the articles of organization of the corporation as from time to time in effect.

ARTICLE II

SHAREHOLDERS

1. Annual Meeting.

The annual meeting of shareholders shall be held at 10:00 A.M., or at such other time as the board of directors shall determine, on the third Wednesday of May in each year unless such date is a legal holiday. If such date is a legal holiday, then the annual meeting shall be held at the same hour on the next succeeding business day not a legal holiday. The purposes for which an annual meeting is to be held include the election of directors and transacting such other business as may properly be brought before such meeting.

2. Special Meetings.

A special meeting of shareholders may be called at any time by the president or by the directors. Upon written application of one or more Shareholders who hold the aggregate at least ten percent of all votes, which written application or applications shall be signed and dated by such shareholders and shall state the purpose for which the meeting is to be held, a special meeting shall be called by the secretary, or in case of the death, absence, incapacity or refusal of the secretary, by any other officer. Each call of a meeting shall state the place, date, hour and purposes of the meeting.

3. Place of Meetings.

The place at which any special or annual meeting of shareholders shall be held shall be fixed by the board of directors. Meetings of shareholders may be held at any physical location in or by the board of directors. Meeting of shareholders may be held at any physical location in or outside Massachusetts. Any adjourned session of any meeting of the shareholders shall be held at the place designated in the vote of adjournment, or if no such place is designated, at the same place or by the same remote communication method as the adjourned meeting.

In addition, the board of directors may authorize any meeting to be held solely by remote communication with no fixed physical location, or may authorize that any shareholder or proxy not physically present at a meeting may participate in the meeting and be deemed present and entitled to vote. In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the corporation shall implement reasonable measures to provide such shareholders and proxies a reasonable opportunity to participate in the meeting and vote; and (c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the corporation.

4. Record Date for Purpose of Meetings.

The directors may fix in advance a time not more than 70 days before the date of any meeting of shareholders as the record date for determining the shareholders having the right to notice of and to vote at such meeting and any adjournment thereof. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders having the right to notice of or to vote at a meeting of shareholders shall be at the close of business on the day before the day on which notice is given. If any meeting is adjourned to a date more than 120 days after the date fixed for the original meeting, the directors shall fix a new record date.

5. Notice of Meetings.

Written notice of the place, day and hour of all meetings of shareholders shall be given by the secretary, the assistant secretary or an officer designated by the directors, at least seven days but no more than 60 days before the meeting, to each shareholder entitled to vote thereat and to each shareholder who, by the Act, under the articles of organization or under the by-laws, is entitled to such notice. Notice of an adjourned meeting shall be given only if a new record date is fixed, in which case notice shall be given to all shareholders as of the new record date. The notice of a meeting shall state the purposes of the meeting. At a special meeting of the shareholders, only business within the purpose or purposes described in the meeting notice may be conducted. Notice may be given by leaving such notice with the shareholder or at his residence or usual place of business, by mailing it, postage prepaid, and addressed to such shareholder at his address as it appears in the books of the corporation, by facsimile telecommunication directed to a number furnished by the shareholder for the purpose, by

electronic mail to the electronic mail address of the shareholder as it appears in the books of the corporation, or by any other electronic transmission (defined as any process of communication that does not directly involve the physical transfer of paper and that is suitable for the retention, retrieval and reproduction of information by the recipient). The corporation shall be entitled to rely on the address of a shareholder last notified to the corporation. In case of the death, absence, incapacity or refusal of the secretary, the assistant secretary or the officer designated by the directors, such notice may be given by any other officer or by a person designated either by the secretary or by the person or persons calling the meeting or by the board of directors. Whenever notice of a meeting is required to be given to a shareholder under any provision of the Act or of the articles of organization or these by-laws, no such notice need be given to a shareholder, if a written waiver of notice, executed before or after the meeting by such shareholder or his attorney, thereunto authorized, is filed with the records of the meeting.

6. Shareholders List for Meeting.

After fixing a record date for a meeting of shareholders, the secretary shall prepare an alphabetical list of all shareholders who are entitled to notice of the meeting. The shareholders list shall be available for inspection by any shareholder, his agent or attorney during the period beginning two days after notice of the meeting is given and continuing through the meeting at the corporation's principal office, at a place identified in the meeting notice or, if the meeting is to be held only by remote communication, on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting. A shareholder or his agent or attorney may copy the list at the principal office at his own expense as permitted by the Act.

7. Quorum.

At any meeting of the shareholders, a majority in interest of all the shares issued, outstanding and entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, except that, if two or more voting groups are entitled to vote upon such question as separate voting groups, then, in the case of each such voting group, a quorum shall consist of a majority of the votes entitled to be cast by the voting group for action on that matter. Notwithstanding the foregoing, shareholders by a majority of the votes properly cast upon the question whether or not a quorum is present, may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A share once represented for any purpose at a meeting is deemed present for quorum purposes for the remainder of the meeting and for any adjournment thereof, unless (a) the shareholder attends solely to object to lack of notice, defective notice, or the conduct of the meeting on the other grounds, and does not vote the shares or otherwise consent that they are to be deemed present; or (b) in the case of any adjournment, a new record date is or shall be set for that adjourned meeting.

8. Voting and Proxies.

Unless otherwise provided by the articles of organization, each shareholder shall have one vote for each share held by him of record on the record date and entitled to vote on the

question or questions to be considered at any meeting of the shareholders according to the records of the corporation. Shareholders may vote either in person or by proxy appointed by written appointment form signed by the shareholder or his attorney in fact. An appointment form shall be valid for the period stated therein, or, if no period is stated, for a period of 11 months from the date the shareholder signed the form, or the date of its receipt by the secretary or his agent, if undated. Appointment forms shall be filed with the secretary or other officer or agent authorized to tabulate votes before being voted. Except as otherwise limited therein, appointment forms appointing proxies for a particular meeting shall entitle the persons named therein to vote at any adjournment of such meeting but shall not be valid after final adjournment of such meeting.

9. Action at Meeting.

When a quorum of a voting group is present for the consideration of a matter at any meeting of the shareholders, favorable action on a matter, otherwise than the election of directors, is taken by the voting group if a majority in interest of the shares present in person or by proxy and entitled to vote on such question votes in favor of the action, except where a larger vote is required by the Act, the articles of organization or these by-laws. Any election of directors by a voting group shall be determined by a plurality of the votes cast by shareholders in the voting group present in person or by proxy at the meeting and entitled to vote in the election. No ballot shall be required for such election unless requested by a shareholder present in person or by proxy at the meeting and entitled to vote in the election. Shares of the corporation are not entitled to vote if they are owned, directly or indirectly, by another entity of which the corporation owns, directly or indirectly, a majority of the voting interests. The corporation may, however, vote any shares, including its own shares, held by it, directly or indirectly, in a fiduciary capacity.

10. Action without Meeting.

Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting by all shareholders entitled to vote on the action, or if the articles of organization so provide, by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting, as evidenced by written consents of such shareholders that describe the action taken, are signed by shareholders having the requisite votes, bear the date of the signatures of such shareholders, and are delivered to the corporation for inclusion with the records of meetings within 60 days of the date of the earliest dated consent delivered to the corporation. The corporation must, at least seven days before it takes any action in reliance on the consent obtained in accordance with this provision, given written notice of its intended action to shareholders not entitled to vote on the action in any case where the Act would require such notice if the action were to be taken by voting shareholders at a meeting, and, if the action will be taken with less than unanimous consent, to all shareholders entitled to vote who did not consent to the action. Such notice shall be accompanied by the same material that the Act or these by-laws would require to be sent to such shareholders with a notice of meeting. The corporation may, for convenience, specify an effective date for such consents, provided that the

corporation shall not take action in reliance upon such consents except in compliance with the articles of organization and these by-laws.

11. Electronic Action.

Any vote, consent, waiver, proxy appointment or other action by a shareholder shall be considered given in writing, dated and signed if it consists of an electronic transmission that allows the corporation to determine: (a) the date the transmission was sent; and (b) that the sender of the transmission was the relevant shareholder, proxy, or agent, or a person authorized to act on any such person's behalf. The date on which the electronic transmission was sent shall be considered the date on which it was signed.

ARTICLE III

DIRECTORS

1. Powers.

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, a board of directors, subject to any limitation set forth in the articles of organization or in a shareholders' agreement. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

2. Election and Enlargement of Board.

The board of directors shall consist of at least one director. The board of directors shall consist of a number of directors not more than five, and the number of directors shall be fixed from time to time by vote of a majority of the directors then in office or by the shareholders. The number of directors may be decreased or increased beyond such range only by vote of the shareholders. No director need be a shareholder.

3. Vacancies.

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the shareholders, by the board of directors, or if the directors remaining in office constitute fewer than a quorum, they may fill the vacancy by the vote of a majority of all the directors remaining in office. If the vacant office was held by a director elected by a voting group of shareholders, only the shareholders of that voting group or directors elected by that voting group are entitled to fill the vacancy.

4. Tenure.

Except as otherwise provided by the articles of organization or by these by-laws, each director shall hold office until the next annual meeting of shareholders and thereafter until such

director's successor is elected and qualified or until such director sooner dies, resigns, is removed or becomes disqualified.

5. Committees.

The directors may, by vote of a majority of all directors then in office, elect from their number an executive or other committees, provided however that if the articles of organization or these by-laws provide that the number of directors required to take board action is greater than a majority of all directors then in office, then the vote of such greater number shall be required to elect any committee. Except as the directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the directors or in such rules, its business shall be conducted as nearly as may be in the same manner as is provided by these by-laws for the directors. The directors may delegate to any committee some or all of their powers except those which they are prohibited from delegating by any provision of law or by the articles of organization or these by-laws. Without limitation of the foregoing, a committee may not (a) authorize distributions; (b) approve or propose to shareholders action that is required by law to be approved by shareholders; (c) change the number of the board of directors, remove directors from office or fill vacancies on the board of directors; (d) amend the articles of organization; (e) adopt, amend or repeal the by-laws; or (f) authorize or approve reacquisition of shares, except according to a formula or method prescribed by the board of directors.

6. Meetings.

Regular meetings of the directors may be held without call or notice at such places and at such times as the directors may from time to time determine. Any or all of the directors may participate in a meeting of the directors or of a committee thereof by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting; and participation by such means shall constitute presence in person at any such meeting.

A regular meeting of the directors may be held immediately following the annual meeting of shareholders at the same place as such shareholders' meeting. Special meetings of the directors may be held at any time and place designated in a call of the meeting by the chairman of the board, if any, the president or two or more directors.

7. Notice of Special Meetings.

Notice of the date, time and place of all special meetings of the directors shall be given to each director by the secretary, or assistant secretary, or by the officer or one of the directors calling the meeting. Notice shall be given to each director in person, by telephone, voice mail, facsimile telecommunication, telegram or other electronic means sent to his usual or last known business or home address or phone number or by electronic mail to the electronic mail address of the director as last notified to the corporation at least 24 hours in advance of the meeting or by mailing it to either such business or home address at least 48 hours in advance of the meeting. Notice need not be given to any director if a written waiver of notice, executed by him

before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting, prior to or at the meeting's commencement, the lack of notice to him. A notice or waiver of notice of a directors' meeting need not specify the purposes of the meeting.

8. Quorum.

At any meeting of the directors, a quorum of the board of directors shall be a majority of the number of directors fixed pursuant to Section 2 of this Article, or if no such number was prescribed, a majority of the directors in office immediately before the meeting begins. Any meeting may be adjourned from time to time by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

9. Action at Meeting.

If a quorum is present when a vote is taken, the vote of a majority of the directors present is an act of the board of directors, unless the articles of organization or these by-laws require the vote of a greater number of directors.

10. Action by Consent.

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all directors then in office consent to the action in a writing signed by each director, or by electronic transmission delivered to the corporation to the address specified by the corporation for the purpose or, if no address is specified, to the principal office of the corporation addressed to the secretary or other officers or agent having custody of the record of proceedings of directors, provided that such written consents and/or electronic transmission shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent is effective when the last director signs or delivers consent, unless the consent specifies a difference effective date. Consents given in accordance with this provision shall be treated as a vote of the directors for all purposes.

ARTICLE IV

OFFICERS

1. Enumeration.

The officers of the corporation shall consist of a president, a treasurer, a secretary, and such other officers, if any, including a chairman and a vice chairman of the board of directors, one or more vice presidents, assistant treasurers and assistant secretaries, as the incorporators at their initial meeting or the directors from time to time may choose or appoint.

2. Appointment.

The president, treasurer and secretary shall be appointed annually by the directors at their first meeting following the annual meeting of shareholders. Other officers, if any, may be appointed by the board of directors at such meeting or at any other time.

3. Vacancies.

If any office becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the directors may choose a successor or successors, who shall hold office for the unexpired term, except as otherwise provided by the Act, by the articles of organization or by these by-laws.

4. Qualification.

The president may, but need not be, a director. No officer need be a shareholder. Any two or more offices may be held by the same person. Any officer may be required by the directors to give bond for the faithful performance of his duties to the corporation in such amount and with such sureties as the directors may determine.

5. Tenure.

Except as otherwise provided by the articles of organization or by these by-laws, the president, treasurer and secretary shall hold office until the first meeting of the directors following the annual meeting of shareholders, and thereafter until such officer's successor is chosen and qualified; and all other officers shall hold office until the first meeting of the directors following the annual meeting of the shareholders or the special meeting in lieu thereof, unless a shorter term is specified in the vote choosing or appointing them, or in each case until such officer sooner dies, resigns, is removed or becomes disqualified.

6. Chairman and Vice Chairman of the Board.

A chairman or vice chairman of the board of directors shall have such powers as the directors may from time to time designate. Unless the board of directors otherwise specifies, the chairman of the board, or in his absence the vice chairman, shall preside at all meetings of the shareholders and of the board of directors. The chairman or vice chairman must be a director.

7. President and Vice President.

Except as otherwise determined by the directors, the president shall be the chief executive officer of the corporation and shall, subject to the direction of the directors, have general supervision and control of its business. Unless the board of directors otherwise specifies, in the absence of the chairman and vice chairman, if any, of the board of directors, the president shall preside, when present, at all meetings of shareholders and of the board of directors.

Any vice president shall have such powers as the directors may from time to time designate.

8. Treasurer and Assistant Treasurers.

The treasurer shall, subject to the direction of the directors, have general charge of the financial concerns of the corporation and the care and custody of the funds and valuable papers of the corporation, and books of account and accounting records. He shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment

of money payable to the corporation or its order, and to accept drafts on behalf of the corporation.

Any assistant treasurer shall have such powers as the directors may from time to time designate.

9. Secretary and Assistant Secretary

Unless a transfer agent is appointed, the secretary shall keep or cause to be kept the stock and transfer records of the corporation in which are contained the names of all shareholders and the record address and the amount of shares held by each. The secretary shall record all proceedings of the shareholders in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Such records shall be kept at the principal office of the corporation or at the office of its transfer agent or of the secretary and shall be open at all reasonable times to the inspection of any shareholder.

If a secretary is elected, he shall record all proceedings of the directors in a paper record, or in another form capable of conversion into a paper record within a reasonable time. Any assistant secretary shall have such powers as the directors may from time to time designate. In the absence of the secretary from any meeting of the directors, any assistant secretary, or a temporary secretary designated by the person presiding at such meeting, shall record such proceedings.

10. Other Powers and Duties.

Each officer shall, subject to these by-laws, have in addition to the duties and powers specifically set forth in these by-laws, such duties and powers as are customarily incident to his office, and such duties and powers as the directors may from time to time designate.

ARTICLE V

RESIGNATIONS AND REMOVALS

1. Resignation.

Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president, the treasurer or the secretary or to a meeting of the directors. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

2. Removal of Directors.

A director (including persons elected by directors to fill vacancies in the board) may be removed from office (a) with or without cause by majority vote of the shareholder voting group entitled to appoint such director, or (b) with cause by vote of the greater of a majority of the directors then in office or of the number of directors otherwise required to take an action of the

board, except that if a director is appointed by a voting group of shareholders, only directors appointed by that voting group may vote to remove him. A director may be removed by the shareholders or the directors only at a meeting called for the purpose of removing him and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

3. Removal of Officer.

The directors may remove any officer at any time with or without cause.

4. No Right to Compensation.

No director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no director or officer removed, shall have any right to any compensation as such director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

ARTICLE VI

SHARES

1. Amount Authorized.

The total number of authorized shares shall be as fixed in the articles of organization.

2. Stock Certificates; Statements for Uncertificated Stock.

Shares of the corporation may be certificated or uncertificated. Each shareholder shall be entitled to: (a) for certificated stock, a certificate of the stock of the corporation setting forth the number of shares and the class and the designation of the series in such form as shall, in conformity with law, be prescribed from time to time by the directors; and (b) for uncertificated stock, a written information statement setting forth the number of shares and the class and the designation of the series of the stock. Each certificate shall be signed by any two of the following officers: the president, any vice president, the treasurer, any assistant treasurer, the secretary or any assistant secretary, either by real or facsimile signatures, and may bear the corporate seal or its facsimile. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer at the time of its issue.

Every certificate or information statement for shares which are subject to any restriction on transfer pursuant to the articles of organization, the by-laws or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate or

information statement and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge. Every certificate or statement issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text of the preferences, voting powers, qualifications and special and relative rights of the stock of each class and series authorized to be issued or a statement of the existence of such preferences, powers, qualifications and rights and a statement that the corporation will furnish a copy thereof to the holder of such certificate or statement upon written request and without charge.

3. Transfers.

Subject to the restrictions, if any, stated or noted on the stock certificates or information statements, shares may be transferred on the books of the corporation by: (a) for certificated stock, the surrender to the corporation or its transfer agent of the certificate therefor properly endorsed or accompanied by a written assignment and power of attorney properly executed, with necessary transfer stamps affixed, and with such proof of the authenticity of signature as the corporation or its transfer agent may reasonably require; and (b) for uncertificated stock, by delivery to the corporation or its transfer agent of an instruction with a request to register a transfer properly executed by the transferring shareholder, and with such proof of authenticity of signature as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by the Act, by the articles of organization or by these by-laws, the corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the corporation in accordance with the requirements of these by-laws.

4. Record Date for Purposes Other Than Meetings.

The directors may fix in advance a time not more than 70 days preceding the date for the payment of any dividend or the making of any distribution to shareholders or the last day on which the consent or dissent of shareholders may be effectively expressed for any purpose, as the record date for determining the shareholders having the right to receive such dividend or distribution or the right to express such consent or dissent. In such case only shareholders of record on such date shall have such right, notwithstanding any transfer of shares on the books of the corporation after the record date. If no record date is fixed, the record date for determining shareholders shall be at the close of business on the day on which the board of directors acts with respect thereto.

5. Replacement of Certificates.

In case of the alleged loss or destruction or the mutilation of a stock certificate, a duplicate certificate may be issued in place thereof, upon such terms as the directors may prescribe.

ARTICLE VII

MISCELLANEOUS PROVISIONS

1. Fiscal Year.

The fiscal year of the corporation shall end on the date determined from time to time by the board of directors.

2. Seal.

The seal of the corporation shall, subject to alteration by the directors, consist of a flat-faced circular die with the word "Massachusetts", together with the name of the corporation and the year of its organization cut or engraved thereon.

3. Registered Agent and Registered Office.

The corporation shall continuously maintain in Massachusetts: (a) a registered agent who may be an officer of the corporation or another individual, a domestic corporation or not-for-profit domestic corporation, or a foreign corporation or not-for-profit foreign corporation qualified to do business in Massachusetts; and (b) a registered office, which may, but need not be, the same as any of its places of business. The business office of the registered agent shall also be the registered office of the corporation. The corporation shall record any change of its registered office or registered agent by filing a statement of change with the Secretary of the Commonwealth.

4. Execution of Instruments.

All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed on behalf of the corporation shall be signed by the chairman of the board, if any, the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

5. Voting of Securities.

Except as the directors may otherwise designate, the president or treasurer may waive notice of, act and appoint any person or persons to act as proxy or attorney in fact for this corporation (with or without power of substitution) at any meeting of the shareholders, members or other constituent parties of any other corporation, organization or entity in which the corporation holds securities or other type of ownership interest.

6. Corporate Records to be Maintained and Available to All Shareholders.

The corporation shall keep in Massachusetts at the principal office of the corporation, or at any office of its transfer agent, secretary, assistant secretary or registered agent, a copy of the following records: (a) its articles of organization and by-laws then in effect; (b) resolutions

adopted by the directors creating classes or series of stock and fixing their relative rights, preferences and limitations, if shares issued pursuant to those resolutions are outstanding; (c) the minutes of all shareholders' meetings, and records of all action taken by shareholders without a meeting, for the past three years; (d) all written communications to shareholders generally during the past three years, including annual financial statements issued pursuant to the Act; (e) a list of the names and business addresses of its current directors and offices; and (f) its most recent annual report delivered to the Massachusetts Secretary of the Commonwealth. Said copies and records may be kept in written form or in another form capable of conversion into written form within a reasonable time. A shareholder is entitled to inspect and copy such records, during regular business hours at the office at which they are maintained, on written notice given at least five business days before the date he wishes to inspect and copy.

7. Indemnification.

The corporation shall, to the fullest extent permitted by law, indemnify each of its directors and officers (including persons who serve at its request as directors, officers, or trustees of another organization in which it has any interest as a shareholder, creditor or otherwise or in any capacity with respect to any employee benefit plan), against all liabilities and expenses, including amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer, if: (a) he conducted himself in good faith and in the reasonable belief that his conduct was in the best interests of the corporation or at least not opposed to the best interests of the corporation, and, in the case of any criminal proceedings, he had no reasonable cause to believe his conduct was unlawful; or (b) he engaged in conduct for which he shall not be liable under the articles of organization; provided, however, that the corporation shall not indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall be provided although the person to be indemnified is not currently a director, officer, partner, trustee, employee or agent of the corporation or such other organization or no longer serves with respect to any such employee benefit plan.

Notwithstanding the foregoing, no indemnification shall be provided unless a determination has been made that indemnification is permitted by law for a specific proceeding:

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

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

(c) by the holders of a majority of the corporation's outstanding shares at the time entitled to vote for directors, voting as a single voting group, exclusive of any shares owned by or voted under the control of any interested director or officer.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled; nothing contained in this section shall affect any rights to indemnification to which employees, independent contractors or agents, other than directors and officers, may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Any repeal or modification of the foregoing provisions of this section shall not adversely affect any right or protection of a director or officer of the corporation with respect to any acts or omission of such director or officer occurring prior to such repeal or modification.

8. Advance of Expenses.

The corporation shall, before final disposition of a proceeding, and to the fullest extent permitted by law, advance funds to pay for or reimburse the reasonable expenses incurred by a director, officer or other person who is a party to a proceeding for which he would be or may be entitled to indemnification as set forth in these by-laws, provided that he delivers to the corporation a written affirmation of his good faith belief that he has met the relevant standard of conduct described in these by-laws, and his written undertaking to repay any funds advanced if he is not entitled to mandatory indemnification under applicable law and it is ultimately determined that he has not met the relevant standard for indemnification set forth in these by-laws.

9. Amendments to By-laws.

These by-laws may at any time be amended by vote of the shareholders or may be amended by vote of a majority of the directors then in office, except that by-law provisions dealing with quorum or voting requirements for shareholders, including additional voting groups, may not be adopted, amended or repealed by the board of directors. Notice of any change to the by-laws by the directors, stating the substance of such change, shall be given to all shareholders entitled to vote on amending the by-laws not later than the time that notice of the shareholders' meeting next following such change is required to be given.

10. Director Conflict of Interest.

A conflict of interest transaction is a transaction with the corporation in which a director has a material direct or indirect interest (an "Interested Director"). Without limiting the interests that may create conflict of interest transactions, a director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a "Related Party"), or if another entity of which he is a director,

officer, or trustee or in which he holds another position is a party to the transaction and the transaction is or should be considered by the board of directors of the corporation.

A conflict of interest transaction is not voidable by the corporation solely because of the director's interest in the transaction if: (a) the material facts of the transaction and the director's interest were disclosed or known to the board or a committee of the board, and the board or committee authorized, approved or ratified the transaction by the vote of a majority of the directors on the board or committee who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified by a single director; (b) the material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction by the vote of a majority of the shares entitled to vote or (c) the transaction was fair to the corporation. In the case of clause (b) above, shares owned by or voted under the control of any Interested Director or Related Party shall not be entitled to vote.



THE COMMONWEALTH OF MASSACHUSETTS
EXECUTIVE OFFICE OF LABOR AND WORKFORCE DEVELOPMENT
DEPARTMENT OF UNEMPLOYMENT ASSISTANCE

Charles D. Baker
GOVERNOR

Karyn E. Polito
LT. GOVERNOR



176386217

Rosalin Acosta
SECRETARY

Richard A. Jeffers
DIRECTOR

MEDICINAL ALTERNATIVES
120 GILBOA ST UNIT 1 ... 10
DOUGLAS, MA 01516-2275

EAN: 22138650
March 15, 2020

Certificate Id:36198

The Department of Unemployment Assistance certifies that as of 3/15/2020 ,MEDICINAL ALTERNATIVES is current in all its obligations relating to contributions, payments in lieu of contributions, and the employer medical assistance contribution established in G.L.c.149,§189.

This certificate expires in 30 days from the date of issuance.

Richard A. Jeffers, Director

Department of Unemployment Assistance

SIMPLICITY



DISPENSARY

Haze of Grafton, d/b/a Simplicity Dispensary

135 Westboro rd, North Grafton, MA 01536

Separating recreational from medical operations, if applicable

This is not applicable for Haze of Grafton retail stores.

S I M P L I C I T Y



D I S P E N S A R Y

Haze of Grafton, d/b/a Simplicity Dispensary

135 Westboro rd, North Grafton, MA 01536

Restricting Access to age 21 and older

Haze of Grafton is committed to the responsible service of marijuana to responsible consumers. We are also committed to actions that will help reduce illegal purchasing and consumption. Accordingly, all employees are required to follow the procedures: No employee will serve any person under 21 years of age or to any person who is visibly intoxicated; In order to be served, all customers are required to present documentation that shows they are 21 years of age or older.

Acceptable documentation is a valid driver's license or passport with photo or photo identification, showing date of birth issued by a governmental body; The employee will check the identification to ascertain that it is authentic. The manager should be informed if there is any appearance of forgery or tampering; In the absence of authentic identification, or in case of doubt, the employee will refuse service to the customer; It is the employee's responsibility to notify a manager and or supervisor immediately when a customer shows visible signs of intoxication; After refusing service to any customer, employees will note the name, appearance and clothing of the individual involved. The information will be given to the Dispensary Manager and logged appropriately for future reference; No employee will "freely dispense". All products will be dispensed in measured quantities.

In order for each employee to feel comfortable and confident with the above procedures, all employees who dispense marijuana will participate in the Responsible Vendor Training program at the beginning of employment. Additionally, employees will be required to complete, at minimum, annual marijuana dispensing awareness training; supplementary trainings will be scheduled accordingly in the event of a policy/procedure change or an update to the laws and regulations surrounding the Adult-Use Marijuana program.

SIMPLICITY



DISPENSARY

Haze of Grafton, d/b/a Simplicity Dispensary
135 Westboro rd, North Grafton, MA 01536

QUALITY CONTROL AND TESTING

Quality Control

Haze of Grafton will comply with the following sanitary requirements:

1. Any of Haze of Grafton's agents whose job includes contact with marijuana or nonedible marijuana products, 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 590.000, and with the requirements for food handlers specified in 105 CMR 300.000.

2. Any of Haze of Grafton's agents working in direct contact with preparation of marijuana or non-edible marijuana products will 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. Haze of Grafton's hand-washing and/or sanitation facilities will be adequate and convenient and will be furnished with running water at a suitable temperature or hand sanitation fluids. Hand-washing facilities will be located in Haze of Grafton production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;

4. Haze of Grafton's dispensary will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;

5. Haze of Grafton will ensure that litter and waste is properly removed and 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 will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);

6. Haze of Grafton's floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;

7. Haze of Grafton's facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;

8. Haze of Grafton's buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;

9. Haze of Grafton 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. Haze of Grafton will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;

11. Haze of Grafton will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms;

Testing

Haze of Grafton 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 will 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.

SIMPLICITY



DISPENSARY

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Personnel policies including background checks

The Haze of Grafton Staffing and Training Plan (Training Plan in development) details the processes the Human Resource Manager will use to manage human resources in order to provide the highest quality service and education to customers while acting in compliance with CCC regulations. The Human Resource Manager is assigned responsibility for maintaining and updating the Plan, which will ensure that Haze of Grafton has sufficient staff possessing the correct skill-sets and experience needed to ensure the success of all operations.

Haze of Grafton encourages personal growth, development and empowerment for its employees. All employees are encouraged to provide input and suggest new policies and processes.

CONFIDENTIAL DATA STORAGE

Employee data will be stored in Microsoft Azure via Office 365's SharePoint document management system. Data stored within the Microsoft cloud is secured with HIPPA compliant security protocols.

All employee data will be entered directly into Office 365 through an internet browser using Secure Socket Layer ("SSL") connections. All SSL connections are established using 2048-bit keys.

Once data has reached Office 365 it will be encrypted with BitLocker which uses Advanced Encryption Standard with 256-bit keys.

FAIR EMPLOYMENT PRACTICES POLICY

Haze of Grafton is committed to providing all employees with a safe, healthy and economically beneficial working environment. Workplace safety and environmental standards are of utmost concern to Haze of Grafton, as the welfare of our employees greatly impacts our ability to operate successfully.

Fair employment practices, including the prohibition against all forms of illegal discrimination, will be prioritized and enforced at all times through Haze of Grafton codes of conduct. All Haze of Grafton employees will receive access to generous benefits packages and rates of compensation that exceed state minimum standards. By providing equal access and fair treatment to all employees we will improve the Haze of Grafton's success while enhancing the progress of individuals and the community in which our business operates.

COMPENSATION STANDARDS AND TIME OFF

The standard Haze of Grafton workweek is 40 hours of work. Overtime compensation is paid to non-exempt employees in accordance with federal and state wage and hour restrictions. Overtime is payable for all hours worked over 40 per week at a rate of one and one-half times the non-exempt employee's regular hourly rate.

Each employee's hourly wage or annual salary will be reviewed at least once each year. Increases will be determined by the ability of the Haze of Grafton to financially support them on the basis of performance, adherence to laws, Haze of Grafton policies and procedures and the ability of employees to meet or exceed duties per job description and achieve performance goals.

Haze of Grafton will provide all employees with competitive wages based upon position and tenure. Standard Haze of Grafton wages range from \$20/hour to \$125k+ annually. By providing

our employees with adequate compensation, we reinforce our commitment to investing in the progress of individuals and the establishment of a highly capable and experienced team. It is a goal of Haze of Grafton to establish long-term employment opportunities for all employees.

Haze of Grafton will offer its regular full-time employees paid vacation after 3 months of employment. The terms will change as we grow but initially they will receive two weeks of paid vacation and after three years of service they will receive three weeks of paid vacation days that accrue over a soon to be determined schedule.

Additionally, Haze of Grafton will provide unpaid leave opportunities for all employees to care for the employee's child after birth or placement for adoption or foster care, to care for the employee's spouse, son, daughter or parent, who has a serious health condition, for a serious health condition that makes the employee unable to perform the employee's job and for a qualifying exigency or military caregiver leave, as described below

BENEFITS

Haze of Grafton is committed to providing a generous employee benefit program for all employees and agents. All Haze of Grafton employees will have the opportunity to participate in a 401(k) plans and other types of retirement programs with a Haze of Grafton funds match. Employees will also be presented with access to competitive health insurance programs and/or a health savings account (HSA) program for their entire family. 125 Flexible Spending Accounts will be established for participating employees, allowing participants to set aside pre-tax dollars to pay for certain types of expenses. Haze of Grafton will establish access to three plans: (1) for medical expenses, (2) for dependent care expenses and (3) for certain commuting expenses. Haze of Grafton will additionally provide employees with options for participating in long-term and short-term dental and vision coverage, disability insurance and life insurance programs.

Additionally, Haze of Grafton will establish an educational scholarship program for employees designed to reimburse certain educational expenses for programs that benefit employee

progression in the Haze of Grafton, including but not limited to, child care subsidies and gym reimbursement.

Bonuses are variable, generally are around 10% of an individual's total yearly salary but could exceed that if dispensary sales can support it. Additionally, all bonuses are at the digression on the Chief Executive Officer, Chief Financial Officer and the Chief Operating Officer.

POTENTIAL EMPLOYEE SCREENING AND MONITORING

It is critical for the security of Haze of Grafton that only the most qualified, credible, talented and culturally diverse people are hired to help avoid workplace theft, fraud or violence.

It's equally important for the Haze of Grafton to conduct background screening on the contingent workers, including cleaning crews, facilities maintenance workers, auditors and other contractors who have access to the Haze of Grafton's property or represent the Haze of Grafton brand. Knowing the background of these workers is required to protect the integrity of the Haze of Grafton organization, as well as the safety of customers. Therefore, this workforce needs to be screened with the same due diligence as any other employee.

To help attract, hire, land and retain the best employees Haze of Grafton has developed employment screening and monitoring processes to create a candidate experience that benefits potential employees and reduce Haze of Grafton's risk by utilizing a fast, scalable and compliant background screening solution. An efficient, thorough employment screening process can, above all else, help reduce the Haze of Grafton's overall workplace risk. Identifying risk early, prior to hiring an employee, protects the organization from risk related to physical safety, financial security organizational image or reputation and legal compliance.

COMPLIANCE

The Human Resources Manager will ensure compliance with local, state and federal laws regarding the hiring and employment screening processes. The most prominent legislation that Haze of Grafton must abide by is the Fair Credit Reporting Act ("FCRA").

PRE-SCREENING POTENTIAL CANDIDATES

The Human Resources Manager will pre-screen candidates by stating clearly to potential applicants what items and prerequisites will be needed to properly qualify the employment application. This will streamline Haze of Grafton's application process by having applicants review the information and then determine whether or not they meet the qualifications. This is part of the proactive pre-screening process that ensures applicants who submit their information will pre-qualify based on the specific information needed later in the process.

Haze of Grafton will integrate instant and automated employment screening products into the hiring process. Instant searches will be used to efficiently move forward in the hiring process by quickly confirming or validating basic information such as a Social Security number or name and address history. Automated searches will provide electronic delivery of process updates and results, eliminating time delays often associated with manual follow-up on important screening components such as employment or education verifications.

Criminal History

Haze of Grafton will screen candidates for criminal records to promote a safe, secure workplace by reducing employment-related risk linked to a criminal history. The following searches may be performed depending upon the type of position the candidate is seeking.

National Crime File Search

Some vendors can offer access to a nationwide database of criminal records gathered from across all 50 states. A variety of sources are utilized including Sex Offender Registries, state and county criminal courts and state-level departments of corrections. This search can provide instant results depending on the provider.

Felony and Misdemeanor Search

This county courthouse search includes a search of all felonies and misdemeanors on all indexes available at the main county seat court location.

Motor Vehicle Report

A Motor Vehicle Report (MVR) reveals the status of an applicant's driver's license and any violation history. This search should be conducted on all candidates who will have driving responsibility for Haze of Grafton, including those who will not only drive an Haze of Grafton vehicle but will also drive a personal vehicle on Haze of Grafton time or for Haze of Grafton purposes.

VERIFICATION AND QUALIFICATION SOLUTIONS

The Human Resources Manager may potentially utilize the following solutions depending on the level of security required for the position.

Social Security Number Verification (SSNV) This search matches the input information against millions of consumer header credit files contained in the databases of nationwide credit reporting agencies. The SSNV returns other names and addresses associated with the identifying information used to request the report.

Credit Check

This search matches the candidate's information to information held by the Credit Bureaus and returns the candidate's credit report. *Employment and/or Education Verification* These two products are used to verify the information provided by the candidate.

Employment Eligibility

An employment eligibility verification service will be used to streamline the Form I-9 process. The Haze of Grafton will participate in the E-Verify program to confirm every new hire's employment eligibility by sending the information used to complete the I-9 through the Social Security Administration (SSA) and Department of Homeland Security (DHS) databases.

SUBSTANCE FREE WORKPLACE

Haze of Grafton will strive for maintaining a safe working environment. In order to keep employees and customers safe Haze of Grafton will have alcohol, smoke, and drug-free workplace policies in place pursuant to CCC regulation 935 CMR 500.105. Employees will be required to be sober while within the facility. Employees and managers will be required to immediately report any incidents involving alcohol, smoke and drugs to the Human Resources manager

ADJUDICATION AND ALERTS

Haze of Grafton will provide a criminal records adjudication policy as part of the screening process. FCRA- mandated Adverse Action letters for candidates that fail to meet specific screening criteria set forth by the organization will be delivered to candidates.

MONITORING

A Monthly Compliance Exception Report is completed for the employment screening process. The report informs the Human Resources Manager which candidates have completed various parts of the screening process and which have not. The report also updates Haze of Grafton to which components are missing from a candidate's employment screening process.

The Human Resources Manager will cause all required criminal and drug screens to be updated every two years. All employees are required to notify Haze of Grafton whenever they have any encounter with law enforcement. The Human Resources Manager will determine if a Level 2 background screening should be performed upon the employee's notice. A post-accident drug screening may be performed at the Human Resources Manager's discretion or if required for worker's compensation purposes.

STAKEHOLDER FEEDBACK

The Human Resources Manager in coordination with the Chief Operations Manager, and Chief Financial Officer will solicit and record feedback from customers, vendors, consultants,

community members and groups, law enforcement and other interested parties about the competence of Haze of Grafton and our staff. Feedback requested from stakeholder should address the quality of interactions with employees, any changes in Haze of Grafton policies or procedures directly affecting the stakeholder and the effectiveness of the Haze of Grafton overall.

OBSERVATION AND PERFORMANCE REVIEW

To evaluate the effectiveness of training through observation of employee performance, these evaluations should consider employee's adoption of policies, procedures, concepts and attitudes presented in the training for new employees; level of improvement, drive or lack thereof toward improvement in the performance of veteran employees; adoption of the training topics in practice and how well they are working; department managers and trainer observations of employee attitudes, methods or competency and the level of discussion between employees and department managers regarding training topics presented on an ongoing basis.

STAFFING PLAN

The staffing plan will develop in three phases which are hiring, training and professional development. Hiring of employees will only be done according to established procedure when a position in the employment structure is open or management determines a new position should be created. The training will provide policies and procedures to be reviewed at length. Professional development practices will then supplement this initial training. The training and professional development will ensure that all Haze of Grafton staff grasp and comprehend the policies, procedures and relevant regulations to abide by for operations at the facility.

Company Co-Founder Colonel Boothe has created a process where hiring managers will be given resumes that do not have the applicants name or address on them. This will assure that the hiring manager will not use the candidates name to determine their ethnicity or use the

candidates address to make an assumption on their socioeconomic background. Haze of Grafton will make sure that the best candidates are hired in a process that eliminates racial and socioeconomic biases.

STAFF ACQUISITION PROCESS

1. Identification of need;
2. Job classification and job description preparation;
3. Solicitation of the vacant position utilizing the methods that best fit the position;
4. Reviewing resumes on qualified candidate;
5. Performing and recording reference checks on qualified candidates;
6. Scheduling first interviews with the Human Resources Manager;
7. Scheduling second interviews with strong candidate with the HR Manager and department hiring manager;
8. Delivery of an offer letter to the first choice candidate;
9. Performing criminal background check on selected candidate;
10. Send application to the state for registration with the CCC;
11. Completion of the probationary period.

The Staffing and Training Plan is based on business plan assumptions and best practices and may be adjusted by in accordance with actual operating needs. It is our policy to ensure that all employees receive professional and appropriate training on compliance with regulatory agency regulations, the therapeutic use of cannabis, safety, security, incident management and diversion and theft prevention.

HIRING

Haze of Grafton's Human Resource Manager will coordinate with the COO and CFO to acquire all staff. The acquisition process may vary depending on the vacant position and special circumstances. The acquisition process will be managed by the Human Resource Manager and

will always include: performing a criminal background check on the selected candidate to determine eligibility for CCC registration; application to CCC for registration; new hire orientation and training only upon successful registration; and completion of the probationary period.

All staff and Managers must comply with all **EEOC** guidelines when managing employee issues. None of our policies or practices discriminate based on or conflict with laws regarding the following: race; height and weight; credit rating or economic status; religious affiliation or beliefs; citizenship; marital status and number of children; gender; arrest and conviction; security/background checks for certain religious or ethnic groups; disability; medical questions and examinations. Positions will only be filled according to the established protocols:

Background Check

Any applicant who has submitted a complete application for employment will have a professional background check conducted. This investigation will be in addition to verification that the potential employee is or will soon be licensed as a cannabis employee and thus allowed to work in the facility. The investigation will be conducted to ensure the potential employee does not have any felony convictions which would bar them from employment. The investigation will also check for any crimes of moral turpitude, whether misdemeanor or felony. Any indication of past crimes of moral turpitude will be a bar to employment. Once the applicant is determined to have passed a background check, a first interview will be initiated.

1st Interview

The first interview will consist of a face to face meeting with the Manager of the department the applicant is interviewing for a position in. No more than 5 applicants will be selected for a first interview. The purpose of this interview will be to help determine any potential employee's: 1) level of knowledge regarding cannabis operations; 2) existing skill set relevant to the duties of the job offered; 3) their capacity to learn new skills and grasp concepts (specifically regulatory concepts); and 4) potential for deception as an employee. At least 2 references will be

contacted and details of the interview confirmed. A solid background (or an appropriate level of education/experience pertaining to the position offered), a clean record and indicia of honesty will be requisites for the second interview.

Final Interview

The final interview will be conducted by the COO and CFO (or an alternate company executive). No more than three candidates will be selected for the final interview. The COO and CFO will ask a variety of questions intended to assess the applicant's ability to interact with others and work according to Haze of Grafton's policies. The final decision will be made by the COO and CFO with input from the Manager who conducted the first interview and the Assistant General Manager. For management positions, the General Manager and will jointly conduct the final interview with the department manager retaining the final decision after consulting with managing members. All potential employees must go through the entire process.

TRAINING

All new hires will be required to go through a training period. Potential employees will be advised of all employment policies, the life cycle of cannabis and its growth process and the proper procedures to employ while performing their duties. Educational training will consist of presentations given by the department manager. The presentations will be supplemented with hands on training to demonstrate the material included in the presentations. All employees will go through additional training with their Manager based on the employment role.

Being in an industry that is constantly changing requires companies to be aware of recent market developments and trends throughout the industry. Haze of Grafton takes a proactive approach to continually provide progressive training and interactive learning to our employees. This is conducted both at the individual facilities by certified Haze of Grafton trainers, but also electronically and telephonically when necessary. By exposing employees to constant training and developments, Haze of Grafton values its employees and encourages their retention with Haze of Grafton.

By training employees, it allows them from day one to have the ability to learn processes and procedures in order to take on additional responsibilities throughout the course of their employment with Haze of Grafton. With the ability to grow within Haze of Grafton and move at their own pace, Haze of Grafton encourages retention of all employees.

Our collaborative training program is designed to educate employees on best practices for maintaining their personal safety and the safety of Haze of Grafton products, including comprehensive emergency and incident management training. Training sessions may include virtual web collaborations, onsite experience and OSHA Occupational Safety Training.

Haze of Grafton Employee Training

No Haze of Grafton employee or consultant may work on-site prior to receiving orientation training, taking the responsible vendor training, or when any required critical training is four weeks or more past due. The HR Manager will provide all relevant and adequate training for each individual involved in Haze of Grafton operations. Training will be tailored to the roles and responsibilities of the job function of each employee and at a minimum must include training on confidentiality, security controls, emergency response protocols and regulatory agency regulations as well as Federal statutes regarding the use of cannabis. Each employee will receive a minimum of eight hours of ongoing training annually or as deemed necessary by Haze of Grafton Managers.

Module Based Training

Haze of Grafton employs a strategy of module based training. Each module will cover a single topic in - depth.

Training modules include:

1. New employee orientation;
2. Train the trainer;
3. Monthly department meetings;

4. Compliance, regulation and law;
5. Confidentiality;
6. Safety;
7. Security;
8. Emergency and incident management;
9. Inventory management and diversion prevention;
10. Cannabis science;
11. Community and customer relations;
12. Recordkeeping;
13. Product handling and sanitation; and
14. Transportation.

Haze of Grafton may develop and implement new modules as deemed necessary. General employee training will largely be department focused and relevant to the operational processes each employee will follow on a daily basis. Haze of Grafton will reassess all modules annually in order to determine if the updated training is necessary to maintain a compliant operation.

Training Evaluation

In order to achieve the high standards of quality, efficiency and compliance Haze of Grafton sets forth, the Human Resources Manager shall evaluate the training program annually. Based on the results of this evaluation, the HR Manager will implement any necessary changes and determine the need for re-training of staff. The Chief Executive Officer, Chief Financial Officer and Chief Operations Officer must approve any major training program changes. Haze of Grafton cannabis science training must address the endocannabinoid system, clinical trial information, efficacy and dosing, strains and genetics, methods of use and types of products, condition management and side effects.

The Human Resources Manager will solicit and record feedback on the quality and efficacy of a training module from employees that received the training. Feedback may be solicited utilizing post training group discussions, individual interviews and anonymous surveys

Oversight

The management structure assigns responsibility for the different aspects of operation to individual Managers and staff so that every employee on every level will be accountable to a higher position. Each department has defined responsibilities and must report to management on a weekly basis regarding the duties they were assigned and progress.

The Operations and Management Practices Plan outlines the entire process and procedures to employ. The plan also defines the employment structure and the relation of employment policies to operations. The manual details the administrative processes to be employed in various situations, including disciplining employees. All discipline will be handed down by the department manager or HR Manager to help keep relations between department Managers and ground level employees smooth.

Employee Manual

Upon licensing and commence of operations, all Haze of Grafton Staff will undergo a mandatory training period. During the first week of training, an employment manual will be issued to employees. The Employment manual will set forth Haze of Grafton policy regarding administrative matters, including terms of employment, what is expected of employees and procedures for discipline. Each employee must read through the manual and sign a contract acknowledging they have received, read and understand the Haze of Grafton policies.

Operations Manual

The second stage of training will be an educational portion regarding cannabis and procedures. The manual will begin with a background of commercial cannabis, identify relevant legal

regulations, break down the Haze of Grafton structure/roles of employees and set forth Standard Operating Procedures for each phase of operation.

Standard Operating Procedures will provide a detailed breakdown of the duties (what), methods (how) and schedule (when) by which each employee will perform the tasks of their respective positions. The HR Manager will develop training curriculum to educate new employees. Managers will be actively training the new employees on the tasks expected of them and answering questions. At the end of the training period, the prospective employees will be given a short test regarding the policies and procedures, passage of which is a prerequisite for employment.

SYSTEMS TRAINING

Inventory System

The HR Manager and department managers will be responsible for developing and conducting training programs for each employee who will be using a to be determined point of sale ("POS") and inventory management software. POS representatives will train management in the various uses of the software and provide training manuals and other materials to assist in training employees. All General Management and Managers will be responsible for knowing how to properly operate the POS software.

EMERGENCY TRAINING

The operating hours for the dispensaries will typically be 11 hours a day, 7 days a week. A limited number of employees will be necessary for nights and weekends but operations will continue. Security will be hired in-house and via a police detail as needed. All employees employed by Haze of Grafton will go through a security training/debriefing with security regarding the features of the facility, the role of security in operations and procedures in case of an emergency.

In the case of an emergency, employees will have several methods for contacting local law enforcement. The most common will be immediate referral to on-site security personnel.

Security personnel have been trained or hired to provide such services. In the event security is not immediately reachable, staff will be trained to alert local authorities. In no event should an employee attempt to handle or confront an emergency situation. All matters should be referred to security or local law enforcement.

Each new hire will begin work on a three-month trial period of employment. At the end of the three months the department manager will conduct an assessment of the employee's performance.

FOOD HANDLING

All employees whose job includes contact with cannabis products (edible or otherwise), production or packaging must be trained in food handling requirements found in applicable laws and regulatory agency regulations.

INVENTORY LOSS OR IRREGULARITIES AND REPORTING TRAINING

Operational policies will restrict employee access to areas where they have legitimate work tasks. All areas where cannabis is stored will be locked and monitored via Closed Circuit Television. The background checks and hiring process will weed out applicants with criminal or amoral histories. Employment policies will outline the consequences of employee theft and the security briefing will make employees aware of the seriousness of the matter. Cumulatively, these policies will assist in preventing employee theft of cannabis, cannabis product or growing materials.

All staff is responsible for notifying the agent-in-charge of any loss or theft of cannabis from the dispensary so that they can promptly document and report the loss or theft to the appropriate manager and the regulatory agency. Employees will have a whistleblower policy in place to ease the concerns of any employees who suspect diversion of cannabis or cannabis products from the facility by another employee. The report will also be submitted to the Compliance Officer for further review and investigation.

PROFESSIONAL DEVELOPMENT

The purpose of the professional development stage is to provide continued education to Haze of Grafton employees regarding new operational methods, changes in rules/regulations and innovations in techniques. Haze of Grafton will evolve with the industry, embracing new technologies or processes that increase efficiency. The results will be reported to the HR Manager where necessary to determine if a promotion, raise, demotion or termination is warranted.

Every three months, department managers will evaluate employee performance. The results will be reported to the HR Manager. When necessary, the CEO, CFO, and COO will be consulted to decide if a promotion, raise, demotion or termination is warranted. Training will be used to address any deficient performance and educate the employee about the proper methods to use.

Hands-on instructional training to address any problems in technique or method by which a employee is performing a task.

Group meetings to ensure all employees are communicating and aware of any changes. Each department will hold group meetings on a weekly basis. The entire facility will meet as a group at least once a month to address the state of affairs.

REPORTING STRUCTURE

Each department manager is responsible for ongoing performance evaluations, performance issues and recognition, promotions and disciplinary actions in their department. Managers are required to communicate all necessary information on employee performance to the HR Manager as often as necessary. Managers are required to complete formal performance reviews annually and at the end of any probationary period.

TERMINATION OF EMPLOYEES

Haze of Grafton will terminate any employee or registered agent that violates the following:

- Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall 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
- The Executive team, management team, security team and HR team will decide who will be terminated and coordinate the immediate removal of said employee from the facility.

SIMPLICITY



DISPENSARY

Haze of Grafton, d/b/a Simplicity Dispensary
135 Westboro rd, North Grafton, MA 01536

Record Keeping procedures

Physical and Virtual Records Overview

Haze of Grafton 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 Haze of Grafton documents. Physical records will be stored at Haze of Grafton in a locked area designated for record retention. All written records will be available for inspection by the Commission upon request. Also, electronic copies of records will be stored in the Office 365 (or comparable cloud storage product) secured cloud storage.

Recordkeeping

To ensure that Haze of Grafton 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 Haze of Grafton quarter-end closing procedures. In addition, Haze of Grafton 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
 - 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
 - Commission 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 Commonwealth Filings

- Business Records

- Business Records 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 employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over Haze of Grafton.

- Staffing Records

- Staffing records include:

- Job descriptions.
 - Registered agents and subsequent info:
 - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - Documentation of all required training.
 - Documentation of periodic performance evaluations.
 - A record of any disciplinary action taken.
 - Responsible vendor training results.

- 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: Registration of Marijuana Establishment Agents 803 CMR 2.00: Criminal Offender Record Information (CORI).
- 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.
- Sales Records for Marijuana Retailer
 - Haze of Grafton will maintain records that it has performed a monthly analysis of the equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate the sales data and produce such records on request to the Commission.
- Incident Reporting Records
 - Within ten (10) calendar days, Haze of Grafton will provide notice to the Commission of any incident described in 935 CMR 500.110(9)(a), by submitting an incident report in the form and manner determined by the Commission which details the circumstances of the event, any corrective action taken, and confirmation that the appropriate law enforcement authorities were notified within twenty-four (24) hours of discovering the breach or incident.
 - All documentation related to an incident that is reportable pursuant to 935 CMR 500.110(9)(a) will be maintained by Haze of Grafton for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities within Haze of Grafton jurisdiction on request.

- Visitor Records
 - A visitor sign-in and sign-out log will be maintained at the security office. The log will include the visitor's name, address, organization or firm, date, time in and out, and the name/ID of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, Haze of Grafton will create and maintain an electronic 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 Haze of Grafton agents present during the disposal or other handling, with their signatures. Haze of Grafton will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
 - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
 - Recordings from all video cameras which shall be enabled to record twenty-four (24) hours each day shall be available for immediate viewing by the Commission on request for at least the preceding ninety (90) calendar days or the duration of a request to preserve the recordings for a specified period of time made by the Commission, whichever is longer.
 - Recordings shall not be destroyed or altered and shall be retained as long as necessary if Haze of Grafton is aware of pending criminal, civil or administrative investigation or legal proceedings for which the recording may contain relevant information.
- 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).

- Responsible Vendor Training
 - Haze of Grafton shall maintain records of Responsible Vendor Training Program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
- Closure
 - In the event Haze of Grafton closes, all records will be kept for at least two (2) years at Haze of Grafton expense in a form (electronic via Office 365's SharePoint platform, hard copies, etc.) and location acceptable to the Commission. In addition, Haze of Grafton will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures
 - Policies and Procedures related to Haze of Grafton 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;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of Haze of Grafton hours of operation and after-hours contact information, which will be provided to the Commission, 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 processed or sold, as applicable, and the forms in which marijuana will be sold;
- Price list for Marijuana and Marijuana Products, and alternate price lists for patients with documented Verified Financial Hardship as defined in 501.002: Definitions, as required by 935 CMR 501.100(1)(f);
- Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
- 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)(d);
- 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 to Law Enforcement Authorities and to the Commission;
 - Engaged in unsafe practices with regard to Haze of Grafton 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.

- A list of all board of directors, members, and executives of Haze of Grafton, and members, if any, of the licensee must be made available upon request by any individual. This requirement may be fulfilled by placing this information on Haze of Grafton website.
- Policies and procedures for the handling of cash on Haze of Grafton premises including but not limited to storage, collection frequency and transport to financial institution(s), to be available upon inspection.
- 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 will 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.

- Policies and procedures to promote workplace safety consistent with applicable standards set by the Occupational Safety and Health Administration, including plans to identify and address any biological, chemical or physical hazards. Such policies and procedures shall include, at a minimum, a hazard communication plan, personal protective equipment assessment, a fire protection plan, and an emergency action plan.
- License Renewal Records
 - Haze of Grafton shall keep and submit as a component of the renewal application documentation that the establishment requested from its Host Community the records of any cost to a city or town reasonably related to the operation of the establishment, which would include the city's or town's anticipated and actual expenses resulting from the operation of the establishment in its community. The applicant shall provide a copy of the electronic or written request, which should include the date of the request, and either the substantive response(s) received or an attestation that no response was received from the city or town. The request should state that, in accordance with M.G.L. c. 94G, § 3(d), any cost to a city or town imposed by the operation of a Marijuana Establishment or MTC shall be documented and considered a public record as defined by M.G.L. c. 4, § 7, cl. 26.
- Record-Retention
 - Haze of Grafton will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.

SIMPLICITY



DISPENSARY

Haze of Grafton, d/b/a Simplicity Dispensary

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Maintaining of financial records

A thorough recordkeeping plan maintains the regulatory integrity of the Adult use marijuana Program and creates a record of activities, transactions, and decisions which safeguards a company's information and also holds it accountable for its actions.

Haze of Grafton has established stringent recordkeeping protocols which demonstrate fidelity to compliance and security, and safeguard patient safety. Inventory protocols, electronic tracking system use, equipment maintenance, and other extensive business records will be created and maintained in full compliance with Cannabis Control Commission ("Department"), OSHA and local regulations.

In compliance with 935 CMR 500, Haze of Grafton will maintain a daily log of each day's beginning inventory, acquisitions, amounts purchased and sold, disbursements, disposals, and ending inventory. Haze of Grafton will also record prices paid and amounts collected customers.

The inventory protocols require all inventories and inventory audit records to be retained as part of recordkeeping policies and to ensure oversight of facility management and personnel, in compliance with 935 CMR 500. As part of this comprehensive recordkeeping plan, Haze of Grafton will maintain critical business operations including:

- Inventory tracking, from purchase order to sale;
- Human resources data for all employees;
- Access Control System records;
- Transaction records;
- Standard Operating Procedure Compliance;
- Recall procedures and documents pertaining to recall actions; and
- Waste management, specifically including records of marijuana products destroyed at the dispensary. Keeping complete, detailed, and organized records of inventory and all dispensing transactions is critical to ensuring that patients receive the highest quality marijuana products in its purest forms.

ENTERPRISE RESOURCE PLANNING

Haze of Grafton will utilize a point of sale software system that functions as an Enterprise Resource Planning ("ERP") suite, which will use bank-level encryption to comprehensively manage all inventory and satisfies HIPAA-security standards.

Standard cannabis based point of sales systems track every purchase of every product in inventory within the dispensary, both as active inventory and in back stock, every sale, in addition to tracking adult use marijuana waste or recalled products scheduled for return to grower/processors.

Haze of Grafton will utilize a point of sales system that supports real-time monitoring of inventory, along with sales totals and customer counts. These platforms allow authorized employees to track purchasing habits and accurately predict demand. The analysis of historical sales data and inventory trends will be effective for forecasting inventory needs.

Business management platform data and records will be stored electronically and be subject to electronic backup requirements. However, employees will be required to adhere to the same recordkeeping policies and procedures for printed, hand-written, or other analog records.

ACTIVE AND INACTIVE RECORDS / RETENTION PERIOD

An active record is one that is needed for operations and is frequently used. An inactive record is not needed to operate the business and is preserved until the expiration of its retention period. Unless specifically exempted, all records will be deemed inactive 180 days after their last use.

Haze of Grafton applies a four (4)-year retention period to all electronic records including the video files from the surveillance cameras and the records of physical access controls (for example, the daily log showing which employees used their identification credentials to open which doors). At the conclusion of the retention period, Haze of Grafton will determine, on a case-by-case basis, whether certain categories of inactive records should be destroyed or preserved.

DIGITAL RECORDS

Cannabis point of sale systems typically utilize proprietary programming and computer coding. The data records are stored in the cloud and are indecipherable without decoding.

At the conclusion of each business day, a dispensary manager downloads a daily report in a Portable Data File (.pdf) capturing all of the day's activities and operations, including all transactions with patients and vendors. Also, a dispensary manager will upload the daily report to the company's server, in a secure file that can only be accessed by either of the Executive Officers.

ACCESS CONTROL

A dispensary employee's access to a point of sale system and dispensary records is defined by the employee's job function; this is commonly known as Role-Based Access Control. For instance, a customer-facing dispensary technician will have access to customer sales records; inventory managers will have access to inventory management records; security personnel will have access to visitor logs and stored surveillance system files.

Each employee, manager, and executive will have unique log-in credentials consisting of a unique username and password. Logs of users logging into the point of sale software will be archived to establish accountability records.

ADULT USE MARIJUANA PRODUCT INVENTORY RECORDS

Haze of Grafton will create and maintain written and electronic records of all inventories and include the date of the inventory, a summary of findings, and the employee identification numbers and titles or positions of the individuals who conducted the inventory review. To ensure the proper management of inventory, all items that enter and leave company facilities will be tracked, monitored, and systematically arranged.

Through employee training, the company will create a thorough understanding of both the electronic tracking system and the business management platform. By preparing employees to input accurate data daily, Haze of Grafton can ensure the tracking system and business management platforms match and reflect the correct acquisitions, sales, waste and losses. Adult use marijuana products will be received and logged into inventory point of sale system as a lot, batch, or grouping of products. The inventory will be placed into a product storage bin/container, and identified as back stock or ready-for-sale, active inventory. Only active inventory batches, lots, or groups will be used to fulfill orders from patients and caregivers.

ADULT USE MARIJUANA INVENTORY AUDITING (ACTIVE INVENTORY)

Sellable inventory will be divided into two (2) separate types: active inventory and back stock. Active inventory is the inventory that will be utilized to stock the sales floor. Back stock will be the items that remain static in storage until active inventory is depleted and requires restocking.

RECEIPT AND SALE OF ADULT USE MARIJUANA

All adult use marijuana products will be tracked and monitored in the electronic tracking system and by physical inventory audits. Each activity associated with any adult use marijuana product will include a digital time, date, and location stamp within the Business Management Platform.

This timestamp will be used to produce a receipt that may be printed and made available to the CCC, law enforcement, and company management. Data reflected on platform receipts will also be used to produce transport manifests as required by. Included in auditing procedures is the accurate documentation of transportation dates, approximate times of departure/arrival, transport vehicle specification, delivery route information, and other data that may pertain to the successful tracking and monitoring of company inventory.

Inventory procedures include counting, storage, and facilitating of funds transferred to and from Haze of Grafton. Funds will be managed by employees trained to receive, deliver, count, sort, document, and securely store cash, checks, and other methods of payment. Money will be accounted for and recorded via multilevel auditing and secure accounting procedures. Funds will be counted and temporarily stored in lockable bank bags in the safe or vault area of the dispensary until the funds are safely transferred to the next individual, as defined in currency chain of custody procedures. Funds used for the purchase of adult use marijuana products will be linked to specific items, lots, and batches within our business management platform.

Haze of Grafton will select a cannabis point of sale system that will clearly demonstrate the exact products sold, the price of the items, methods of payment, and account details of other adult use marijuana organizations where funds were received or paid. Receipts of purchases and sales will be made readily available to adult use marijuana organizations, law enforcement officials, and the CCC. Receipts will be observed for their accurate reflection of the transfer of adult-use marijuana products and funds as part of daily sales and inventory reports.

RECORDKEEPING OF TRANSPORT

Haze of Grafton will keep detailed records of all transport of adult use marijuana products, including:

- Transport Manifests;
- Receipts;
- Invoices;

- Bills of Lading;
- Shipping Invoices; and
- Packing Slips or any other shipping documents.

ACCOUNTING DATA

Haze of Grafton is committed to the transparency of accounting data and adhering to Generally Accepted Accounting Principles (GAAP) in financial reporting. To achieve this goal, the company will hire an accountant or accounting company who will provide Haze of Grafton a wide range of tax, accounting, audit, business advisory, planning, payroll and support services to manage company financials and reporting.

All financial records will be maintained on secure, internal computer networks and will be duplicated using the electronic records backup system, ensuring Haze of Grafton will never experience a catastrophic loss of financial data.

The following business records shall be maintained within our accounting platform pursuant to 935 CMR 500:

- Assets & Liabilities
- Monetary transactions
- Books of accounts / Chart of accounts
- Sales records
- Salary and wages paid to each employee

APPROVED VENDORS

Sourcing the most qualified and effective vendors to service all aspects of operations, especially facility security and equipment maintenance, is imperative to successfully serving the patients of the Commonwealth. Only owners, principals, and designated employees will be permitted to enter into business contracts on behalf of Haze of Grafton. They will be required to ensure

vendors register with the company and are designated as an approved vendor by the Department, prior to providing goods or services. Completed vendor records, W-9 forms, and all other accounting records will be maintained by accounting personnel in compliance with IRS and any other regulatory requirements.

A list of approved vendors will be kept on site for easy reference by the Dispensary Manager and management personnel. This list will include, but is not limited to, the following vendor types:

- Marijuana Transport;
- Waste Disposal;
- Pest Management;
- Security System Service & Repair;
- Security Firm;
- IT Firm;
- Software Technical Support;
- Facility Services;

S I M P L I C I T Y



D I S P E N S A R Y

Haze of Grafton, d/b/a Simplicity Dispensary

135 Westboro rd, North Grafton, MA 01536

Qualifications and training

Haze of Grafton d/b/a (“Simplicity Dispensary”) will ensure that all employees hired to work at a Haze of Grafton facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

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 of Massachusetts 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.

Haze of Grafton will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that Haze of Grafton discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and Haze of Grafton 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 Haze of Grafton agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent's job function. A Haze of Grafton Agent will receive a minimum of eight (8) hours of training annually. A minimum of four (4) hours of training will be from the 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-Responsible Vendor Training may be conducted in-house by Haze of Grafton or by a third-party vendor engaged by the Haze of Grafton. Basic on-the-job training in the ordinary course of business may also be counted towards the required eight (8) hour training. All Haze of Grafton 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

Haze of Grafton's Agents must first take the Basic Core Curriculum within 30 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 Haze of Grafton Agents which shall include:
 - Conduct of Haze of Grafton 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;
 - Such other areas of training determined by the Commission to be included in a Responsible Vendor Training Program.

Haze of Grafton 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. Haze of Grafton 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 Haze of Grafton Agent involved in the handling or sale of marijuana will fulfill the four-hour RVT requirement every year thereafter for Haze of Grafton to maintain designation as a Responsible Vendor.

SIMPLICITY



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Haze of Grafton, d/b/a Simplicity Dispensary

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Energy Compliance Plan

Haze of Grafton will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure.

Policies and procedures for energy efficiency and conservation 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.



Haze of Grafton, LLC

135 Westboro rd, North Grafton, MA, 01536

Diversity Plan

Haze of Grafton, LLC. (“Haze”) has set a goal of having minorities, persons with disabilities, women, and members of the LGBTQ+ community represent a minimum of 25% of its overall staff. Haze will focus on the Grafton and Worcester communities for these hiring goals.

In accordance with 935 CMR 500.101(c)(8)(k), Haze of Grafton, LLC will maintain operating policies and procedures including a diversity plan. As a minority-owned business, it is committed to helping the Commission create equitable access to jobs in Massachusetts’ adult-use cannabis industry.

Regarding hiring and staffing, Haze of Grafton, LLC’s goal as a company and as an equal opportunity employer is to attract and retain qualified individuals regardless of their gender, ethnicity, veteran status, disability, religion, sexual orientation, or sexual identity. Haze of Grafton, LLC is fully committed to ensuring that people of color, Women; Veterans; Persons with disabilities; and LGBTQ+ community have the same opportunity and access to reap the benefits of this emerging industry. Below is an overview of the establishment’s hiring goals (“Goals”), how Haze intends to accomplish these goals (“Programs”), and how the company

plans to assess the efficacy of its Diversity Plan (“Measurements”).

Goals:

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

Goal One:

- Haze will strive to hire 25% employees who are Massachusetts residents and belong to minority groups, persons with disabilities, women, or the LGBTQ+ community.

Programs to Achieve Diversity Goal One:

- Implement targeted strategies to attract a diverse pool of candidates. This includes partnering with local community organizations, attending job fairs focused on underrepresented groups, and collaborating with diversity-focused employment agencies. The goal is to increase the diversity of the applicant pool.

Metrics and Measurements for Diversity Goal One:

- Track the percentage of diverse candidates in the applicant pool.
- Monitor the conversion rate of diverse candidates from application to hiring.

Goal Two:

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

Programs to Achieve Diversity Goal Two:

- To accomplish this goal, Haze of Grafton will prioritize working with businesses in our

supply chain and required ancillary services that are owned and/or managed by minority groups; women, veterans, people with disabilities, and/or LGBTQ individuals (herein referred to as Plan Populations).

Measurements and Metrics for Diversity Goal Two:

- Haze of Grafton will prioritize suppliers owned or managed by Plan Populations, ensuring compliance with regulatory standards. We will actively engage with diverse recruitment platforms and community groups to attract a varied supplier base.
- We'll collaborate with community leaders to identify diverse candidates for our supply chain. Our target is to work with at least 15% of businesses from Plan Populations annually, demonstrating our progress to the Commission at license renewal.

Haze of Grafton, LLC hopes to satisfy its goal with the programs that are created. The establishment intends to demonstrate that its programs in the Diversity Plan led to measurable success of those goals.

Quarterly, the establishment will audit progress in relation to its goals. If the company finds it is not succeeding at its goals, Haze of Grafton, LLC will examine its measurement metrics and potentially adjust its Diversity Plan to take necessary steps to achieve its goals. Haze of Grafton, LLC acknowledges and is aware that progress or success of this plan, in its entirety, is required to be documented annually upon license renewal.

Lastly, Haze of Grafton, LLC acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, marketing and sponsorship practices of every marijuana establishment. Additionally, any actions taken or programs instituted will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.