



Massachusetts Cannabis Control Commission

Marijuana Retailer

General Information:

License Number: MR284877
Original Issued Date: 01/24/2025
Issued Date: 01/24/2025
Expiration Date: 01/24/2026

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Berkley Botanicals LLC

Phone Number: 443-466-6948 Email Address: m.radebach@berkley-botanicals.com

Business Address 1: 305 Bedford Street

Business Address 2: Unit 1 & Unit 2

Business City: Whitman

Business State: MA

Business Zip Code: 02382

Mailing Address 1: 44 county street

Mailing Address 2:

Mailing City: berkley

Mailing State: MA

Mailing Zip Code: 02779

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no

Priority Applicant Type: Not a Priority Applicant

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:

Department of Public Health RMD Registration Number:

Operational and Registration Status:

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

no

If no, describe the circumstances below: We are not an RMD

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 8.69

Percentage Of Control:

8.69

Role: Owner / Partner

Other Role:

First Name: Matthew	Last Name: Radebach	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French), Hispanic, Latino, or Spanish (Mexican or Mexican American, Puerto Rican, Cuban, Salvadoran, Dominican, Colombian)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 1.04	Percentage Of Control: 1.04	
Role: Owner / Partner	Other Role:	
First Name: Ryan	Last Name: Young	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control:	
Role: Manager	Other Role:	
First Name: Justin	Last Name: Moriconi	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 4

Percentage Of Ownership:	Percentage Of Control:	
Role: Manager	Other Role:	
First Name: Vishal	Last Name: Patel	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 5

Percentage Of Ownership:	Percentage Of Control:	
Role: Manager	Other Role:	
First Name: Vipul	Last Name: Patel	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: Asian (Chinese, Filipino, Asian Indian, Vietnamese, Korean, Japanese)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 6

Percentage Of Ownership:	Percentage Of Control:	
Role: Manager	Other Role:	
First Name: Austin	Last Name: Meehan	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 7

Percentage Of Ownership:	Percentage Of Control:	
Role: Manager	Other Role:	
First Name: Theodore	Last Name: Flowers	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 8

Percentage Of Ownership:	Percentage Of Control:	
Role: Manager	Other Role:	
First Name: Anthony	Last Name: DePaul	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 12.01	Percentage of Ownership: 12.01		
Entity Legal Name: MFlow MA LLC	Entity DBA:	DBA	City:
Entity Description: Member of Berkley Botanicals LLC			
Foreign Subsidiary Narrative:			
Entity Phone: 215-277-1410	Entity Email: j.moriconi@berkley-botanicals.com	Entity Website: N/A	
Entity Address 1: 8080 old york rd.	Entity Address 2: Suite 225		
Entity City: Elkins Park	Entity State: PA	Entity Zip Code: 19027	
Entity Mailing Address 1: 8080 old york rd. Suite 225	Entity Mailing Address 2: Suite 225		
Entity Mailing City: Elkins Park	Entity Mailing State: PA	Entity Mailing Zip Code: 19027	
Relationship Description: MFlow MA LLC is simply a holding company for members of Berkley Botanicals LLC			

Entity with Direct or Indirect Authority 2

Percentage of Control: 5.8	Percentage of Ownership: 5.8		
Entity Legal Name: Restore IWC MA LLC	Entity DBA:	DBA	City:
Entity Description: Member of Berkley Botanicals LLC			
Foreign Subsidiary Narrative:			
Entity Phone: 843-602-0395	Entity Email: vip.restore@gmail.com	Entity Website: n/a	
Entity Address 1: 300 yorktown plaza	Entity Address 2:		
Entity City: elkins park	Entity State: PA	Entity Zip Code: 19027	
Entity Mailing Address 1: 300 yorktown plaza	Entity Mailing Address 2:		
Entity Mailing City: elkins park	Entity Mailing State: PA	Entity Mailing Zip Code: 19027	
Relationship Description: Restore IWC MA LLC is simply a holding company for members of Berkley Botanicals LLC			

Entity with Direct or Indirect Authority 3

Percentage of Control: 7.59	Percentage of Ownership: 7.59		
Entity Legal Name: VP MA Health & Wellness LLC	Entity DBA:	DBA City:	
Entity Description: Member of berkley botanicals llc			
Foreign Subsidiary Narrative:			
Entity Phone: 610-973-4306	Entity Email: shawn.vishal@gmail.com	Entity Website: n/a	
Entity Address 1: 300 yorktown plaza	Entity Address 2:		
Entity City: elkins park	Entity State: PA	Entity Zip Code: 19027	
Entity Mailing Address 1: 300 yorktown plaza	Entity Mailing Address 2:		
Entity Mailing City: elkins park	Entity Mailing State: PA	Entity Mailing Zip Code: 19027	
Relationship Description: VP Ma Health & Wellness LLC is simply a holding company for members of Berkley Botanicals LLC			

Entity with Direct or Indirect Authority 4

Percentage of Control: 43.39	Percentage of Ownership: 43.39		
Entity Legal Name: Prophecy Holdings LLC	Entity DBA:	DBA City:	
Entity Description: Member of berkley botanicals llc			
Foreign Subsidiary Narrative:			
Entity Phone: 215-416-2953	Entity Email: tdepaul@tonydepaul.com	Entity Website: N/A	
Entity Address 1: 614 N. DuPont Highway	Entity Address 2: Suite 210		
Entity City: Dover	Entity State: DE	Entity Zip Code: 19901	
Entity Mailing Address 1: 614 N. DuPont Highway	Entity Mailing Address 2: Suite 210		
Entity Mailing City: Dover	Entity Mailing State: DE	Entity Mailing Zip Code: 19901	
Relationship Description: Prophecy holdings LLC is simply a holding company for members of Berkley Botanicals LLC			

Entity with Direct or Indirect Authority 5

Percentage of Control:	Percentage of Ownership:		
Entity Legal Name: Berkley Blooms LLC	Entity DBA:	DBA City:	
Entity Description: Sole Member of Berkley Botanicals, LLC			
Foreign Subsidiary Narrative:			
Entity Phone: 215-277-1410	Entity Email: m.radebach@berkley-botanicals.com	Entity Website: www.renew-ma.com	
Entity Address 1: 8080 Old York Road, Suite 225	Entity Address 2:		
Entity City: Elkins Park	Entity State: PA	Entity Zip Code: 19027	
Entity Mailing Address 1: 8080 Old York Road, Suite 225	Entity Mailing Address 2:		
Entity Mailing City: Elkins Park	Entity Mailing State: PA	Entity Mailing Zip Code: 19027	
Relationship Description: Sole Member of Berkley Botanicals, LLC			

CLOSE ASSOCIATES AND MEMBERS

No records found

Date generated: 02/07/2025

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Berkley Botanicals LLC		Entity DBA: Renew Cannabis CO	
Email: m.radebach@berkley-botanicals.com	Phone: 443-466-6948		
Address 1: 44 County Street		Address 2:	
City: Berkley	State: MA	Zip Code: 02779	
Types of Capital: Other	Other Type of Capital: We are an operating CCC Licensed business	Total Value of Capital Provided: \$150000	Percentage of Initial Capital: 100
Capital Attestation: Yes			

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner							
Owner First Name: Vipul		Owner Last Name: Patel		Owner Suffix:			
Entity Legal Name: Restore Integrated Wellness Cetner, LLC				Entity DBA: Restore Dispensaries			
Entity Description: Medical Marijuana Dispensary							
Entity Phone: 843-602-0395		Entity Email: vip.patel.restorellc@gmail.com		Entity Website: restore.com			
Entity Address 1: 983 Old Eagle School Rd ,Suite 612				Entity Address 2:			
Entity City: Wayne		Entity State: PA		Entity Zip Code: 19087		Entity Country: USA	
Entity Mailing Address 1: 983 Old Eagle School Rd Suite 612				Entity Mailing Address 2:			
Entity Mailing City: Wayne		Entity Mailing State: PA		Entity Mailing Zip Code: 19087		Entity Mailing Country: USA	

Business Interest in Other State 2

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner							
Owner First Name: Vipul		Owner Last Name: Patel		Owner Suffix:			
Entity Legal Name: Restore NJ LLC			Entity DBA: Restore				
Entity Description: medical marijuana dispensary							
Entity Phone: 843-602-0395		Entity Email: restoreiwc@gmail.com		Entity Website: restore.com			
Entity Address 1: 300 William Dalton Dr			Entity Address 2:				
Entity City: Glassboro		Entity State: NJ		Entity Zip Code: 80828		Entity Country: USA	
Entity Mailing Address 1: 300 William Dalton Drive			Entity Mailing Address 2:				
Entity Mailing City: Glassboro		Entity Mailing State: NJ		Entity Mailing Zip Code: 08028		Entity Mailing Country: USA	

Business Interest in Other State 3

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner		
Owner First Name: Vishal	Owner Last Name: Patel	Owner Suffix:
Entity Legal Name: Restore Integrated Wellness Center, LLC		Entity DBA: Restore Dispensaries
Entity Description: medical marijuana dispensary		
Entity Phone: 843-602-0395	Entity Email:	Entity Website: restore.com

vip.patel.restoreiwc@gmail.com

Entity Address 1: 983 Old Eagle School Rd, Suite 612

Entity Address 2:

Entity City: Wayne

Entity State: NJ

Entity Zip Code: 19087

Entity Country: USA

Entity Mailing Address 1: 983 Old Eagle School Rd, Suite 612

Entity Mailing Address 2:

Entity Mailing City: Wayne

Entity Mailing State: NJ

Entity Mailing Zip Code:
19087

Entity Mailing Country:
USA

Business Interest in Other State 4

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Vishal

Owner Last Name: Patel

Owner Suffix:

Entity Legal Name: Restore NJ LLC

Entity DBA: Restore

Entity Description: medical marijuana dispensary

Entity Phone: 843-602-0395

Entity Email:

Entity Website: restore.com

vip.patel.restoreiwc@gmail.com

Entity Address 1: 300 William Dalton Drive

Entity Address 2:

Entity City: Glassboro

Entity State: NJ

Entity Zip Code: 08028

Entity Country: USA

Entity Mailing Address 1: 300 William Dalton Drive

Entity Mailing Address 2:

Entity Mailing City:

Entity Mailing State: NJ

Entity Mailing Zip Code:

Glassboro

08028

Entity Mailing Country:
USA

Business Interest in Other State 5

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Christina

Owner Last Name: Casile

Owner Suffix:

Entity Legal Name: Design 710 LLC

Entity DBA: Design 710

Entity Description: Medical and Adult Use Marijuana Dispensary

Entity Phone: 609-964-7420

Entity Email:

Entity Website: design710.com

christina@design710.com

Entity Address 1: 112 Park Place

Entity Address 2:

Entity City: Atlantic City

Entity State: NJ

Entity Zip Code: 08401

Entity Country: USA

Entity Mailing Address 1: 112 Park Place

Entity Mailing Address 2:

Entity Mailing City: Atlantic
City

Entity Mailing State: NJ

Entity Mailing Zip Code:
08401

Entity Mailing Country:
USA

Business Interest in Other State 6

Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Nicole

Owner Last Name: Stermer

Owner Suffix:

Entity Legal Name: Design 710 LLC

Entity DBA: Design 710

Entity Description: Medical & Adult Use Marijuana Dispensary

Entity Phone: 609-964-7420

Entity Email:

Entity Website: design710.com

nicole@design710.com

Entity Address 1: 112 Park Place

Entity Address 2:

Entity City: Atlantic City

Entity State: NJ

Entity Zip Code: 08401

Entity Country: USA

Entity Mailing Address 1: 112 Park Place

Entity Mailing Address 2:

Entity Mailing City: Atlantic
City

Entity Mailing State: NJ

Entity Mailing Zip Code:
08401

Entity Mailing Country:
USA

Business Interest in Other State 7

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Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner

Owner First Name: Theodore	Owner Last Name: Flowers	Owner Suffix:	
Entity Legal Name: Design 710 LLC		Entity DBA: Design 710	
Entity Description: Medical & Adult Use Marijuana Dispensary			
Entity Phone: 609-964-7420	Entity Email: ted@design710.com	Entity Website: design710.com	
Entity Address 1: 112 Park Place		Entity Address 2:	
Entity City: Atlantic City	Entity State: NJ	Entity Zip Code: 08401	Entity Country: USA
Entity Mailing Address 1: 112 Park Place		Entity Mailing Address 2:	
Entity Mailing City: Atlantic City	Entity Mailing State: NJ	Entity Mailing Zip Code: 08401	Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS**Individual 1**

First Name: Matthew	Last Name: Radebach	Suffix:
Marijuana Establishment Name: Botanica LLC	Business Type: Marijuana Retailer	
Marijuana Establishment City: Somerville	Marijuana Establishment State: MA	

Individual 2

First Name: Matthew	Last Name: Radebach	Suffix:
Marijuana Establishment Name: Berkley Botanicals llc	Business Type: Marijuana Retailer	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 3

First Name: Justin	Last Name: Moriconi	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Retailer	
Marijuana Establishment City: BErkley	Marijuana Establishment State: MA	

Individual 4

First Name: Matthew	Last Name: Radebach	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 5

First Name: Matthew	Last Name: Radebach	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 6

First Name: justin	Last Name: moriconi	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 7

First Name: Justin	Last Name: Moriconi	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 8

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First Name: Theodore	Last Name: Flowers	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Retailer	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 9

First Name: Theodore	Last Name: Flowers	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Cultivator	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 10

First Name: Theodore	Last Name: Flowers	Suffix:
Marijuana Establishment Name: berkley botanicals llc	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: berkley	Marijuana Establishment State: MA	

Individual 11

First Name: Vishal	Last Name: Patel	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 12

First Name: Vishal	Last Name: Patel	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Retailer	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 13

First Name: Vishal	Last Name: Patel	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 14

First Name: Vipul	Last Name: Patel	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 15

First Name: Vipul	Last Name: Patel	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 16

First Name: Vipul	Last Name: Patel	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Retailer	
Marijuana Establishment City: Berkley	Marijuana Establishment State: MA	

Individual 17

First Name: Anthony	Last Name: Depaul	Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC	Business Type: Marijuana Product Manufacture	

Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 18

First Name: Anthony Last Name: Depaul Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Cultivator
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 19

First Name: Anthony Last Name: Depaul Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Retailer
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 20

First Name: Austin Last Name: Meehan Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Retailer
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 21

First Name: Austin Last Name: Meehan Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Cultivator
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 22

First Name: Austin Last Name: Meehan Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 23

First Name: Ryan Last Name: Young Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Cultivator
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 24

First Name: Ryan Last Name: Young Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Product Manufacture
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

Individual 25

First Name: Ryan Last Name: Young Suffix:
Marijuana Establishment Name: Berkley Botanicals LLC Business Type: Marijuana Retailer
Marijuana Establishment City: Berkley Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 305 Bedford street

Establishment Address 2: Unit 1 & 2

Establishment City: Whitman Establishment Zip Code: 02382

Approximate square footage of the establishment: 3000 How many abutters does this property have?: 17

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 Meeting Attestation Form BERKLEY.pdf	pdf	643eaa934d9b1200085130f2	04/18/2023
Certification of Host Community Agreement	Host Community Agreement CERTIFICATION FORM Whitman Berkley - Signed.pdf	pdf	6489ffaad003570008f5025e	06/14/2023
Plan to Remain Compliant with Local Zoning	Plan to Remain Compliant with Local Zoning.pdf	pdf	6489ffabd003570008f50272	06/14/2023
Executed HCA	Whitman Model HCA fully executed 10.09.24.pdf	pdf	671a4c77a18da60008df3a18	10/24/2024

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	Plan for Positive Impact 2024.pdf	pdf	669521301795120008769f9f	07/15/2024
Other	HW Staffing - Positive Impact Plan.pdf	pdf	669521331795120008769fea	07/15/2024
Other	2024.01.02 Mass CultivatED 2023 CCC Accepting Donations Letter.docx.pdf	pdf	66c4ec61dc6312000982d133	08/20/2024

ADDITIONAL INFORMATION NOTIFICATION

Notification:

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner

Other Role:

First Name: Matthew

Last Name: Radebach Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 2

Role: Owner / Partner

Other Role:

First Name: Anthony

Last Name: DePaul Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 3

Role: Owner / Partner

Other Role:

First Name: Austin

Last Name: Meehan Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 4

Role: Owner / Partner Other Role:
First Name: Theodore Last Name: Flowers Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 5

Role: Owner / Partner Other Role:
First Name: Justin Last Name: Moriconi Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 6

Role: Owner / Partner Other Role:
First Name: Vishal Last Name: Patel Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 7

Role: Owner / Partner Other Role:
First Name: Vipul Last Name: Patel Suffix:
RMD Association: Not associated with an RMD
Background Question: no

Individual Background Information 8

Role: Owner / Partner Other Role:
First Name: Ryan Last Name: Young Suffix:
RMD Association: Not associated with an RMD
Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor Other Role:
Entity Legal Name: Prophecy Holdings LLC Entity DBA:
Entity Description: Holding Company/Investor/Operating Member
Phone: 215-416-2953 Email: tdepaul@tonydepaul.com
Primary Business Address 1: 614 N. Dupont Highway, Suite 210 Primary Business Address 2:
Primary Business City: Dover Primary Business State: DE Principal Business Zip Code: 19001
Additional Information:

Entity Background Check Information 2

Role: Investor/Contributor Other Role:
Entity Legal Name: VP MA Health & Wellness LLC Entity DBA:
Entity Description: Holding Company/Investor/Operating Member
Phone: 610-973-4306 Email: shawn.vishal@gmail.com
Primary Business Address 1: 300 Yorktown PLZ Primary Business Address 2:
Primary Business City: Elkins Park Primary Business State: PA Principal Business Zip Code: 19027

Additional Information:

Entity Background Check Information 3

Role: Other (specify)

Other Role: Operating Member

Entity Legal Name: Restore IWC MA, LLC

Entity DBA:

Entity Description: Holding Company/Operating Member

Phone: 843-602-0395

Email: pavanllc1@gmail.com

Primary Business Address 1: 300 Yorktown PLZ

Primary Business Address 2:

Primary Business City: ELKINS PARK

Primary Business State: PA

Principal Business Zip Code: 19027

Additional Information:

Entity Background Check Information 4

Role: Other (specify)

Other Role: Operational Member

Entity Legal Name: MFLOW MA LLC

Entity DBA:

Entity Description: Operational Member

Phone: 215-277-1410

Email: justin@moriconiflowers.com

Primary Business Address 1: 8080 Old York Road, Suite 225

Primary Business Address 2:

Primary Business City: Elkins Park

Primary Business State: PA

Principal Business Zip Code: 19027

Additional Information:

Entity Background Check Information 5

Role: Other (specify)

Other Role: Holding Company

Entity Legal Name: Berkley Blooms LLC

Entity DBA:

Entity Description: limited liability company

Phone: 215-277-1410

Email: m.radebach@berkley-botanicals.com

Primary Business Address 1: 8080 Old York Road, Suite 225

Primary Business Address 2:

Primary Business City: Elkins Park

Primary Business State: PA

Principal Business Zip Code: 19027

Additional Information: Sole Member of Berkley Botanicals LLC

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	secofstategoodstanding.pdf	pdf	643fd1ec8399390008abae54	04/19/2023
Articles of Organization	certificateoforganization.pdf	pdf	643fd1ef8399390008abae68	04/19/2023
Bylaws	Mizrahi attestation.pdf	pdf	648a0104d003570008f50793	06/14/2023
Articles of Organization	Berkley Botanicals Certificate of Amendment 5.24.22 copy.pdf	pdf	65bb081958452f0008a64112	01/31/2024
Bylaws	Berkley Botanicals LLC Operating Agreement MA Single Member.pdf	pdf	65bb08e858452f0008a64143	01/31/2024
Department of Revenue - Certificate of Good standing	MassTaxConnect - Cert of Good Standing 3.20.2024.pdf	pdf	6602d5dece0efe0009177447	03/26/2024
Department of Unemployment Assistance - Certificate of Good standing	UI Certificate of Compliance March 2024.pdf	pdf	6602d648d4cf61000803648f	03/26/2024

Secretary of Commonwealth - Certificate of Good Standing	Berkley - Cert of Good Standing (Corp)_20240326_101023.pdf	pdf	6602ehead4cf610008039333	03/26/2024
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No documents uploaded

Massachusetts Business Identification Number: 001363351

Doing-Business-As Name: Renew Cannabis Co

DBA Registration City: Berkley

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for Liability Insurance	Plan for Obtaining Liability Insurance.pdf	pdf	643fd28d4d9b120008526788	04/19/2023
Proposed Timeline	4-19-23 Proposed timeline.pdf	pdf	643fd28f4d9b12000852679c	04/19/2023
Business Plan	Business Plan.pdf	pdf	648a01b6d003570008f508c6	06/14/2023
Business Plan	Berkley Business Plan - Updated 2024.pdf	pdf	65bb090758452f0008a6415a	01/31/2024

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Restricting Access to age 21 and older	1-10-2020 Plan for Restricting Access to Age 21 or Older.pdf	pdf	643ffbde8399390008abe9ee	04/19/2023
Dispensing procedures	8. 10-30-19 Dispensing procedures .pdf	pdf	643ffbf54d9b120008529fbb	04/19/2023
Transportation of marijuana	4. 10-30-19 Transportation Plan.pdf	pdf	643ffbf8399390008abea55	04/19/2023
Storage of marijuana	Storage Plan.pdf	pdf	643ffc668399390008abeba4	04/19/2023
Separating recreational from medical operations, if applicable	Seperating recreational from medical operations.pdf	pdf	643ffc698399390008abebb8	04/19/2023
Plan for obtaining marijuana or marijuana products	Plan for obtaining marijuana or marijuana products.pdf	pdf	643ffce28399390008abefa8	04/19/2023
Quality control and testing	Quality Control Plan .pdf	pdf	643ffd0d8399390008abf010	04/19/2023
Personnel policies including background checks	Rights of Persons with Disabilities.pdf	pdf	643ffd168399390008abf024	04/19/2023
Record Keeping procedures	Recordkeeping Plan.pdf	pdf	643ffd198399390008abf038	04/19/2023
Maintaining of financial records	Maintaining of Financial Records.pdf	pdf	643ffd1d8399390008abf04c	04/19/2023
Qualifications and training	Qualifications and training.pdf	pdf	643ffd258399390008abf060	04/19/2023
Inventory procedures	10-30-19 Inventory Procedures.pdf	pdf	648a019e6de15a0008758e13	06/14/2023
Prevention of diversion	10-30-19 Prevention of Diversion.pdf	pdf	648a019f6de15a0008758e27	06/14/2023
Energy Compliance Plan	Energy Plan.pdf	pdf	648a01a06de15a0008758e3b	06/14/2023
Security plan	1-30-23 Security Plan[1].pdf	pdf	65bb099d58452f0008a641df	01/31/2024
Personnel policies including background checks	Personnel Plan.pdf	pdf	6707fb367eba6a00080fb627	10/10/2024

Diversity plan	HW Staffing - Diversity Plan.pdf	pdf	6707fd7c5fdc620008d2f021	10/10/2024
Diversity plan	Berkley Botanicals Diversity Plan.pdf	pdf	6722a12124916600084ce3b8	10/30/2024

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification:

COMPLIANCE WITH POSITIVE IMPACT PLAN - PRE FEBRUARY 27, 2024

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: 10:00 AM	Monday To: 9:00 PM
Tuesday From: 10:00 AM	Tuesday To: 9:30 PM
Wednesday From: 10:00 AM	Wednesday To: 9:00 PM
Thursday From: 11:00 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: 7:00 PM

Community Outreach Meeting Attestation Form

Instructions

Community Outreach Meeting(s) are a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). 935 CMR 500.101(1), 500.101(2), 501.101(1), and 501.101(2). The applicant must complete each section of this form and attach all required documents as a single PDF document before uploading it into the application. If your application is for a license that will be located at more than one (1) location, and in different municipalities, applicants must complete two (2) attestation forms – one for each municipality. Failure to complete a section will result in the application not being deemed complete. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Attestation

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

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



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

a. Date of publication:

b. Name of publication:

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

a. Date notice filed:

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

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:
- The type(s) of ME or MTC to be located at the proposed address;
 - Information adequate to demonstrate that the location will be maintained securely;
 - Steps to be taken by the ME or MTC to prevent diversion to minors;
 - A plan by the ME or MTC to positively impact the community; and
 - Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



SHAWN P. REILLY**ATTORNEY AT LAW****500 WASHINGTON STREET
P.O. Box 2032
ABINGTON, MA 02351****OFFICE
(781) 878-2568****FAX
(781) 871-6870**

TO: Dawn M. Varley, Whitman Town Clerk
Whitman Planning Board
Frank Lynam, Acting Whitman Town Administrator
Whitman Board of Selectmen

Via Hand Delivery

FR: Shawn P. Reilly, attorney for "Berkley Botanicals LLC"

RE: Notice of required Community Outreach Meeting regarding
proposed adult use marijuana retail store at 305 Bedford Street, Whitman

DT: January 17, 2023

Enclosed please find a copy of my client's "Notice of Community Outreach Meeting" regarding a proposed adult use marijuana retail store to be opened at 305 Bedford Street in Whitman. This informational meeting will be held on Wednesday, February 1, 2023 at 7pm in the proposed site of the store, namely 305 Bedford Street, Unit 1, Whitman.

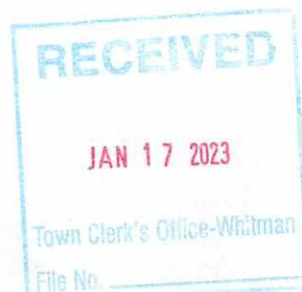
Pursuant to the regulations of the state's Cannabis Control Commission, this meeting with neighbors and interested residents must be completed before any public hearing can be held, and the Notice of this meeting must also be sent to each abutter and all residents who live within 300 feet of the property located at 305 Bedford Street.

You are receiving a copy of this notice because the CCC's notice requirements also state that a copy of the Notice must be filed with "the city or town clerk, the planning board, the contracting authority for the municipality, and the local licensing authority for the adult use of marijuana, if applicable".

You are not required to attend this Community Outreach Meeting, but your attendance is welcomed. The date for the required public hearing with the Whitman Zoning Board of Appeals has not yet been established. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Shawn P. Reilly
Office: 781-878-2568 x15



COPY

**NOTICE OF
COMMUNITY OUTREACH MEETING
Berkley Botanicals LLC**

We are pleased to invite you to attend a Community Outreach Meeting to be held by Berkley Botanicals LLC on **Wednesday, February 1, 2023** at 305 Bedford Street, Unit 1, in Whitman, MA. The meeting will begin at **7:00 PM** and will include discussion about the proposed siting of an Adult Use Marijuana Retail Store at 305 Bedford Street, Unit 1, Whitman, MA, in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Topics to be discussed at the meeting will include, but not be limited to:

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

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least fourteen (14) calendar days prior to the meeting and filed with the offices of the Town Clerk, Planning Board and Board of Selectmen. This notice was also mailed at least seven (7) calendar days prior to the meeting to all abutters and to all residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

Berkley Botanicals LLC
Matthew Radebach
Owner/Operations Manager

**NOTICE OF
COMMUNITY OUTREACH MEETING
Berkley Botanicals LLC**

We are pleased to invite you to attend a Community Outreach Meeting to be held by Berkley Botanicals LLC on **Wednesday, February 1, 2023** at 305 Bedford Street, Unit 1, in Whitman, MA. The meeting will begin at **7:00 PM** and will include discussion about the proposed siting of an Adult Use Marijuana Retail Store at 305 Bedford Street, Unit 1, Whitman, MA, in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

Topics to be discussed at the meeting will include, but not be limited to:

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

Interested members of the community are encouraged to ask questions and receive answers from company representatives about the proposed facility and operations.

A copy of this notice has been published in a local newspaper at least fourteen (14) calendar days prior to the meeting and filed with the offices of the Town Clerk, Planning Board and Board of Selectmen. This notice was also mailed at least seven (7) calendar days prior to the meeting to all abutters and to all residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list.

Berkley Botanicals LLC

Matthew Radebach

Owner/Operations Manager

Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Certification

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

1. Name of applicant:

2. Name of applicant’s authorized representative:

3. Signature of applicant’s authorized representative:

4. Name of municipality:

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



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

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

8. Host community agreement execution date:



Plan to Remain Compliant with Local Zoning

Berkley Botanicals, Inc. (“BB”) will remain compliant at all times with the local zoning requirements set forth by Whitman. 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.

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

Berkley Botanicals LLC
Plan for Positive Impact
July 2024

Goal 1: Partner with and support organizations that provide jail diversion and restorative justice programs with a goal of partnering with at least one program each year.

Program: Berkley Botanicals LLC (“BB”) shall identify and engage with jail diversion and restorative justice programs and support at least one program each year. Currently, BB has identified the CultivatED program to promote participation in the cannabis industry by those who were disproportionately harmed by marijuana prohibition. CultivatED is a jails-to-jobs cannabis program that focuses on issues such as expungement, education and employment for those harmed populations. BB will provide money to CultivatED to support its mission and goals but will not offer any of its own programming through the CultivatED program. Attached, please find a letter from CultivatED acknowledging acceptance of funds from cannabis license holders. BB’s support may come in the form of a monetary donation or donation of resources to support the mission of these organizations. BB may host students from CultivatED or it will provide its staff with paid time off to participate in skill training seminars. If BB does not host students from the CultivatED program, BB will provide a minimum of 4 staff members with 4 hours of paid time off to support CultivatED. The method of BB’s support will be determined by CultivatED and fill their greatest needs at any given time.

Metrics: BB will maintain a record of the number of programs it works with annually and its methods of support whether in the form of monetary donation or donation of resources so that it may report on its goal.

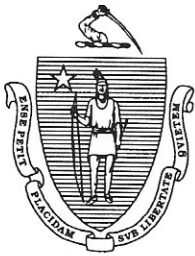
Goal 2: Develop a workforce whereby at least 25% of our employees are from identified geographic areas of disproportionate impact.

Program: Recruit employees from identified geographic areas of disproportionate impact including but not limited to: Brockton, Fall River, and Taunton. Employees will be sought from those specific census tracts identified as disproportionately impacted in the Commission’s *Guidance for Identifying Areas of Disproportionate Impact*. BB has contracted with HW Staffing to recruit individuals for employment that come from areas of disproportionate impact. BB will also prioritize applications for open positions from individuals who reside in these identified areas of disproportionate impact. Attached is a letter detailing our partnership with HW Staffing.

Metrics: BB will track the number of employees in its workforce from identified geographic areas of disproportionate impact in order to derive the relevant percentage of its workforce and report on its goal.

Acknowledgment Statements

All metrics will be compiled and reviewed at least 60 days prior to the annual license renewal date so that progress on this plan may be evaluated during the renewal process (upon issuance of its Provisional License and then annually thereafter). BB may make changes to its plan based upon feedback or the information it collects on its programs. BB acknowledges and is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4), which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment. 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.



William Francis Galvin
Secretary of the
Commonwealth

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

January 11, 2019

TO WHOM IT MAY CONCERN:

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

BERKLEY BOTANICALS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **January 11, 2019.**

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

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

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

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **MICHAEL MIZRAHI**

In testimony of which,

I have hereunto affixed the

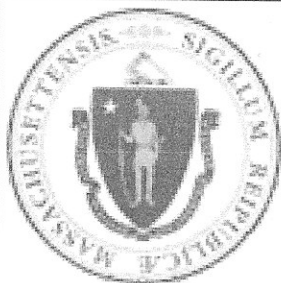
Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth





The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001363351

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

2a. Location of its principal office:

No. and Street: 50 COUNTY STREET
City or Town: BERKLEY State: MA Zip: 02779 Country: USA

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

No. and Street: 50 COUNTY STREET
City or Town: BERKLEY State: MA Zip: 02779 Country: USA

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

THE PURPOSE OF THE COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH LIMITED LIABILITY COMPANIES MAY BE ORGANIZED. THIS INCLUDES RETAIL STORE AND PLANT CULTIVATION.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: MARK AZAR
No. and Street: 170 PLEASANT ST
City or Town: FALL RIVER State: MA Zip: 02721 Country: USA

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

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

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

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute

SOC SIGNATORY

MICHAEL MIZRAHI

13 BAY ROAD
WARREN, RI 02885 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	MICHAEL MIZRAHI	13 BAY ROAD WARREN, RI 02885 USA

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 11 Day of January, 2019,
MICHAEL MIZRAHI

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

To whom it may concern,

I am writing this letter to attest that Michael Mizrahi has no association with Berkley botanicals llc.

Mr. Mizrahi transferred ownership of Berkley botanicals through the CCC process to the current ownership group.

Sincerely,

Matt Radebach

Matthew Radebach

Owner

Berkley Botanicals LLC



The Commonwealth of Massachusetts William Francis Galvin

Minimum Fee: \$100.00

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

Certificate of Amendment

(General Laws, Chapter)

Identification Number: 001363351The date of filing of the original certificate of organization: 1/11/20191.a. Exact name of the limited liability company: BERKLEY BOTANICALS LLC1.b. The exact name of the limited liability company *as amended*, is: BERKLEY BOTANICALS LLC

2a. Location of its principal office:

No. and Street: 42 COUNTY STREETCity or Town: BERKLEY State: MA Zip: 02779 Country: USA3. *As amended*, the general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: MARK AZARNo. and Street: 170 PLEASANT STCity or Town: FALL RIVER State: MA Zip: 02721 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	THEODORE CHRISTIAN FLOWERS	8080 OLD YORK RD STE 225 ELKINS PARK, PA 19027 USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
SOC SIGNATORY	THEODORE CHRISTIAN FLOWERS	8080 OLD YORK RD STE 225 ELKINS PARK, PA 19027 UNI
SOC SIGNATORY	JUSTIN STEFAN MORICONI	8080 OLD YORK RD STE 225 ELKINS PARK, PA 19027 USA

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record

any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	JUSTIN STEFAN MORICONI	8080 OLD YORK RD STE 225 ELKINS PARK, PA 19027 USA
REAL PROPERTY	THEODORE CHRISTIAN FLOWERS	8080 OLD YORK RD STE 225 ELKINS PARK, PA 19027 USA

9. Additional matters:

10. State the amendments to the certificate:

LOCATION OF PRINCIPLE OFFICE; NAME AND BUSINESS ADDRESS OF MANAGER; NAME AND ADDRESS OF AUTHORIZED PERSONS TO EXECUTE; NAME AND ADDRESS OF PERSON WHO CAN RECORD INTEREST IN REAL PROPERTY; FILERS CONTACT INFO.

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

**SIGNED UNDER THE PENALTIES OF PERJURY, this 24 Day of May, 2022,
JUSTIN S MORICONI , Signature of Authorized Signatory.**

THE COMMONWEALTH OF MASSACHUSETTS

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

May 24, 2022 07:21 PM

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

**OPERATING AGREEMENT
OF
BERKLEY BOTANICALS LLC**

This Operating Agreement (the "**Agreement**") of **BERKLEY BOTANICALS LLC** (the "**Company**"), effective as of September 1, 2021, is entered into by and between the Company and Berkeley Blooms LLC, as the single member of the Company (the "**Member**").

WHEREAS, the Company was formed as a limited liability company on by filing a certificate of organization (the "**Certificate of Organization**") with the Secretary of the Commonwealth of Massachusetts pursuant to and in accordance with the Massachusetts Limited Liability Company Act, as amended from time to time (the "**MLLCA**"); and

WHEREAS, the Member and the Company agree that the membership in and management of the Company shall be governed by the terms set forth herein.

NOW, THEREFORE, the Member and the Company agree as follows:

1. **Name.** The name of the Company is **BERKLEY BOTANICALS LLC**.
2. **General Character.** The general character of the business of the Company is to engage in any legal activities in the Commonwealth and directly or indirectly related or incidental thereto.
3. **Powers.** The Company shall have all the powers necessary or convenient to carry out the purposes for which it is organized, including the powers granted by the MLLCA.
4. **Records Address.** The address of the office in the Commonwealth of Massachusetts at which the Company will maintain its records as required by the MLLCA shall be as set forth in the Certificate of Organization or subsequent filing with the Secretary of the Commonwealth. The Company may at any time change this address by making the appropriate filing with the Secretary of the Commonwealth.
5. **Resident Agent.** The name and street address of the Company's resident agent in the Commonwealth of Massachusetts shall be as set forth in the Certificate of Organization or subsequent filing with the Secretary of the Commonwealth. The Company may at any time change this information by making the appropriate filing with the Secretary of the Commonwealth.
6. **Members.**

a. Initial Member. The Member owns 100% of the limited liability company interests of the Company. The name and the business, residence, or mailing address of the Member is as follows:

Berkley Blooms LLC
50 County Street
Berkley, MA 02779

b. Additional Members. One or more additional members may be admitted to the Company with the written consent of the Member. Prior to the admission of any such additional members to the Company, the Member shall amend this Agreement or adopt a new operating agreement to make such changes as the Member shall determine to reflect the fact that the

Company shall have such additional members. Each additional member shall execute and deliver a supplement or counterpart to this Agreement, as necessary.

c. No Certificates for Limited Liability Company Interests. The Company will not issue any certificates to evidence ownership of limited liability company interests.

7. Management.

a. Member-Managed. The Member shall have exclusive and complete authority and discretion to manage the operations and affairs of the Company and to make all decisions regarding the business of the Company. Any action taken by the Member shall constitute the act of and serve to bind the Company. Persons dealing with the Company are entitled to rely conclusively on the power and authority of the Member as set forth in this Agreement. The Member shall have all rights and powers of a manager under the MLLCA, and shall have such authority, rights and powers in the management of the Company to do any and all other acts and things necessary, proper, convenient or advisable to effectuate the purposes of this Agreement.

b. Election of Officers; Delegation of Authority. The Member may, from time to time, designate one or more officers with such titles as may be designated by the Member to act in the name of the Company with such authority as may be delegated to such officers by the Member (each such designated person, an "**Officer**"). Any such Officer shall act pursuant to authority delegated to such Officer until that Officer is removed by the Member. Any action, including any debt contracted or liability incurred by or on behalf of the Company, taken by the Officer shall constitute the act of and serve to bind the Company. Persons dealing with the Company are entitled to rely conclusively on the power and authority of any Officer as set forth in this Agreement and any instrument designating such Officer and the authority delegated to him or her.

8. Liability of Member; Indemnification.

a. Liability of Member. Except as otherwise required in the MLLCA, the debts, obligations, and liabilities of the Company, whether arising in contract, tort, or otherwise, shall be solely the debts, obligations, and liabilities of the Company, and the Member shall not be personally liable for any such debt, obligation, or liability of the Company solely by reason of being or acting as a member of the Company.

b. Indemnification. To the fullest extent permitted under the MLLCA, the Member (irrespective of the capacity in which it acts) shall be entitled to indemnification and advancement of expenses from the Company for and against any loss, damage, claim, or expense (including attorneys' fees) whatsoever incurred by the Member relating to or arising out of any act or omission or alleged acts or omissions (whether or not constituting negligence or gross negligence) performed or omitted by the Member on behalf of the Company; provided, however, that any indemnity under this Section 8(b) shall be provided out of and to the extent of Company assets only, and neither the Member nor any other person shall have any personal liability on account thereof.

9. **Term**. The term of the Company shall be perpetual unless the Company is dissolved and terminated in accordance with Section 13.

10. **Capital Contributions**. The Member hereby agrees to contribute to the Company such cash, property, or services as determined by the Member from time to time, or loan funds to the Company, as the Member may determine in its sole and absolute discretion; provided, that absent

such determination, Member is under no obligation whatsoever, express or implied, to make any such contribution or loan to the Company.

11. Tax Status; Income and Deductions.

a. Tax Status. As long as the Company has only one member, it is the intention of the Company and the Member that the Company be treated as a disregarded entity for federal and all relevant state tax purposes and neither the Company nor the Member shall take any action or make any election which is inconsistent with such tax treatment. All provisions of this Agreement are to be construed to preserve the Company's tax status as a disregarded entity.

b. Income and Deductions. All items of income, gain, loss, deduction, and credit of the Company (including, without limitation, items not subject to federal or state income tax) shall be treated for federal and all relevant state income tax purposes as items of income, gain, loss, deduction, and credit of the Member.

12. Distributions. Distributions shall be made to the Member at the times and in the amounts determined by the Member.

13. Dissolution and Liquidation.

a. The Company shall dissolve, and its affairs shall be wound up, upon the first to occur of the following: (i) the written consent of the Member; (ii) the entry of a decree of judicial dissolution; or (iii) any other event or circumstance giving rise to the dissolution of the Company under Section 43 of the MLLCA, unless the Company's existence is continued pursuant to the MLLCA.

b. Upon dissolution of the Company, the Company shall immediately commence to wind up its affairs and the Member shall promptly liquidate the business of the Company. During the period of the winding up of the affairs of the Company, the rights and obligations of the Member under this Agreement shall continue.

c. In the event of dissolution, the Company shall conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied as follows: (i) first, to creditors, to the extent otherwise permitted by law, in satisfaction of liabilities of the Company (whether by payment or the making of reasonable provision for payment thereof); and (ii) second, to the Member.

d. Upon the completion of the winding up of the Company, the Member shall file a certificate of cancellation in accordance with the MLLCA.

14. Miscellaneous.

a. Amendments. Amendments to this Agreement may be made only with the written consent of the Member.

b. Governing Law. This Agreement and the rights and obligations of the parties hereunder shall be governed by and interpreted, construed, and enforced in accordance with the laws of the Commonwealth of Massachusetts, and, without limitation thereof, the MLLCA, without giving effect to principles of conflicts of law.

c. Severability. In the event that any provision of this Agreement shall be declared to be invalid, illegal or unenforceable in any jurisdiction, such provision shall survive to the extent it is

not so declared, and the validity, legality and enforceability of the other provisions hereof shall not in any way be affected or impaired thereby, unless such action would substantially impair the benefits to any party of the remaining provisions of this Agreement.

d. No Third Party Beneficiaries. Nothing in this Agreement, either express or implied, is intended to or shall confer upon any person other than the parties hereto, and their respective successors and permitted assigns, any rights, benefits or remedies of any nature whatsoever under or by reason of this Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement to be effective as of the date first written above.

MEMBER:

By: _____
ANTHONY DEPAUL, SIGNING ON
BEHALF OF BERKELEY BLOOMS LLC,
the Company's sole member

COMPANY:

BERKLEY BOTANICALS LLC, a
Massachusetts limited liability company

By:  _____
JUSTIN MORICONI, ESQ., MANAGER,
SIGNING ON BEHALF OF THE COMPANY



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L0510817440
Notice Date: March 19, 2024
Case ID: 0-002-342-380



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



BERKLEY BOTANICALS LLC
44 COUNTY ST
BERKLEY MA 02779-1714

Why did I receive this notice?

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

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

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

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

March 19, 2024

TO WHOM IT MAY CONCERN:

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

BERKLEY BOTANICALS LLC

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **January 11, 2019.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
THEODORE CHRISTIAN FLOWERS

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **THEODORE CHRISTIAN FLOWERS, JUSTIN STEFAN MORICONI**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **THEODORE CHRISTIAN FLOWERS, JUSTIN STEFAN MORICONI**



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

Plan for Obtaining Liability Insurance

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

Business Plan

Company Description/Objective

Berkley Botanicals LLC (BB), a potential Massachusetts approved Marijuana Retailer, will hopefully be authorized to dispense recreational marijuana and marijuana infused products. The principals of BB will also be looking to purchase the property where the potential dispensing will happen in Whitman, MA.

On November 8, 2016 Massachusetts voters approved, effective January 1, 2018, the sale of adult-use (recreational) marijuana and as a hopeful Marijuana Establishment, Berkley Botanicals LLC has the intentions to sell adult-use marijuana. BB's relationships with current Massachusetts suppliers will position itself to maximize on the sales potential.

Berkley Botanical's objective is to maximize available retail space in Whitman Massachusetts for adult-use marijuana sales potential in anticipation of the tremendous growth forecast in marijuana sales.

Target Audience

Berkley Botanicals will service the marijuana market outlined below.

1. **Adult-use marijuana:** Adults over the age of 21 purchasing marijuana for recreational use. We have stress-free access with ample parking from Route 18 (local). We provide convenient access from seven Massachusetts cities and towns as well as access for Rhode Island New York & Connecticut customers.

Retail Facility – Whitman Massachusetts

Massachusetts Competition

1. **Retail Experience:** We have decades of retail experience across multiple industries.
2. **Branding:** We are currently working with a Branding company to develop unique branding for our products.
3. **Customer service and competitive dynamics:** We will offer top-notch customer service and are aware of our need to be aware of and exceed our competitors in providing service, products and pricing.
4. **Highly trained staff:** Our staff will be well managed, knowledgeable of the products we sell and trained to assist patients and customers in the selection of their products.
5. **Hours of operation:** Our hours of operation are daily (Sunday – Saturday) from 10 AM to 8 PM.
6. **Wide range of products:** Our One-Stop shopping philosophy will offer our customers a wide range of products including the newest and “hottest” products.

Sources of Income and Sales Forecast

1. Sales Forecast

- Year One - \$12MIL per dispensary. We have the ability to generate up to \$23MIL by obtaining additional funding of \$4MIL - \$6MIL to build-out additional cultivation space.
- Year Two – We anticipate a 10% increase in sales.
- Year Three – We anticipate a 5% increase in sales with a decreasing per dispensary sales as additional ME's are approved and come on-line with a potential 10% drop in revenue in Year Four

2. Jobs Created

- 20 – 25 full time retail positions with an average annual salary of \$42,000
- 3 Management positions with an average annual salary of \$60,000

3. Town of Whitman potential contribution from Berkley RMD in year 1

- Local Excise Tax of 3% - \$360,000
- Proposed Host Agreement of 3% gross sales - \$360,000
- Total Potential Contribution - \$720,000 in first year

sales # day	oz day	oz visit	Visits day	Visits yr	Visits mon	unique patients
4.50	72.00	0.20	360.00	129600.00	10800.00	2700.00
		projected flower sales	Projected concentrates sales		Projected edibles sales	
		\$ 9,147,600.00	75% total sales	\$ 2,073,456.00	17% total sales	\$ 975,744.00 8% total sales
retail avg. ounce	Projected annual revenue		Projected revenue Week	Projected revenue Day		
\$ 350.00	\$ 12,196,800.00		\$ 234,553.85	\$ 33,600.00		
retail avg. pound	year 1		year 2		year 3	
\$ 5,600.00	Revenue	\$ 12,196,800.00	1.10	\$ 13,416,480.00	1.05	\$ 14,087,304.00
	Patients	10800.00	1.10	11880.00	1.05	12474.00
	Month					
	Unique	2700.00	1.10	2970.00	1.05	3118.50
	Visits					



2020

BERKLEY BOTANICALS BUSINESS PLAN

*This document contains
Confidential & Proprietary Information
belonging exclusively to Berkley Botanicals*



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01

Executive Summary

Company Summary

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Company Summary

Berkley Botanicals (website.com) is a new vertically integrated cannabis retailer, supplier, including cultivation and extraction/processing facilities in Berkley Massachusetts.

Berkley Botanicals is to be organized/formed as a Limited Liability Company (LLC)/Corporation and is led by experienced business men and women working in highly regulated industries such as construction, architecture/design, law, and the medical and adult use cannabis industries. Berkley Botanicals Chief Operations Officer has over 10 years in the legal cannabis space, including previously working in Rhode Island, Pennsylvania, New Jersey, and Massachusetts. Berkley Botanical's Chief Compliance Officer is a licensed attorney with over 26 years experience as a litigator including almost a decade as compliance counsel for various medical marijuana companies in the United States. Berkley Botanical's General Counsel is an award winning and founding member of the Cannabis Practice Group of the Philadelphia Bar Association, and its Chief Executive Officer has owned and operated a heavy construction company with assets over \$500,000 for over 30 years.

Our knowledgeable budtenders will navigate and guide our customers through our vast product variety featuring locally sourced medicines along with our core product line of the highest quality cannabis flowers, concentrates, edibles and more.

Berkley Botanicals currently possesses a cultivation, manufacturing, and retail license with cultivation and retail operations active in Berkley, Massachusetts. Berkley Botanicals, which just began operations in mid-2023, expects to have its manufacturing operations ready for final inspection and approval by 3rd quarter 2024.

Main Goals

- ✓ Own and operate cannabis cultivation facilities in the state of Massachusetts.
- ✓ To produce high-grade cannabis oil and build a recognizable brand in a rapidly growing industry.
- ✓ To be fully compliant with all state and local municipalities and be primed and ready for national expansion as federal laws adjust and evolve to the benefit of the cannabis industry.
- ✓ To be supplying one of the best cannabis products in 2021 to the dispensaries/retail stores.
- ✓ To become an industry-leader in the blossoming extraction industry.

Mission

- ✓ To provide high quality cannabis to customers with a product and service they can trust. To build our brand on the core values of customer service and care, hospitality, highest standards of quality, honesty, integrity and community outreach. To grow one of the best cannabis flower brands and provide high-quality concentrate products to all qualified retailers in the commonwealth of Massachusetts

Main Objectives

- ✓ Getting the Massachusetts Cannabis Cultivation and Manufacturing licenses.
- ✓ Net annual income to support operational expenses.
- ✓ Monthly sales and capacity increasing steadily throughout the first year.

Products & Services

Company will have the ability to vegetate up to 5,000 plants and flowers concurrently, will grow up to 20 different strains of marijuana, and will have the ability to grow from seedling to finished product.

Extraction operations:

1. Processing of cannabis in a clean and compliant laboratory.

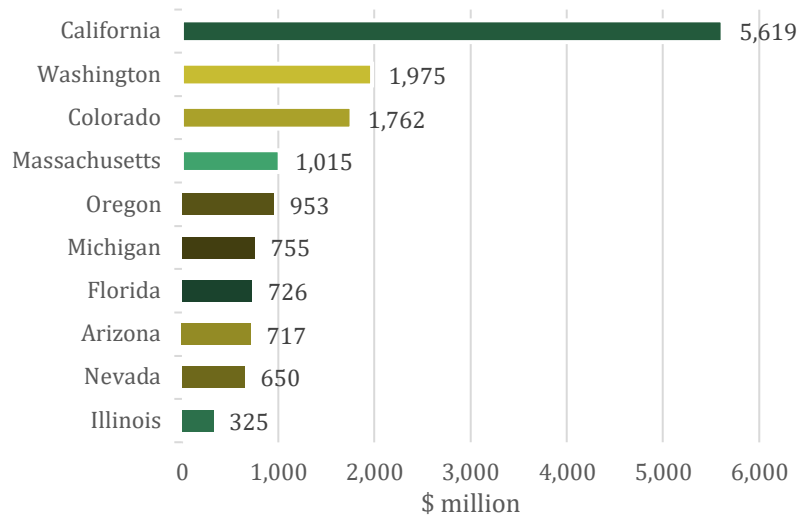
2. Ensuring all cannabis extracts that will be distributed meets all regulatory requirements and has passed any and all required laboratory testing.
3. Serve as an informational resource about cannabis extraction.

Market Opportunities

According to the report by Arcview Market Research and BDS Analytics: "The Road Map to a \$57 Billion Worldwide Market"¹, spending on legal cannabis worldwide is expected to hit \$57 billion by 2027. The recreational cannabis market will cover about 67% of the spending while medical cannabis will take up the remaining 33%.

The North America legal cannabis market amounted to \$12 billion in 2018, growing by 30 percent on the year. The largest market was the United States, which totaled \$10.4 billion. It was followed by Canada with \$1.6 billion. Analysts predict the overall cannabis market for legal adult-use and medical sales in North America to reach \$24.5 billion by 2021 with the compound annual growth rate (CAGR) to almost 28%.

Over 60% of the U.S. population now lives in states and territories that have legalized some form of cannabis use and sales.



In 2008 Massachusetts voters decriminalized the possession of small amounts of cannabis and in 2012 Massachusetts became the 18th state to legalize medical cannabis through a ballot.

In November 2016, Massachusetts voters approved Question 4, the initiative to legalize the recreational use of cannabis and first retail cannabis business was

opened in Massachusetts in

Figure 1. Medical and recreational cannabis sales in top states, 2020

November 2018.

Cannabis stores sold about \$9.3 million worth of cannabis products during the first month and in October 2019 total legal cannabis sales exceeded \$370 million, according to figures released by the Cannabis Control Commission².

It is expected over 700,000 customers potentially interested in using of a recreational cannabis and adult-use cannabis market in Massachusetts is projected to become a \$1 billion industry by 2020. Research from multiple cannabis data and investment firms predict Massachusetts can become such a travel destination.

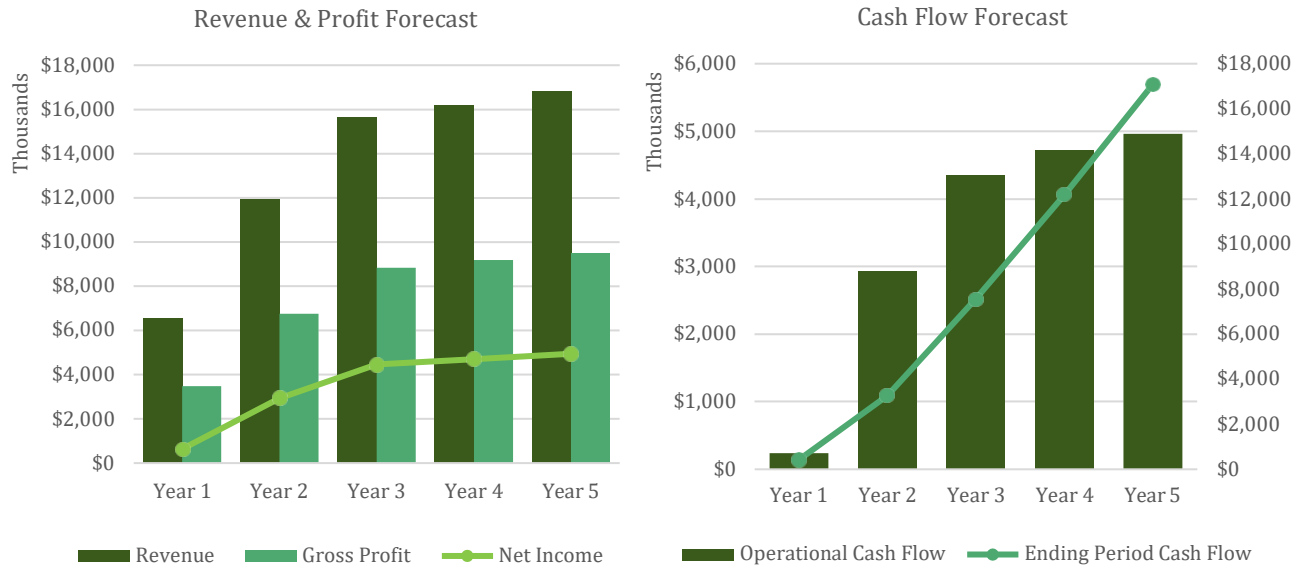
¹ <https://arcviewgroup.com/research/reports/>

² <https://opendata.mass-cannabis-control.com/stories/s/xwwk-y3zr>

Financial Summary

Berkley Botanicals will fund its startup costs largely through personal savings/private investments.

From a total investment of \$3.5 million, Berkley Botanicals is expected to generate nearly \$11.9 million in gross revenues with net income of nearly \$2.9 million in Year 2, its first full year of operations. Revenues are expected to grow to nearly \$15.6 million in Year 3 and \$16.8 million in Year 5, with net income of nearly \$4.4 million and over \$4.9 million respectively.



1. EXECUTIVE SUMMARY

1.1 Mission Statement

Berkley Botanicals, LLC("Berkley Botanical") is a Marijuana Establishment ("ME") committed to creating a safe and clean community environment that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

1.2 License Type

Berkley Botanical has a Provisional Certificate of Registration from the Massachusetts Cannabis Control Commission (the "Commission") to operate a retail, cultivation & processing Marijuana Establishment in Berkley, Massachusetts.

1.3 Product

In addition to traditional sativa, indica, and hybrid cannabis flower, Berkley Botanical will offer a wide range of products and services that will allow Berkley Botanical to serve customers with a wide variety of needs. Products Berkley Botanical intends to offer include, but will not be limited to:

1. Concentrates
2. Topical salves
3. Creams/lotions
4. Oral mucosal/sublingual dissolving tablets
5. Tinctures
6. Sprays
7. Inhalation ready to use extracted hash oils
8. Pre-dosed oil vaporizers
9. Ingestion capsules
10. Marijuana infused food and beverages such as cookies, brownies, gummies, etc.

1.4 What Drives Us

Berkley Botanical's goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting the City of Berkley in offsetting the cost of Berkley Botanical's operations within its community;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been disproportionately impacted by the war on drugs;
5. Having a diverse and socially representative employee pool; and
6. Empowering the next generation of entrepreneurs and leaders through hiring, training, and teaching; and

2. COMPANY DESCRIPTION

2.1 Structure

Berkley Botanical is a Massachusetts limited liability company interested in applying for a license from the Massachusetts Cannabis Control Commission (the "Commission") to operate a ME in the Commonwealth.

Berkley Botanical will file, in a form and manner specified by the Commission, an application for licensure as a ME consisting of three packets: an Application of Intent packet; a Background Check packet; and a Management and Operations Profile packet.

2.2 Operations

Berkley Botanical will be located in Berkley, MA ("Berkley" or the "City") and has leased a property that will be renovated and retrofitted for a retail Marijuana Establishment (the "Facility"). Upon completion, the Facility will blend in with the aesthetic of the neighborhood and become the ideal picture of a community retail Marijuana Establishment. The Facility's prior use was a gas station and, overall, the property in which the Facility is located remains in good condition. The Facility's exterior renovation will include removal of the old tanks and pumps and retrofitting the existing structure to meet Berkley Botanical's needs for a retail Marijuana Establishment. Upon completion of the renovations, the Facility will encompass a total of approximately 24,000 square feet including a secure loading and unloading vestibule.

Berkley Botanical will establish inventory controls and procedures for reviewing comprehensive inventories of marijuana products; conduct a monthly inventory of stored marijuana; conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Berkley Botanical will maintain records which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

Berkley Botanical will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10) (b) or otherwise approved by the Commission. The deductible for each policy will be no higher than \$5,000 per occurrence.

Berkley Botanical will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

All recyclables and waste, including organic waste composed of or containing finished marijuana and marijuana products, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Organic material, recyclable material, solid waste, and liquid waste containing marijuana or by-products of marijuana processing will be disposed of in compliance with all applicable state and federal requirements.

Berkley Botanical 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.

Prior to commencing operations, Berkley Botanical will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund. The bond will ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.00 or the cessation of operation of Berkley Botanical.

Berkley Botanical and Berkley Botanical agents will comply with all local rules, regulations, ordinances, and bylaws.

2.3 Security

Berkley Botanical will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

Berkley Botanical's state-of-the-art security system will consist of perimeter windows, as well as duress, panic, and holdup alarms connected to local law enforcement for efficient notification and response in the event of a security threat. The system will also include a failure notification system that will immediately alert the executive management team if a system failure occurs.

A redundant alarm system will be installed to ensure that active alarms remain operational if the primary system is compromised.

Interior and exterior HD video surveillance of all areas that contain marijuana, entrances, exits, and parking lots will be operational 24/7 and available to the Berkley Police Department. These surveillance cameras will remain operational even in the event of a power outage.

The exterior of the dispensary and surrounding area will be sufficiently lit, and foliage will be minimized to ensure clear visibility of the area at all times.

Only Berkley Botanical's registered agents and other authorized visitors (e.g. contractors, vendors)

will be allowed access to the Facility, and a visitor log will be maintained in perpetuity.

All agents and visitors will be required to visibly display an ID badge, and Berkley Botanical will maintain a current list of individuals with access.

On-site consumption of marijuana by Berkley Botanical's employees and visitors will be prohibited.

Berkley Botanical will have security personnel on-site during business hours.

2.4 Benefits to the Municipality

Berkley Botanical looks forward to working cooperatively with the Berkley to ensure that Berkley Botanical operates as a responsible, contributing member of the community. Berkley Botanical anticipates establishing a mutually beneficial relationship with the City in exchange for permitting Berkley Botanical to site and operate a retail Marijuana Establishment in Berkley.

The City stands to benefit in various ways, including but not limited to the following:

- Jobs:
 - A retail Marijuana Establishment facility will add approximately 10-15 full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits:
 - A Host Community Agreement with significant monetary donations will provide the City with additional financial benefits beyond local property taxes.
- Access to Quality Product:
 - Berkley Botanical will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- Control:
 - In addition to the Commission, the Berkley Police Department and other municipal departments will have oversight over Berkley Botanical's security systems and processes.
- Responsibility:
 - Berkley Botanical is comprised of experienced professionals who will be thoroughly background checked and scrutinized by the Commission.
- Economic Development:
 - Berkley Botanical's renovation of the old gas station will help revitalize the neighborhood and contribute to the overall economic development of the community.

2.5 Zoning

The retail Marijuana Establishment complies with all Berkley's zoning requirements.

In accordance with Berkley's Zoning Ordinance, the proposed property is located in Berkley's Zoning District within the Marijuana Overlay Zoning District which permits the proposed retail Marijuana Establishment use.

Additionally, in accordance with the Berkley's Zoning Ordinance, the principal entry door of the retail Marijuana Establishment is not located within 300 feet of a principal entry door of a public or private school providing education in kindergarten or any of grades 1 through 12.

3. MARKET RESEARCH

3.1 Industry

Following the first legal adult-use sales in Massachusetts in November 2018, the Commission has continued to approve new retail shops across the state on a rolling basis. In Massachusetts, adult use retail sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

3.2 Proposed Customers

Berkley Botanical will only sell marijuana and marijuana products to customers ages 21 years and older that provide a valid identification and individuals that possess an active medical registration card issued by the Commission. Berkley Botanical's intended customers are residents of Berkley and the neighboring municipalities. Such neighboring municipalities include Cambridge, Arlington, Medford, Chelsea, Revere and Everett.

3.3 Competition

There have been over 300 Marijuana Establishment applications submitted to the Cannabis Control Commission in Massachusetts comprised of all Marijuana Establishment license types including retail, cultivation, manufacturing, transporter, testing, etc. However, only 40 applications have been submitted in Bristol county and only 8 of these licenses are for retail Marijuana Establishments; two located in Fall River and the other in Brockton and the surrounding area's. Berkley Botanical's competition will also include the estimated 40 operational retail Marijuana Establishments that are located throughout the Commonwealth once construction is complete.

3.4 Competitive Advantage

Berkley Botanical is cognizant that the adult-use retail marijuana industry in Massachusetts is highly competitive. To compete in this highly competitive industry, Berkley Botanical has assembled a team with experience in the retail, business, healthcare, real estate and distribution industries. Berkley Botanical's team also has deep roots to the City of Berkley and the surrounding communities that will help attract customers to Berkley Botanical's retail Marijuana Establishment and provide a sense of comfort to neighboring businesses and abutters. Furthermore, the proposed interior and exterior design of Berkley Botanical's facility will create a safe and welcoming environment for its customers while contributing to the rejuvenation of the neighborhood and the City. Ultimately, this combination of factors will help separate Berkley Botanical from its competition and contribute to the success of its business.

3.5 Regulations

Berkley Botanical intends to operate as a retail Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

Berkley Botanical is registered to do business in the Commonwealth of Massachusetts as a limited liability company. Berkley Botanical will maintain the limited liability company in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

Berkley Botanical will apply for all state and local permits and approvals required to renovate and operate the Facility as a retail Marijuana Establishment.

Berkley Botanical will also work cooperatively with various municipal departments to ensure that the Facility complies with all state and local codes, rules and regulations with respect to design, renovation, operation, and security.

4. MARKETING AND SALES

4.1 Growth Strategy

Berkley Botanical's plan to grow the company includes:

1. Strong and consistent branding;
2. Intelligent, targeted, and compliant marketing programs;
3. A compelling loyalty program;
4. An exemplary in-store customer experience; and
5. A caring, knowledgeable, and thoughtful staff made of consummate professionals.

4.2 Communication

Berkley Botanical will engage in reasonable marketing, advertising, and branding practices that do not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include

the statement: "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, pursuant to 935 CMR 500.105(4)(a), in their entirety in a conspicuous mailer on the advertisement.

All marketing, advertising, and branding produced by or on behalf of Berkley Botanical will include the following warning, including capitalization, in accordance with M.G.L. c. 940, § 4(a)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

Berkley Botanical will seek to advertise at events only where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, Berkley Botanical will market its products and services to reach a wide range of qualified consumers.

Once finalized, Berkley Botanical will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discovery networks such as Weed Maps and Leafly;
4. Popular social media platforms such as Instagram, Facebook, Twitter and Snap Chat; and
5. Opt-in direct communications.

Berkley Botanical will provide a catalogue and a printed list of the prices and strains of marijuana available to consumers and will post the same catalogue and list on its website and in the retail store.

4.3 Sales

Berkley Botanical intends to sell its product and service by engaging customers with knowledgeable in-store personnel.

Berkley Botanical will ensure that all marijuana products that are provided for sale to consumers are sold in tamper or child-resistant packaging. Packaging for marijuana products sold or displayed for consumers, including any label or imprint affixed to any packaging containing marijuana products or any exit packages, will not be attractive to minors.

Packaging for marijuana products sold or displayed for consumers in multiple servings

will allow a consumer to easily perform the division into single servings and include the following statement on the exterior of the package in a printed font that is no smaller than ten- point Times New Roman, Helvetica, or Arial, including capitalization: "INCLUDES MULTIPLE SERVINGS." Berkley Botanical will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

4.4 Logo

Berkley Botanical will develop a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo will be discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana.

5. TEAM

5.1 General

Berkley Botanical will assemble a team of dedicated Berkley and Massachusetts residents to implement the operations of the retail Marijuana Establishment. Berkley Botanical intends to create 50-75 full-time staff positions within the first year of operations in Berkley.

5.2 Security

Michael will ensure the development and overall management of the Security Policies and Procedures for Berkley Botanical, implementing, administering, and revising the policies as needed. In addition, a Head of Security will be appointed to perform the following duties:

- Provide general training to Berkley Botanical agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team - follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the Berkley Botanical facility, including cash and product storage vaults, surveillance and network equipment room, and other highly sensitive areas of the Berkley Botanical facility;
- Lead a working group and designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of Berkley Botanical agents and assets;

- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of security agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with the Berkley Police and Fire Department.

02

Market Overview

Global Cannabis Market

North America Cannabis Market

The U.S. Cannabis Market

Concentrates and Infused Products Sector

Massachusetts Cannabis Industry

SWOT Analyses

Global Market

The global legal cannabis market amounted to \$14.5 billion³ in 2018, growing by about 50 percent on the year, according to the report from Mordor Intelligence.

Spending on legal cannabis worldwide is expected to hit \$57 billion by 2027, while cannabis market in the United States and Canada is estimated to be about \$46.5 billion and other \$10.5 billion would go to other markets. The largest growth rate is predicted within the rest-of-world markets with projected \$2.5 billion in 2027.

The recreational cannabis market will cover about 67% of the spending while medical cannabis will take up the remaining 33%.

According to a report provided by Energias Market Research, the global medical cannabis market is projected to increase in value from \$8.28 billion in 2017 to \$28.07 billion in 2024 and at a CAGR of 19% from 2018 to 2024.

Key Trends:

- The initial decision by many U.S. states and Canada to create medical-only cannabis regulations prompted many other countries to act similarly while legalization of adult recreational use in California and Canada triggered a second wave of legalizing laws internationally to increase access to medical cannabis.
- South America countries have the most liberal medical cannabis programs. Led by Brazil, Argentina, Peru and Uruguay, the South American medical cannabis market may grow from \$125 million in 2018 to \$776 million in 2027.
- Germany is ready to become the leader of the European cannabis market, and Italy is expected to be second with \$1.2 billion in sales by 2027. Some form of medical cannabis is now legal in 22 countries in Europe.
- Australia's legal cannabis market is forecast to grow from \$52 million in 2018 to \$1.2 billion in 2027, the 5th largest in the world.
- Israel has a small population and a long history of legal medical cannabis use. It continues to be a leader over the years in the development of cannabis pharmaceuticals.

³ <https://www.prnewswire.com/news-releases/global-cannabis-market-now-projected-to-exceed-89-billion-by-2024-300904306.html>

North American Cannabis Market

The North America legal cannabis market amounted to \$12 billion in 2018, growing by 30 percent on the year. The largest market was the United States, which totaled \$10.4 billion. It was followed by Canada with \$1.6 billion.

The report from cannabis industry analysts Arcview Market Research, in partnership with BDS Analytics⁴, forecasts that the entire legal cannabis market in North America to reach \$24.5 billion in sales – a 28% annual growth rate by 2021 – as more countries and states legalize cannabis for recreational use and existing markets mature and will grow to \$47.3 billion six years later.

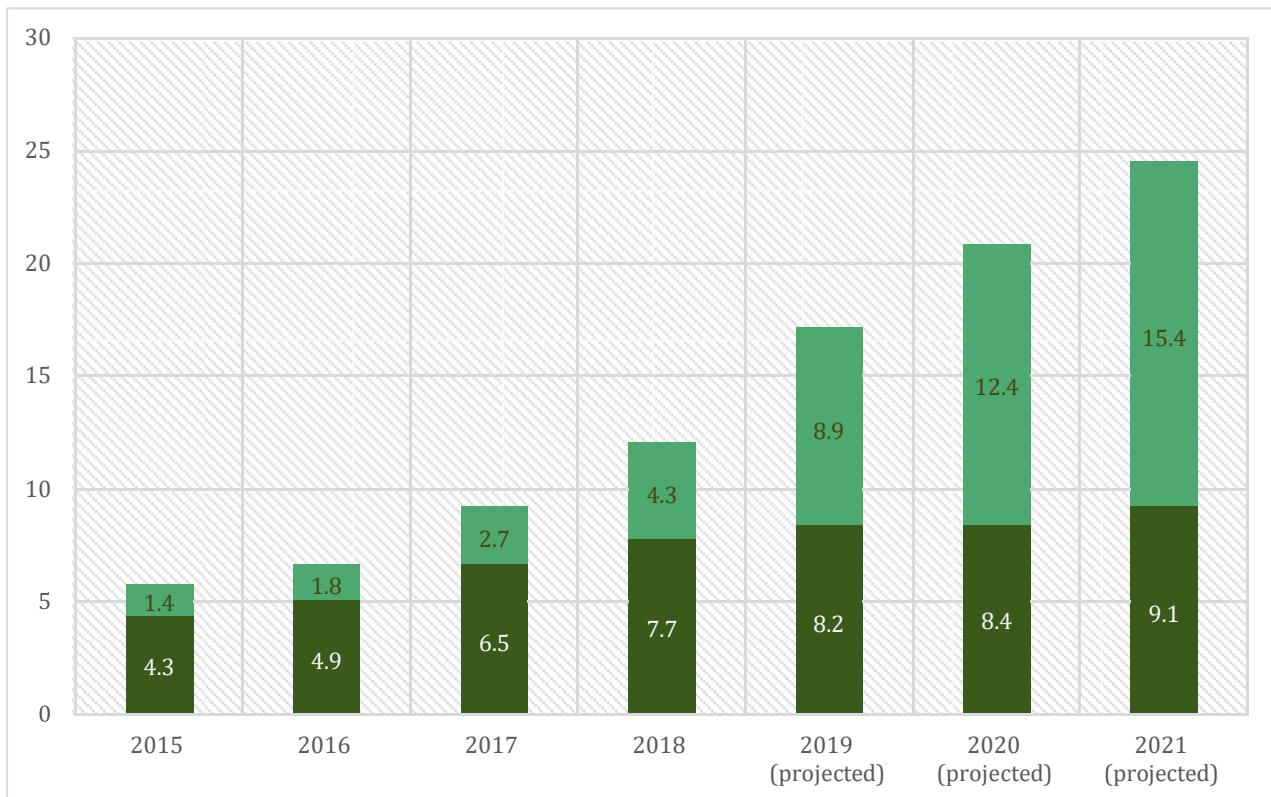


Figure 2. Medical and recreational cannabis sales forecast, billion \$

⁴ <https://bdsanalytics.com/>

The U.S. Cannabis Market

In 2018, 62% of Americans report supporting cannabis legalization, double what it was in 2000 (31%)⁵. Although the use of cannabis is illegal under the federal law and the federal government classifies cannabis as a schedule 1 drug, more than 60% of the U.S. states have legalized it in some form. Most states legalized it only for medical purposes, but eleven states – Alaska, California, Colorado, Illinois (2019), Maine, Michigan (2018), Nevada, Massachusetts, Oregon, Vermont and Washington – have gone further, legalizing the recreational use.

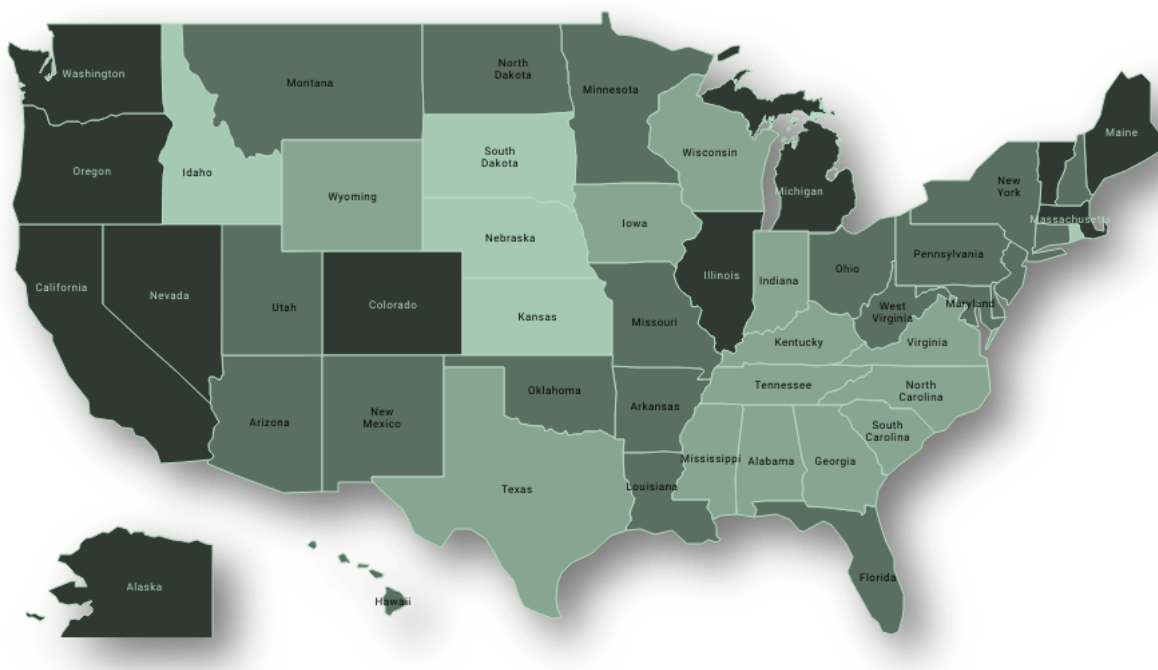


Figure 3. U.S. legalization map

- Medical / Recreational cannabis legalization
- Medical cannabis legalization
- No laws legalizing

As a result, 33 states, the District of Columbia, Puerto Rico, Guam, the Northern Mariana Islands, and the U.S. Virgin Islands have effective medical cannabis laws, and 11 states and the District of Columbia now allow cannabis for recreational use.

⁵ Pew Research Survey, <http://www.pewresearch.org/fact-tank/2018/10/08/americans-support-marijuana-legalization/>

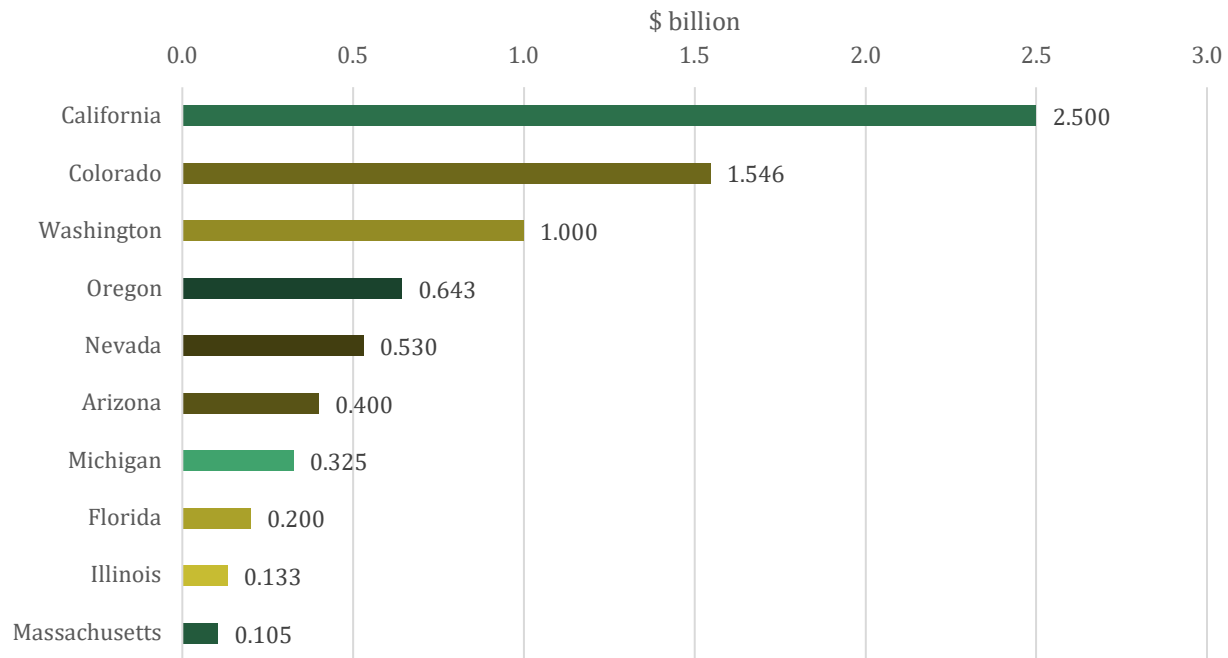


Figure 4. Medical and recreational cannabis sales in top states, 2018

There are about 10,000 active licenses for cannabis businesses in the U.S., according to Statista⁶. This includes cultivation, extraction and manufacturing, retail, distribution and testing licenses.

The industry employed 121,000 people in 2017 and 259,000 people in 2018. If cannabis market continues its growth trend, the number of workers in that industry could reach about 500,000 by 2022, according to New Frontier Data.

⁶ <https://www.statista.com/statistics/596641/us-cannabis-businesses-number/>

Wholesale Pricing Benchmarks

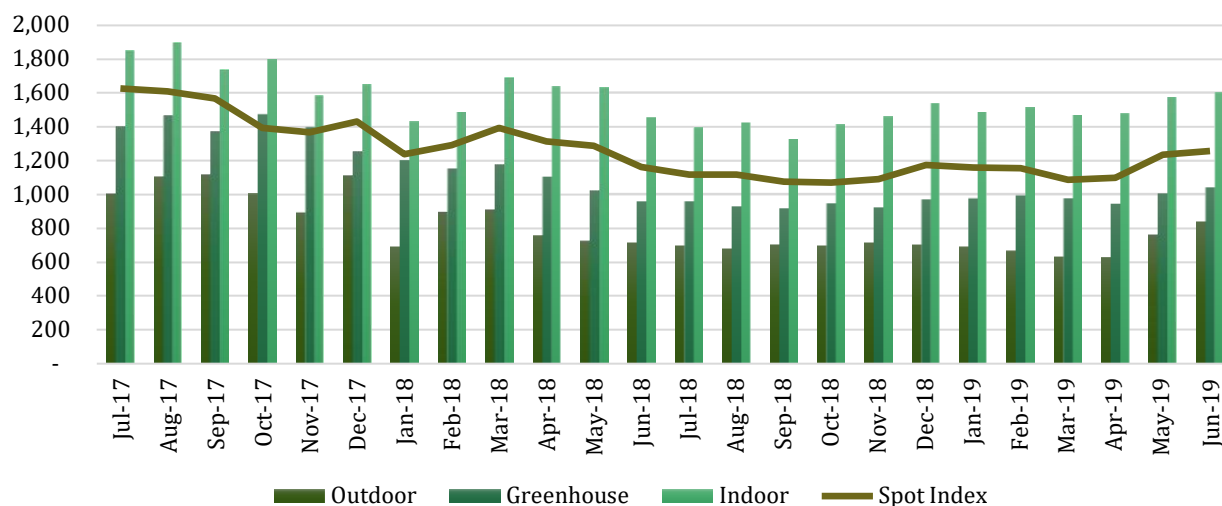


Figure 5. U.S. Wholesale flower prices, \$/pound 2017-2019

The U.S. Spot⁷ fell by 21.8% from the opening to the closing week of 2018. Additionally, for Q4, the national composite rate averaged \$1,094 per pound, off by 32.8% compared to the quarterly average price of \$1,417 per pound, documented in the same period in 2017. Yet, Q4 2018's mean going rate is off by only 2.2% from Q3's quarterly average price of \$1,119 per pound. Rising rates in California, Colorado, and Oregon in the wake of the fall harvest period worked to mitigate the quarter-over-quarter downturn.

- ✓ 2016 U.S. Spot Index average = \$1,789
- ✓ 2017 U.S. Spot Index average = \$1,562
- ✓ 2018 U.S. Spot Index average = \$1,194

The seasonal impact of the fall harvest remains undeniable, driving prices to their annual low in November the last three years:

- ✓ 2016 low was \$1,386 on November 11th
- ✓ 2017 low was \$1,368 on November 17th
- ✓ 2018 low was \$1,047 in November 9th

⁷ <https://reports.cannabisbenchmarks.com>

Concentrates and Infused Products Sector

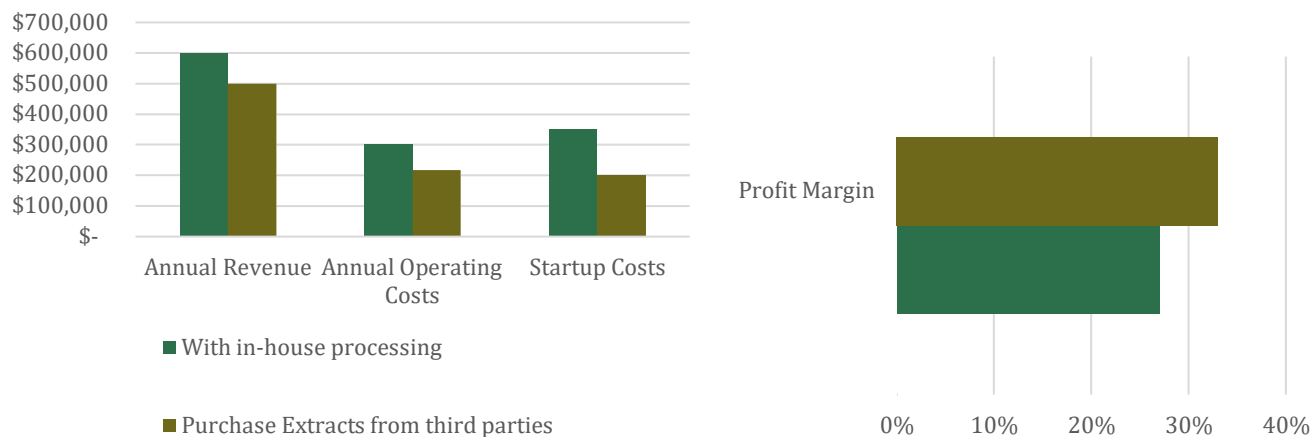


Figure 6. Profit & Costs benchmarks

Many of today's larger concentrates companies started as tiny operations, but a good number have quickly moved out of basements and into industrial warehouses featuring high-tech equipment that costs tens of thousands of dollars.

Nationally, patients and consumers who favor concentrates spend an average of \$4,800 each year, more than double the average amount spent by cannabis users in general, according to *What Cannabis Patients and Consumer Want*, a marketing research report published by Marijuana Business Daily.

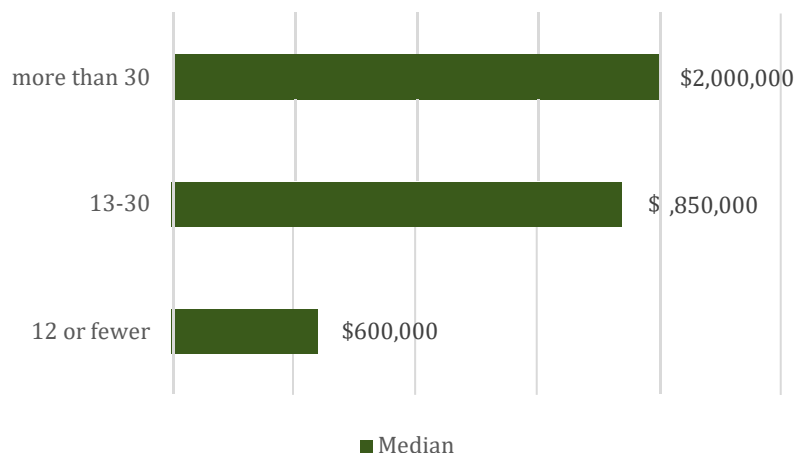


Figure 7. Typical infused product manufacturer annual revenue by number of products offered

The majority of infused product companies produce fewer than 12 products, that is why median revenue for this group of businesses is so similar to that of infused product companies as a whole.

While companies that produce more than 30 products are generating more revenue than businesses with a smaller range of offerings, it's likely not because they're producing more products. Rather, successful businesses are expanding on their product lines as they grow, and the wider selection is a result of added revenue.

wider selection is a result of added revenue.

Lastly, the market in some states is maturing, and consumers/patients are increasingly demanding new types of products – leading to greater innovation and offerings.

The majority of infused product companies are manufacturing more than one type of good – typically edibles and concentrates, as these categories dominate the infused product landscape. Nearly half of all businesses are producing topicals, though just a small number have chosen to focus on this category exclusively – as it comprises a relatively small portion of the retail and medical markets.

Entrepreneurs are drawn to this segment of the industry because of the strong demand, falling price of wholesale cannabis and a general lack of restrictions on the number of available licenses in some key markets. There's also the potential for more sophisticated players to establish large and recognizable brands, as the same basic principles that make for a successful product in the traditional economy apply to the cannabis industry as well. An increasing number of companies are now selling products in multiple states, and even some celebrity brands are gaining traction in the market.

Portion of all infused product manufacturers that are profitable or break-even: 79%

One of the key hurdles that concentrates must face has to do with a negative public perception of the extraction process. However, as innovation and technology becomes a more integral part of the industry, producers of concentrates are developing cleaner, safer, and more efficient tools and processes to overcome this stereotype.

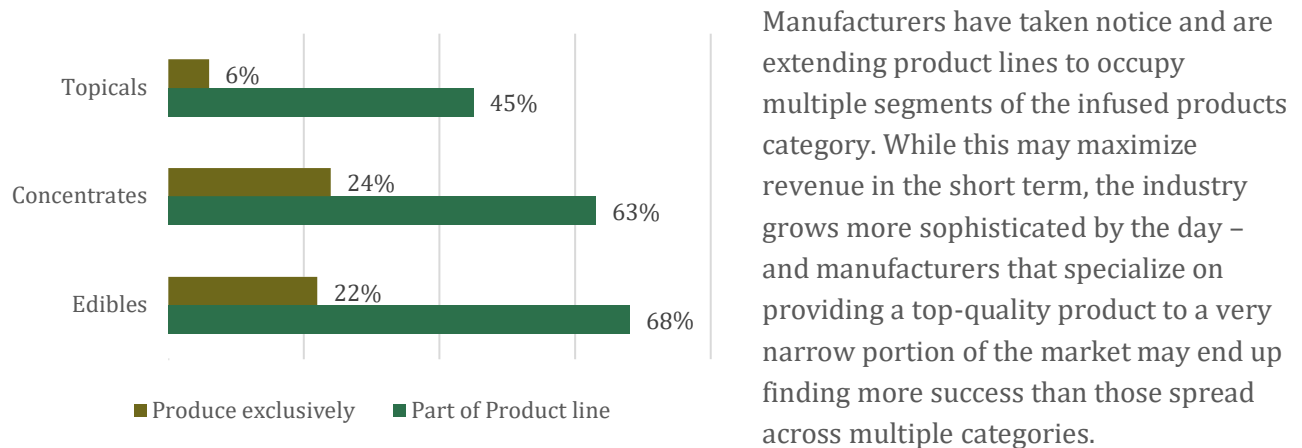


Figure 8. Percent of cannabis manufacturing businesses
Source: Marijuana Business Daily

In 2014 when adult-use just launched in Colorado, over 70% of sales came from dried flower; in 2016, that was down to 55%. In contrast, concentrate sales were \$20 million in 2014, or 13% of sales. By the end of 2016 they had jumped to \$85 million and 25% of sales. Edibles (including candy, beverages, tinctures, and all food) more than tripled during the same period, from \$17 million to \$53 million, moving from 11% to 14% of sales. Vape pens and vape products, candy, and other portable and convenient methods of consumption are especially popular with Colorado consumers.

The contribution of sales from flower dropped to less than 50% in 2017 and to 44% in 2019 and increased from concentrates to 28% and 31% correspondingly in Colorado's cannabis industry.

According to Arcview Research, after recreational cannabis legalization, the edibles market went from \$17 million to \$53 million in the first 2.5 years in Colorado and soared 121% within first year in Washington state.

Sales of cannabis edibles in Arizona, California, Colorado and Oregon reached US\$83.6 million in September 2019, according to data provided by BDS Analytics. But consumers in those states spent almost US\$1.7 billion on cannabis concentrates during the same month.

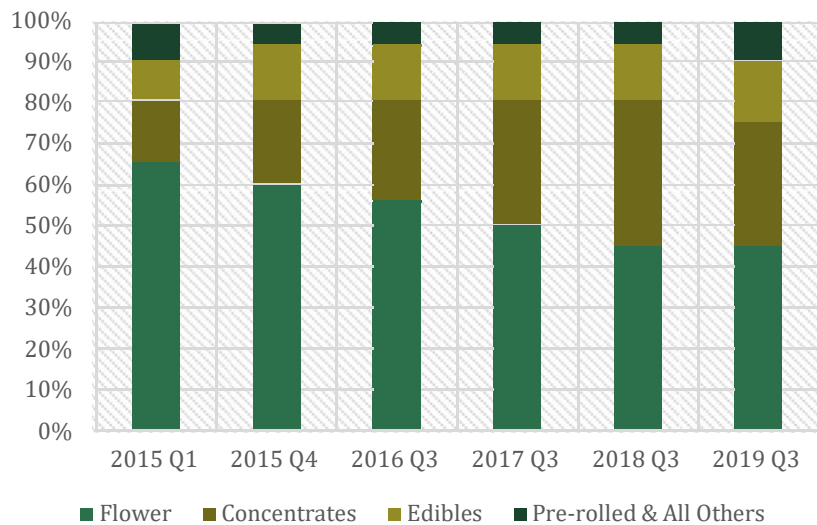


Figure 9. Trend sample in Colorado

According to a report by Arcview Market Research in partnership with BDS Analytics, consumer spending on cannabis concentrates and edibles in the United States is projected to reach more than \$8 billion and \$3 billion in 2022, an increase of 185 percent over last year's sales. According to the report, cannabis concentrate's and edible's markets share will grow from 35% to about 50% from 2017 to 2022⁸.

Massachusetts Cannabis Market

In 2008 Massachusetts voters decriminalized the possession of small amounts of cannabis and in 2012 Massachusetts became the 18th state to legalize medical cannabis through a ballot.

In November 2016, Massachusetts voters approved Question 4, the initiative to legalize the recreational use of cannabis for adults 21 years of age and older. In December 2016, the Massachusetts state legislature voted to delay sales of recreational cannabis for six months. Originally, licensing for cannabis shops was set to begin in January 2018, but the delay moved the date and first retail cannabis business opened in Massachusetts in November 2018.

Cannabis Control Commission (CCC) Deadlines⁹

March 15, 2018	CCC shall promulgate rules and regulations for the issuance of licenses.
April 1, 2018	Accept applications for licenses.
April 1-15, 2018	Review applications of operating medical establishments and businesses that demonstrate experience in or business practices that promote economic empowerment in communities disproportionately impacted, for grant or denial of license.
May 1, 2018	Independent Testing Laboratory regulations and rules promulgated. Regulations for Nantucket and Duke counties promulgated.

⁸ <https://bdsanalytics.com/wp-content/uploads/2019/01/BDS-Analytics-Top-10-Trends-2019.pdf>

⁹ <https://mass-cannabis-control.com/>

<i>June 1, 2018</i>	CCC received first applications including 51 the most completed to review.
<i>November 20, 2018</i>	First Retail Marijuana Establishments opened in Massachusetts.

In 2018, there were over 60,000 (up from 19,000 in early 2016) people who have gotten medical cannabis cards that allow them to use medical cannabis legally to treat a variety of ailments. They were served by 47 medical cannabis dispensaries.

Adult-Use Applications and Licenses

As of November 2019, 400 pending applications have been submitted, including 172 retailer, 114 cultivator, 88 manufacturer, 11 microbusiness, 6 transporter, 3 testing licenses, 4 research facilities and 2 craft marijuana cooperative, and 227 licenses have been awarded, including 87 retailer, 71 cultivator, 59 manufacturer, 4 microbusiness, 3 transporter and 3 testing licenses¹⁰. The review process includes a background check and a 60-day window during which the municipality in which the business hopes to locate must certify that the applicant has met all local requirements.

Taxes

Adult use cannabis is subject to:

- state sales tax: 6.25%
- state excise tax 10.75%
- local option for cities or towns: up to 3%

Adult-Use Sales and Product Distribution

Cannabis stores sold about \$9.3 million worth of cannabis products during the first month and in October 2019 total legal cannabis sales exceeded \$370 million, according to figures released by the Cannabis Control Commission¹¹.

It is expected over 700,000 customers potentially interested in using of a recreational cannabis and

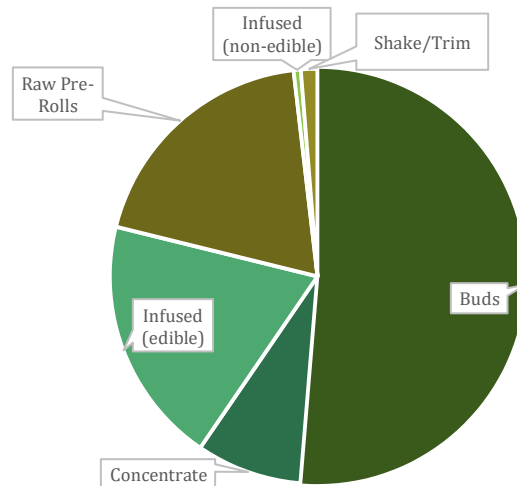


Figure 10. Total units sold by product category for one week

adult-use cannabis market in Massachusetts is projected to become a \$1 billion industry by 2020. Research from multiple cannabis data and investment firms predict Massachusetts can become such a travel destination.

¹⁰ <https://opendata.mass-cannabis-control.com/stories/s/eteq-dp5h>

¹¹ <https://opendata.mass-cannabis-control.com/stories/s/xwwk-y3zr>

SWOT Analyses

S

- Well-equipped rooms can run produce the year-round harvests.
- Diversification of business - cultivation and extraction
- Diversified, Strategic Partnerships
- Extensive industry knowledge

W

- Product liability / legal issues
- Enhanced risk of banking / financial / IRS scrutiny
- Crop loss possibility due to pests, heat, human error, etc.
- Lack in professional workforce for a cannabis industry
- High energy consumption

O

- High growth industry
- Growing interest and demand for natural, alternative medicine
- Trend toward greater cannabis legalization, including the use of cannabis for recreational purposes
- Global Market

T

- A significant drop in wholesale pricing
- Enforcement of federal law
- Possible cannabis law changing
- Indicators of a slowed global economy

03

Sales Strategy

Marketing Plan

Competition

Target Customers

Sales Forecast

Marketing Plan

Online advertising platforms are placing strict rules on how companies can market their products.

Google, Facebook and Twitter all have advertising policies that restrict the promotion of the sale of cannabis. Google's policy prohibits ads that promote "substances that alter mental state for the purpose of recreation." Facebook restricts any "illegal, prescription, or recreational drugs." And Twitter bans "illegal drugs" as well as substances that cause "legal highs." Instagram and Facebook have decided to go a step further by removing pages of cannabis related businesses.

The most effective strategies for legal marijuana companies are direct marketing at industry conferences and other events, building communities around marijuana -related concerns such as health and wellness. The marketing and sales strategy of Berkley Botanicals will be based on generating long-term personalized relationships with edible manufactures and dispensaries.

Marketing and advertising campaign includes:

- Meeting with distributors and retailers
- E-mail Marketing
- Advertising and articles in the thematic Magazines
- Business events and conferences
- Business and industry associations
- Brand development
- Brochures
- Website development with search engine optimization
- Cannabis business directories and platforms

Table 1. Cannabis business directories

WEEDMAP https://weedmaps.com/	With over 7,750 listings throughout the U.S., Canada, and Europe.	WeedMaps has 7.96 million total visits each month.
LEAFY https://www.leafly.com/	Leafy is a cannabis information resource for finding the right strains and products.	Leafy has 226.27 thousand total visits each month.
https://www.cannasaver.com/ http://cannabiscouponcodes.com/	Websites for cannabis and related coupons.	310.04 and 81.49 thousand total visits each month correspondingly.

Competition & Target Customers

In every business there is competition, however, we believe we possess several strengths that will allow us to remain visible on Berkley Botanicals radar at all times. The medical/recreational cannabis industry is known to be highly competitive in the U.S and in most parts of the world.

In this industry, most of the competitive dynamics center around the quality of cannabis cultivated and infused products produced, the service offered, the location where the cultivation and extraction will be done. The branding of Berkley Botanicals plays a significant role. Even though competition is stiff especially from the big, well-backed enterprises, smaller enterprises can still get their fair share of the

market if they stay true to the competitive dynamics. It is a fact that small cannabis operations will always struggle with larger based cannabis operations when it comes to pricing power and brand recognition, hence the reason why smaller based operations will always go out of their ways to deliver excellent client service. It is through top-notch client service that they can secure a fair share of the available market.

Main customers are retailers and manufactures.

Sales Forecast

We will distribute our products to the licensed retailers and manufactures. Sales will be tracked via our robust, industry-leading, inventory management and tracking system.

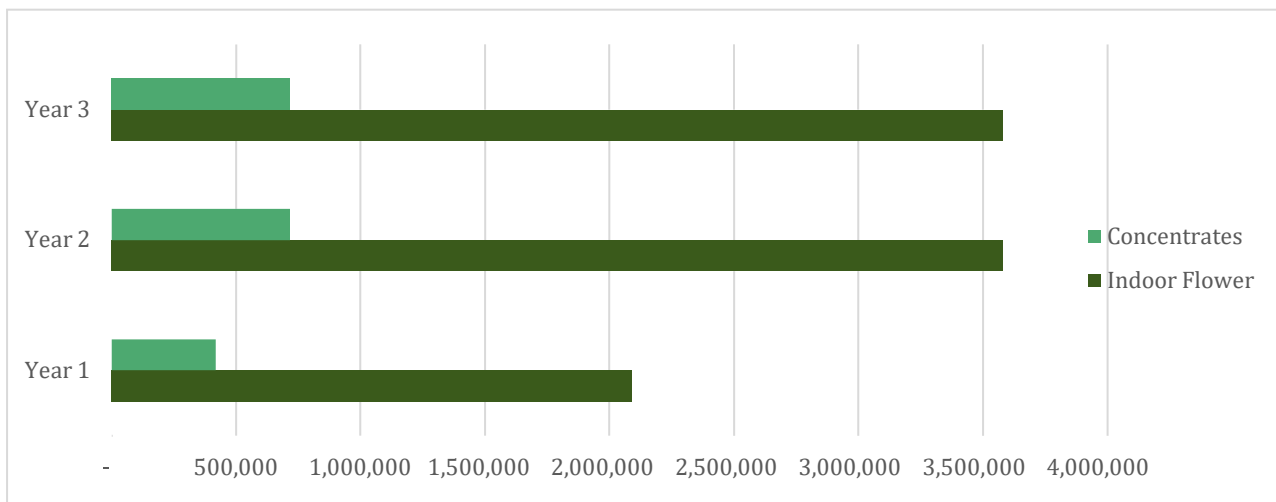


Figure 11. 3-years sales forecast, \$

Table 2. Sales Forecast for first three years, \$

\$	1m	2m	3m	4m	5m	6m
Year 1	0	0	0	0	0	357,911
	7m	8m	9m	10m	11m	12m
Year 1	357,911	357,911	357,911	357,911	357,911	357,911
	1m	2m	3m	4m	5m	6m
Year 2	357,911	357,911	357,911	357,911	357,911	357,911
	7m	8m	9m	10m	11m	12m
Year 2	357,911	357,911	357,911	357,911	357,911	357,911
	1m	2m	3m	4m	5m	6m
Year 3	357,911	357,911	357,911	357,911	357,911	357,911
	7m	8m	9m	10m	11m	12m
Year 3	357,911	357,911	357,911	357,911	357,911	357,911

04



Operating Plan

Cultivation

Extraction

Physical Security

Transportation

Testing and Other Requirements

Tracking Solution

The physical address of our cultivation and manufacturing facilities will be

Premises will be located in a 24,000-sq. ft. building with adequate power to service both operations.

The cultivation operation will take up 16,000 sq. ft. and will be adequate to house and grow up to 5,000 plants per flower room. The manufacturing premises will take up 2,000 sq. ft. and will include extraction equipment, vacuum ovens and packaging machines. This facility will offer a significant advantage in the development and manufacture of our flowers, compounds and edibles.

We have contracted for our facilities for 5 years with options for an additional 10 years with a minimal rent increase. Lease costs is \$18,000 per month.

Cultivation

Our cultivation & manufacturing area will include:

- Vegetative Growth Rooms
- Flowering Rooms
- Drying & Trim Rooms
- Curing Rooms
- Extraction Rooms
- Compounding Rooms
- Cannabis Infused Production room
- Packaging Rooms

Warehouse Design

- A. A warehouse environment provides with maximum control, and therefore the most reliable consistent cannabis crops can be produced in a properly designed warehouse grow room.
- B. Without natural light, warehouse grow rooms depend on intelligent grow lights which need to replicate the parts of the sunlight spectrum that the cannabis plants need at each stage of growth. Lighting is a key component in an integrated system.
- C. Air filtration and circulation systems are essential for controlling heat buildup and eliminating exhaust odors. It is critical that the air circulation in a cannabis warehouse is designed in conjunction with the grow lights because lighting systems emit large amounts of heat.
- D. There are various irrigation systems for growing cannabis appropriate for growing in a warehouse: including drip irrigation, hydroponic flood benches, or trough benches.
- E. The irrigation system should be designed in conjunction with a nutrient management system for maximizing the production yield of the cannabis plants.
- F. Environmental computer. The computer control systems for a cannabis warehouse control and monitor all the nutrients, lights, air circulation, and irrigation needs of the plants
- G. De-humidification to optimize growing environment.
- H. Computer controlled CO2 injection and monitoring.

Cultivation Design

Vertical LED cultivation combine the latest technology in HVAC, environmental controls, irrigation, insect exclusion, benching systems, hybrid techniques, and much more to create a systematic and efficient growing approach:

- A. The biggest advantage Vertical LED Marijuana Growers have is the abundance of additional cultivation square footage within each flowering room..
- B. While cannabis likes long daylight during the vegetative stage, a good blackout system is required for the best flowering production.
- C. Heating and Cooling Systems are an important component of the cannabis greenhouse.
- D. CO2 is essential for maximizing the quality and production of cannabis.
- E. Ventilation is essential as with all greenhouse crops, however cannabis legislation, and local municipality requirements may also impose strict requirements for eliminating exhaust odors. Our integrated growing solutions will include air filtration systems where required.
- F. A nutrient management system is essential for maximizing the production yield of the cannabis plants and ensuring consistent and reliable quality.
- G. The brains of the complete cannabis growing system whether a greenhouse production facility or a warehouse grow up is our environmental computer. The computer control systems for a cannabis greenhouse controls and monitor all the nutrients, lights, blackout, air circulation, CO2 and irrigation needs of the plants, it is designed to maintain the exact environment needed for as many different growing zones as you want and can handle different environments for propagation, cloning, flowering and for as many different varieties as you want to control.

Company will use rolling racks / growing tables which are highly recommended for any commercial cannabis grow operation. They provide up to 50% more plant space by eliminating the need for a dedicated aisle. With a crop, as valuable as cannabis, this directly equates to much higher profits and maximum space efficiency.

Main features:

- Aluminum extruded sides and ends
- Miter cut corners
- Hot dipped galvanized steel stands
- Aluminum cross members
- Snap together fittings
- Threaded rods for adjustment up to 12"
- Top quality plastic or aluminum flood trays
- 13 gauge expanded metal bench tops
- 2" diameter rolling tubes

Phases of Production

- Germination of seeds, gendering plants, male/female, or feminized plants (10 weeks)
- 1st stage: taking and rooting clones (2 weeks)
- 2nd stage: clone/vegetation (1 week)
- 3rd stage: vegetation (2 weeks)
- 4th stage: flowering (8 weeks)
- 5th stage: processing/trimming (3 days)
- 6th stage: drying and curing (11 days)
- Total elapsed time: approximately 15 weeks

Product Timeline and Production Schedule

Company will have the ability to vegetate up to 5,000 plants and flowers concurrently, will grow up to 6 different strains of cannabis per flower room, and will have the ability to grow from seedling/cloning to finished product. Company intends to grow 25-30 exclusive strains that other growers do not have.

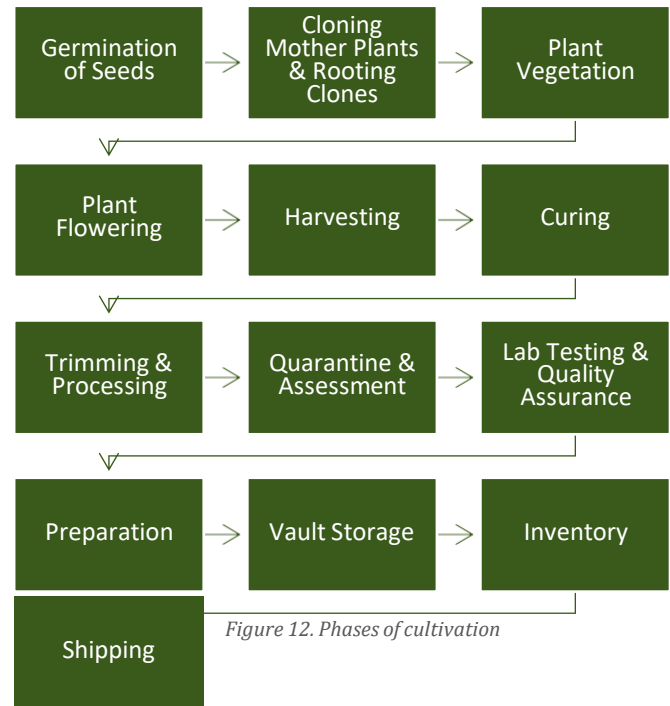


Figure 12. Phases of cultivation

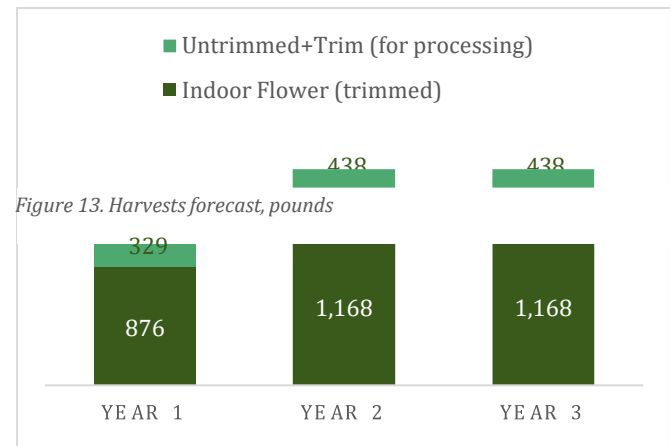


Figure 13. Harvests forecast, pounds

Extraction Technology

Supercritical CO2 Extraction Method

We intend to use High Production Extraction system, which efficiently extract botanical oils without thermal degradation at industry-leading processing rates. System utilize Dual-Phase Pumping System – a liquid pump that allows for high CO2 flows at higher pressures and the Diaphragm Compressor Technology gas pump for energy efficiency and cold separation, these systems will provide high production with a wide range of processing options for supercritical and subcritical extractions.



The system can process up to 100 pounds of decarboxylated cannabis per day and uses 3-phase 208v, 230v, 460v. Equipped with CO2 storage tank.

Utilizing subcritical and supercritical CO2, systems offer high-capacity, high-production operations with fast, efficient extractions of botanical oils without thermal degradation. The ... Production Series is equipped with the patent-pending Dual-Phase Pumping System which combines a liquid pump allowing for high CO2 flows at higher pressures with the Diaphragm

Compressor Technology gas pump for energy-efficiency and cold separation.

We have identified the most prominent manufacturer of CO2 extraction and intend to use the following equipment:

Main Features:

- ✓ Fully automated
- ✓ Highest yield per hour
- ✓ Ideal for high-volume production
- ✓ Most versatile – runs subcritical and supercritical
- ✓ Dual-Phase Pumping System (liquid and gas)
- ✓ Multiple 3-phase power options
- ✓ Valveless Expansion Technology
- ✓ Widest supercritical range

Yields: We assume 12% yield for planning while much higher yields can be achieved.

Average budget: \$120,000.

Ethanol & Hydrocarbon Extraction Methods

Ethanol Advantages:

- ✓ The FDA classifies ethanol as “Generally Regarded as Safe,” or GRAS, meaning that it is safe for human consumption.
- ✓ Ethanol is safer than butane and more effective than supercritical CO₂.
- ✓ The ethanol removed from the finished concentrate can be reused in multiple extractions, which effectively eliminates the production of chemical waste.
- ✓ Ethanol extraction method is great for creating a full spectrum extracts and tinctures.

Hydrocarbon Advantages:

- ✓ Butane/Propane extraction technique is the most cost-efficient extraction method available.
- ✓ With an average extraction cycle of less than one hour, BHO is the fastest commercial extraction method. That is 9 times faster than the average 9 hours comparable CO₂ supercritical extraction cycle.
- ✓ Certified BHO extraction is safe and if correctly installed, pose no safety risk or risk to the environment. BHO extraction is also US FDA-approved and this method of extraction is currently also widely used for the extraction of vegetable oils from seeds such as soybeans, canola, sunflower and flax.
- ✓ Can resolve some ethanol extraction disadvantages, including the limitation in the products can be produced and high post processing labor intensive, involving the use of several different methods of refinement and filtration.

That is why we intend to use a High Production Extraction system, which is equipped for both ethanol- and hydrocarbon- based solvents, to get a cannabis primary extract. We have identified the most prominent manufacturer and plan to use the following equipment:

....

The process begins with the double-jacketed reactor, walk-in freezer, or chest freezer, which allows to keep a constant negative temperature on the solvent while the extraction process takes place. To achieve this, the cryogenic chiller takes the coolant down to -20°C and this is pumped between the glass layers in the reactor. The solvent will be kept in the inner container and the frozen material will be soaked for a period of time.

Once the soak is complete, the plant material will be removed, and the extract will be filtered into the rotary evaporator (or large-scale reactor), through a series of filters. The rotary evaporator stays under vacuum, which allows distillation and reclaim of the alcohol at low temperature, thus keeping the more volatile molecules intact. The reclaimed alcohol will then be reused for another extraction.

Yields: We assume 12% yield, while 18-25% yields can be achieved, but for planning, 12% is a good baseline to accommodate the multiple factors, including strains.

Average budget: \$150,000.

Post-Processing Short Path Wiped Film Distillation

We will also use a High Production WFE system to get a pure oil. A rotating wiper system distributes the cannabis oil onto the inner wall of the short path evaporator, the evaporation process is sped up by the rotating wipers spreading the oil into a thin film layer so that the heat transfer and molecule transfer are optimized. The residence time is less than 10 seconds and the vapors are condensed onto the internal condenser. The short path distillation process is split into two passes – the first pass in the evaporator isolates the Terpenes from the cannabinoids and the second pass removes the lipids, impurities and solvents leaving you with an odorless high value clear distillate. The distillation process creates a distillate that can produce a fine oil used for vape cartridges, tinctures or edibles. The cannabis industry has advanced by leaps and bounds in recent years with new discoveries on the rise. There are lots of benefits to distillate which has skyrocketed its demand and led to price increases at the same time. Utilizing this WFE system offer high-capacity, high-production operations with fast, efficient molecule of botanical oils without thermal degradation. We have identified the most prominent WFE manufacturer and have purchased model number ... from ... manufacture

Main Features:

- Continuous feed
- Low processing temperatures
- Ideal for high-volume production
- Compact design
- Multiple 3-phase power options
- Cannabinoid Separation (THC/CBD)

Yields: We assume 75% yield for planning while much higher yields can be achieved.

Average budget: \$175,000.

Production Forecast

Company will acquire all marijuana plants in accordance with the laws and regulations.

For the purposes of this plan, Berkley Botanicals will assume that a 100 lbs. harvest of dried flower will also produce 10 lbs. of trim to be used for cannabis extractions and concentrates. 10 lbs. of high-quality trim will yield about 1.2 lbs. of extractions and and 0.9 lbs. of high-quality pure oil.

We intend to start with 0.5 pounds of material per day for first month and increase on 0.1 pound more during next months until reaching 2.0 pounds per day.

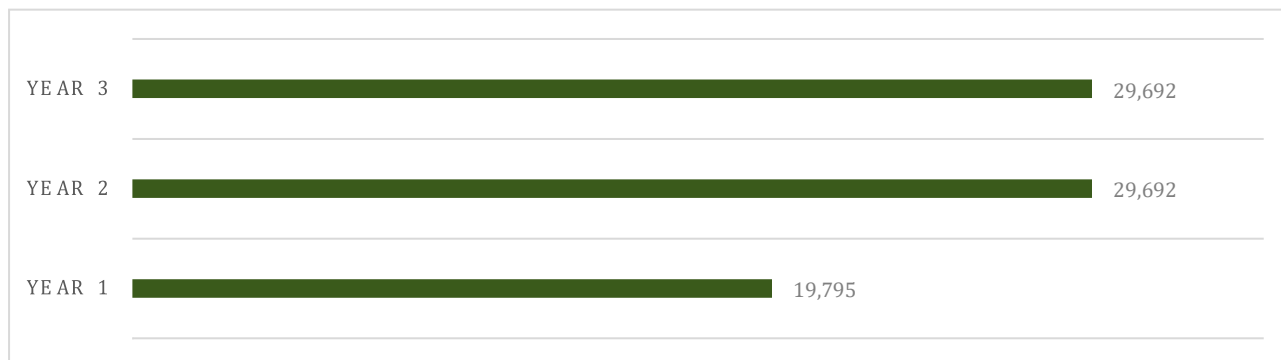


Figure 14. Concentrates production forecast, gram

Physical Security Plan

Physical Building

The physical address of our cultivation and processing facility will be ...

We have located our cultivation and processing facility in a light industrial complex area that includes manufacturing and industrial businesses. Located on a large lot, the facility has numerous intrinsic security features and is easily converted to high-security use. The facility will be the sole occupant of a building that / will be housed in a building that does not adjoin high-use public areas, sits in the middle of a secured lot of 7 acres, is not visible from the street, is set back from high traffic intersections, is distance feet from the nearest public road, has secure means of ingress and egress, is located in a light industrial complex, is not accessible to foot traffic, is in an area of low vehicular traffic, is in an area with little or no non-commercial traffic, is not located near any schools, freeways, residential housing, or places of worship. There is one entrance, one side exit, and three roll-up steel doors for deliveries. There are no windows. Car access also will be limited.

A site plan demonstrating the entire structure of the center, including the street(s), parking lot(s), other tenants within the facility, and any other entities that physically border the facility.

Areas where cannabis will be kept or handled have no external doors or windows and can be accessed only from within the facility.

All main access point door hinges will be equipped with hinge-pin-locking screws to increase security.

This configuration yields optimal conditions for surveillance. These existing design elements will not only make unauthorized access extremely unlikely, but also act as a deterrent discouraging theft.

Floor Plan

A floor plan of the cultivation and processing facility detailing the location of the following:

1. All entrances and exits;
2. The location of any windows, skylights, and roof hatches;
3. The location of all cameras, and their field of view;
4. The location of all alarm inputs (door contacts, motion detectors, duress/hold up devices) and alarm sirens;
5. The location of the digital video recorder and alarm control panel; and
6. Restricted and public areas is shown at the Diagram

Lighting

The main objectives of our security lighting system are to illuminate dark areas and detect and recognize movement in the protected area. The best vision with outdoor lighting is obtained from downward directed and shielded security lighting that is constantly on, supplemented with instant-on lighting triggered by motion detectors.

Berkley Botanicals will ensure that sufficient lighting requirements are met between dusk and dawn.

We will add external security lighting, including high flood spot lights to both facilities. Each facility and all walkways of each facility will be well illuminated to maximize visibility. Lighting will be operated automatically by a photo-sensor, ensuring that lighting will at all times be optimal for video capture.

Guards

Once each facility is operational, we will employ name of company, a private company that will provide security guards. Uniformed armed and unarmed security personnel will be on site monitoring the facility during hours of operation. All security personnel will be thoroughly screened, trained, and strictly supervised by our Security Department working in conjunction with Security Consultant to ensure they are of the highest capability.

During operating hours, we will have at least one or total of 3 on-site security guards at the entrance. After operating hours, we will have total of 2 on-site security guards at the facility.

Security personnel will perform and keep records of having performed routine regular inspections of all security systems, barriers, gates, doors, and locks, immediately reporting any malfunctioning or compromised security feature to the Security Agent. Any incidents qualifying as irregular or suspicious will be handled immediately.

Perimeter Security

We will secure the perimeter of our facilities to prevent unauthorized intrusion. With our cultivation and processing facility, we plan to use one or more of the following critical elements to secure the perimeter of our building: security fencing, security guards, and electronic surveillance (round-the-clock manned or alarmed camera surveillance and electronic intrusion detection).

The perimeter of each building will be secured by video surveillance and adequate outside security lighting. In addition, during non-operational hours, all entryways and exits and all windows will be externally covered by according metal fencing.

Vector Security motion detectors will monitor the inside of all exterior doors and windows. These are separate sensors from our video camera motion detectors.

Internal Access-Point Control

Movement within each facility will be tightly controlled. All main access doors and doors to the cultivation and processing rooms will require key cards and electronic passcodes. Only permitted employees will be allowed to enter into the facility.

Limited Access to Secured Areas and Visitors

Berkley Botanicals has the limited access areas. Berkley Botanicals ensures that the secured areas are accessible only to licensee, licensee representatives, and authorized personnel, service personnel or distributors.

Video Surveillance

We will install a comprehensive electronic security system with video surveillance/recording capability, third-party monitoring, intrusion detection, and panic buttons.

We will employ state-of-the art external and internal cameras, each with a minimum resolution capacity of 704 x 480 pixels per sq. inch. This is sufficient to allow facial identification of anyone in or nearing the facility. All cameras are equipped with motion detection and will have infrared technology for low light conditions, capable of identifying activity at night or in unlit rooms. Our CCTV camera system with digital recorder includes:

External video surveillance will cover all areas of possible ingress and egress. Internal video surveillance will cover the waiting room, reception office, cultivation rooms, and processing rooms. This covers all areas where cannabis is present or handled, including all point-of-sale locations, and all means of access to such areas. Video surveillance will cover external and internal areas 24/7.

Electrical backup will be provided by a Name brand Uninterrupted Power Supply unit sufficient to supply a minimum of five minutes of backup power to our cameras and computers. We have both on and off-site storage capacity of 2TB, enabling us to store at least 60 days of video surveillance recording. A failure notification system will provide both audible and visible notifications if there is any failure in the electronic monitoring system.

Third-Party Monitoring

We anticipate contracting with vector security to help deter, detect, and document security events at each facility from a remote location. Vector security will monitor for fire and for security breach of doors or windows. Trained professionals from their monitoring centers will be able to access our security surveillance system at all times and will report and document any suspicious activity. Our internal security personnel will work with vector security to establish guidelines for what entails suspicious activity and to ensure regulatory compliance.

There will be triggers around the facility to alert our monitoring team of a possible intrusion or unauthorized access. Triggers can be:

- ✓ Motion-sensor surveillance cameras
- ✓ Motion-sensor laser beams
- ✓ Unauthorized electronic access
- ✓ Security and fire alarms

Intrusion and Motion Detection

Our alarm system will have motion detectors covering entryways and exits, hallways, cultivation rooms, storage rooms, and windows. Vendor motion detectors will be utilized to monitor the interior side of all exterior windows and doors. (These are separate from our video camera motion detectors.)

Burglary Alarm System

We shall install, maintain, and use a professionally monitored robbery and burglary alarm system; which meet the following requirements:

- ✓ A test signal shall be transmitted to the central station every twenty-four (24) hours;
- ✓ At a minimum, the system shall provide coverage of all facility entrances and exits, rooms with exterior windows, rooms with exterior walls or walls shared with other facility tenants, roof hatches, skylights, and storage room(s) that contain safe(s);
- ✓ The system shall include at least one (1) holdup alarm for staff use; and
- ✓ The system shall be inspected, and all devices tested annually by a qualified alarm vendor.

Panic Buttons and Internal Communications

Panic buttons will be installed at the security stations, inside each vault and behind each POS station

Fire Security

The Cultivation and Processing Facility will comply with all local fire code requirements. Fire Prevention is a vital aspect of cultivation and processing safety. As part of Berkley Botanicals commitment to the safety of our employees, we have developed a comprehensive Fire Plan to address how fires will be prevented and managed/contained if they do occur. Knowing that people are our most valuable resources, all employees will be trained and required to conduct themselves with consistent due diligence to prevent fires from occurring.

Transportation

1. Cannabis items will be transferred only between licensed premises by a licensee or licensee representative.
2. An individual authorized to transport cannabis items will have a valid Driver's License.
3. Berkley Botanicals intend to:
 - Keep cannabis items in transit shielded from public view;
 - Use a vehicle for transport that is:
 - Insured at or above the legal requirements in Massachusetts;
 - Capable of securing (locking) the cannabis items during transportation;
 - Equipped with an alarm system; and
 - Capable of being temperature controlled if perishable cannabis items are being transported.
 - Use CTS, generate a printed transport manifest that accompanies every transport of cannabis items that contains the following information:
 - The name, contact information of a licensee representative, licensed premises address and license number of the licensee transporting the cannabis items;
 - The name, contact information of the licensee representative, licensed premises address, and license number of the licensee receiving the delivery;
 - Product name and quantities (by weight or unit) of each cannabis item contained in each transport, along with the UIDs for every item;
 - The date of transport and approximate time of departure;
 - Arrival date and estimated time of arrival;
 - Delivery vehicle make and model and license plate number; and
 - Name and signature of the licensee's representative accompanying the transport.
4. Company will generate the manifest of this rule at least 24 hours in advance of initiating transportation.
5. All cannabis items will be packaged in shipping containers and labeled with a UID tag prior to transport.
6. Company will be able to provide a copy of the transport manifest to each licensed premise receiving the inventory described in the transport manifest.
7. Company will be able to provide a copy of the printed transport manifest and any printed receipts for cannabis items delivered to law enforcement officers or other representatives of a government agency if requested to do so while in transit.

8. Berkley Botanicals will contact the Commission immediately, or as soon as possible under the circumstances, if a vehicle transporting cannabis items is involved in any accident that involves product loss.
9. Company will provide temperature control for perishable cannabis items during transport.
10. Company will notify the Commission in advance of the location of every stop at an unlicensed location that exceeds two hours in duration and will make the vehicle and its contents available for inspection upon the request.

Tracking Solution

Company intends to use METRC's tracking system which allows cannabis business to remain compliant.

Berkley Botanicals will also use special seed-to sales tracking solution to identify key data points to streamline and optimize inventory management at each phase of the operation: cultivation, processing, destruction and waste, transportation, lab testing and selling.

The solution includes the following modules:

Yield Forecasting – Monitoring and analyzing the harvest data to optimize for larger yields.

Grower-Centric – Customizing workflows to support the weighing of multiple plant by-products (wet or dry), plus multiple data collection points and ability to grade product quality upon curing.

Analyze Efforts – Monitoring Pesticides and Nutrients applied, log Strain Notes detailing light and watering cycles, plus review Past Harvest Data to optimize your future yields.

Conversion Tracking – Converting products into single or multiple by-products, while maintaining a complete chain of custody, logging cost per gram calculations and product notifications/recalls.

Transport Manifests – Creating, submitting, and storing compliant transportation manifests noting vehicle, driver, and cargo contained for regulatory review.

Product Details – Product details for the inventory items, printing key information directly on the labels including ingredients, potency results, plus a reactive expiration date that can lock a product if it's past expiration.

Inventory Management – System will document all plants received, extracted concentrates distributed and sold, destroyed or in-process with independent testing laboratories. The amount, type, date and batch number will be documented in accordance with the state laws and regulations. As we store and distribute cannabis concentrates, each move in the supply chain will be detailed and documented. Access to this system will be limited to authorized agents and department/government officials.

05



Organizational Structure

Personnel Plan

Executive Team

Personnel Plan

Berkley Botanicals is a business that will be built on a solid foundation. From the outset, we have decided to recruit only qualified people to man various job positions in our company. We hope to leverage on their expertise to build our business brand to be well accepted in the United States.

These are the positions that will be available at Berkley Botanicals:

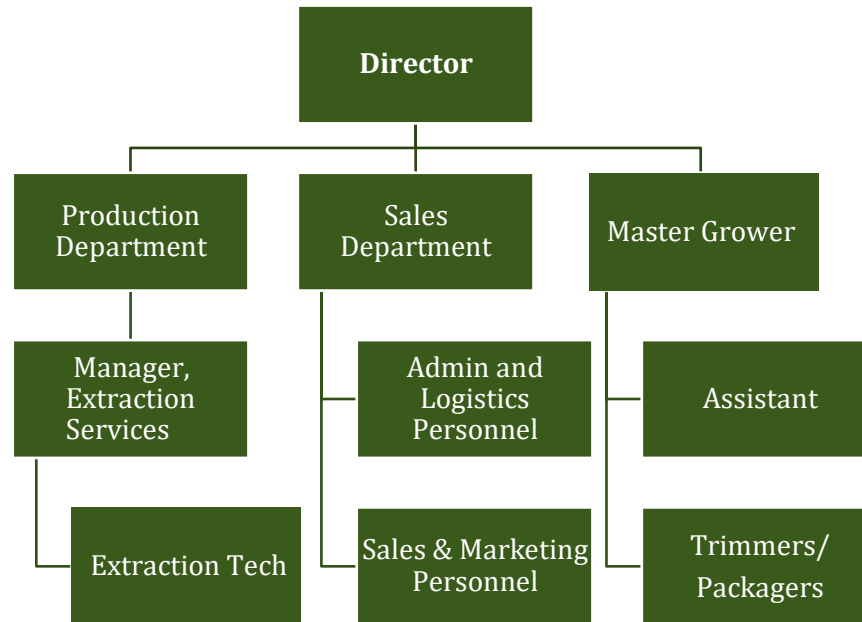


Figure 15. Organizational structure

Training Plans

1. Train employees at time of hire on business operations and compliance.
2. Train employees regularly after hire.
3. Training plan and training log will be available for inspection on the licensed premises.
4. Any person entering data into the Cannabis Tracking System (CTS) first be trained by the CTS administrator for the license?
5. All individuals will be required to have a valid Marijuana Worker Permit complete the required training and maintain their permit while working on behalf of the Licensee.

Plan for Restricting Access to Age 21 and Older

Pursuant to 935 CMR 500.050(5)(b), Berkley Botanicals LLC. (“Berkley Botanicals”) will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID. Upon entry into the premises of the marijuana establishment by an individual, a Berkley Botanicals agent will immediately inspect the individual’s proof of identification and determine the individual’s age, in accordance with 935 CMR 500.140(2). In compliance with 935 CMR 500.030 all employees and registered agents will be 21 years old 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 will 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. 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 a designated marijuana dispensing/handling awareness-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.

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

Pursuant to 935 CMR 500.105(4), Berkley Botanicals will not engage in any marketing, advertising or branding practices that are targeted to, deemed to appeal to or portray minors under the age of 21. Berkley Botanicals will not engage in any advertising, marketing and branding by means of television, radio, internet, mobile applications, social media, or other electronic communication, billboard or other outdoor advertising,

including charitable, sporting or similar events, unless at least 85% of the audience is reasonably expected to be 21 years of age or older as determined by reliable and current audience composition data. Berkley Botanicals will not manufacture or sell any edible products that resemble a realistic or fictional human, animal or fruit, including artistic, caricature or cartoon renderings, pursuant to 935 CMR 500.150(1)(b). In accordance with 935 CMR 500.105(4)(a)(5), any marketing, advertising and branding materials for public viewing will include a warning stating, **“For use only by adults 21 years of age or older. Keep out of the reach of children. Marijuana can impair concentration, coordination and judgment. Do not operate a vehicle or machinery under the influence of marijuana.”** Pursuant to 935 CMR 500.105(6)(b), Berkley Botanicals packaging for any marijuana or marijuana products will not use bright colors, resemble existing branded products, feature cartoons or celebrities commonly used to market products to minors, feature images of minors or other words that refer to products commonly associated with minors or otherwise be attractive to minors. Berkley Botanicals’ website will require all online visitors to verify they are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).

The Berkley Botanicals dispensary will only sell adult use marijuana. There will be no medical sales in the facility.

Quality Control and Testing

Quality Control

Berkley Botanicals, Inc. (“BB”) will comply with the following sanitary requirements:

1. Any BB agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any BB agent working in direct contact with preparation of marijuana or nonedible 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. BB’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand-washing facilities will be located in BB’s 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. BB’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. BB 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. BB’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. BB’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. BB’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. BB will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in

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

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

BB will ensure that BB's facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

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

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

BB will process marijuana in a safe and sanitary manner. BB will process the leaves and flowers of the female marijuana plant only, which will be:

- Well-cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area.

All edible products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments.

Testing

BB 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. Testing of BB's marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November 2016, published by the DPH. Testing of BB's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH.

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

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

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of BB's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR

500.105(12), either by the Independent Testing Laboratory returning excess marijuana to BB for disposal or by the Independent Testing Laboratory disposing of it directly.

Notifying Persons with Disabilities of their rights

Upon hiring all individuals will be emailed a link ([Understanding Rights of Persons with Disabilities](#)) to explain rights of persons with Disabilities. If the individual does not have access to internet and printed handout of link will be given to the individual

Individual with Disabilities - Defined

An individual with disability is someone:

1. with a mental or physical impairment that limits one or more major life activities; or
2. who has a history of such an impairment; or
3. who is perceived (even if erroneously) as having such an impairment.

Both laws cover infection with HIV, even if one has no visible symptoms, and AIDS.

A Qualified individual with disability refers to those individuals with a disability who: (1) satisfy the general skill, experience, education and other job-related requirements, and (2) can perform the essential functions of the job, with or without reasonable accommodation. Essential functions are narrowly defined to include fundamental job duties. A job function is more likely to be "essential" if it requires special expertise, or a large amount of time, or if that function was listed in the written job description prepared before the employer advertised for or interviewed job applicants.

Individual with Disabilities – Rights

There are several federal and state laws that apply to a disabled person's right not to be discriminated against in employment. The Americans with Disabilities Act of 1990 ("ADA") is the federal law which prohibits discrimination against persons with disabilities. The Massachusetts employment discrimination law is Chapter 151B of the Massachusetts General Laws. The ADA and Chapter 151B both prohibit employment discrimination against individuals with disabilities. Chapter 151B, however, covers some private employers and certain medical conditions not covered by the ADA. Both the ADA and MGL. C. 151B apply to public and to private employers, The ADA covers employers with 15 or more employees: the state law, MGL c. 151B covers employers with 6 or more employees. Both the ADA and Chapter 151B provide that an employer may not discriminate against a "qualified individual with a disability" ("qualified handicapped person" under Chapter 151B)

Individual with Disabilities - Reasonable Accommodations

"Reasonable accommodation" refers to an employment-related modification that an employer must make in order to ensure equal opportunity for an individual with a disability to (1) apply for and test for a job, (2) perform essential job functions, and (3) receive the same benefits and privileges as other employees. The employer is only required to provide a reasonable accommodation to known disabilities (i.e. if the applicant or employee informs the employer of the disability, or if the disability is obvious). Moreover, if an accommodation would cause "undue hardship" <LINK> an employer is not legally required to provide it. "Undue hardship" is discussed below.

Some common examples of accommodations include: changes to job schedules, physical alteration to the existing facilities, provision of qualified readers or interpreters, and modification of training materials.

If an employer can demonstrate that the requested accommodation imposes an "undue hardship" on its operations (e.g.:financial or administrative, for example), it would not be required to provide the requested accommodation. An applicant or employee has the right to know the reason(s) a requested accommodation is considered an undue hardship.

An accommodation may prove to be an undue hardship when its implementation would result in "significant difficulty or expense" to the employer. Factors to be considered in making this determination include:

1. the nature and cost of the accommodation itself;
2. the impact of the accommodation on the operation of the facility involved, taking into account the overall resources and the number of its employees;
3. the manner in which the employer's business operates, taking into account its size and financial resources.

In asserting that an accommodation is an undue hardship, an employer must rely upon actual, not hypothetical, costs and burdens.

An employer may refuse to hire a qualified individual with a disability if the applicant presents a significant risk of substantial harm to him/herself, to other employees, or to the public, that cannot be eliminated or reduced by reasonable accommodation. An employer must conduct an individual assessment of the person's present ability to perform the job's essential functions safely.

Recordkeeping Procedures

General Overview

Berkley Botanicals, Inc. (“BB”) 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 BB documents. Records will be stored at BB in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

Recordkeeping

To ensure that BB 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 BB’s quarter-end closing procedures. In addition, BB’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- **Corporate Records**: are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
 - Insurance Coverage:
 - Directors & Officers Policy
 - Product Liability Policy
 - General Liability Policy
 - Umbrella Policy
 - Workers Compensation Policy
 - Employer Professional Liability Policy
 - Third-Party Laboratory Contracts
 - 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 State Filings

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

- The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
 - BB will use BioTrackTHC to maintain real-time inventory (in conjunction with Metrc). BioTrackTHC inventory reporting meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten (10) calendar days, BB will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident, will be maintained by BB 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 upon request.
- Visitor Records
 - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
 - When marijuana or marijuana products are disposed of, BB will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two BB agents present during the disposal or handling, with their signatures. BB 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.
 - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
 - BB will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
 - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).
- Closure
 - In the event BB closes, all records will be kept for at least two (2) years at BB's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, BB 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 BB's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
 - Security measures in compliance with 935 CMR 500.110;
 - Agent security policies, including personal safety and crime prevention techniques;
 - A description of BB's 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 cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;

- A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
- Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- Alcohol, smoke, and drug-free workplace policies;
- A plan describing how confidential information will be maintained;
- Policy for the immediate dismissal of any dispensary agent who has:
 - Diverted marijuana, which will be reported the Police Department and to the Commission;
 - Engaged in unsafe practices with regard to BB 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 executives of BB, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on BB's website.
- Policies and procedures for the handling of cash on BB premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that 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.

Record-Retention

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

Maintaining of Financial Records

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - 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; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;

- Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
 - If colocated with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
 - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
 - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.

Qualifications and Training

Berkley Botanicals Inc., (“BB”) will ensure that all employees hired to work at a BB 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 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.

BB will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that BB discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and BB 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 BB’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

On or after July 1, 2019, all of BB’s current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. BB’s new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. BB’s owners, managers, and employees will then successfully complete the program once every year thereafter. BB will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. BB’s 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 state licensing authority upon request.

As part of the Responsible Vendor program, BB's agents will receive training on a variety of topics relevant to marijuana establishment operations, including but not limited to the following:

1. Marijuana's effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and recognizing the visible signs of impairment;
2. Best practices for diversion prevention and prevention of sales to minors;
3. Compliance with tracking requirements;
4. Acceptable forms of identification, including verification of valid photo identification and medical marijuana registration and confiscation of fraudulent identifications;
5. Such other areas of training determined by the Commission to be included; and
6. Other significant state laws and rules affecting operators, such as:
 - Local and state licensing and enforcement;
 - Incident and notification requirements;
 - Administrative and criminal liability and license sanctions and court sanctions;
 - Waste disposal and health and safety standards;
 - Patrons prohibited from bringing marijuana onto licensed premises;
 - Permitted hours of sale and conduct of establishment;
 - Permitting inspections by state and local licensing and enforcement authorities;
 - Licensee responsibilities for activities occurring within licensed premises;
 - Maintenance of records and privacy issues; and
 - Prohibited purchases and practices.

Berkley Botanicals LLC Energy Plan

In compliance with 935 CMR 500.105(15), Berkley Botanicals LLC has identified potential energy use reduction opportunities (such as natural lighting and energy efficiency measures) and implemented these opportunities to the extent possible. Berkley Botanicals LLC reduced electric demand (such as lighting schedules, active load management, and energy storage); and will be engaging with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. Berkley Botanicals LLC will work closely with our local utility companies to create and execute interactive Energy Savings Plans, by means of:

- Understanding how we use energy through analysis generation;
- Compare our operation with similar businesses and act accordingly;
- Intake customized energy improvement recommendations from professionals; and
- Utilize cost incentives through utility energy performance.
-

Our construction team, project managers, architects, and engineers will execute the retail buildout processes through pre-construction, construction, and review construction phases within preliminary planning guidelines that ensure the highest capacity of energy efficiency, both on the job and throughout the reasonable lifespan of the operation, including but not limited to:

- Consideration of opportunities for renewable energy generation including, where applicable, submission of building plans showing where energy generators could be placed on the site, and an explanation of why the identified opportunities were not pursued, if applicable. *935 CMR 500.105(15)*
- The purchase and installation of the highest R-Value insulation materials, that actively resist the conductive flow of heat, wherever applicable on site;
- The purchase and installation of LED lighting systems;
- The removal and disposal of outdated HVAC systems, with the purchase and installation of advanced HVAC systems and all associated ductwork.

Further practices to maintain energy efficiency throughout daily operations include:

- Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. *935 CMR 500.105(15)*
- Using power strips to power all devices, and turning off all power strips at the conclusion of the closing process (excludes security systems);
- Using communal printers, coffee makers, microwave ovens, and refrigerators;
- Turning off monitors when leaving for more than one hour;
- Save paper by only photocopying what is absolutely needed, and always using the second side of sheets by either printing on both sides or using the blank side as scratch paper;
- Report any obvious energy waste or material deficiencies such as broken heaters or air leaks up the chain of command;
- Close or tilt window blinds to block direct sunlight to reduce cooling needs during warmer months;

- Prohibiting the use of individual space heaters; and
- Using Energy Star labeled appliances.

Overview of Personnel Policies including Background Checks

Agent Background Checks

- In addition to completing the Commission’s agent registration process, all agents hired to work for Berkley Botanicals LLC (“Berkley Botanicals”) will undergo a detailed background investigation prior to being granted access to a Berkley Botanicals facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for Berkley Botanicals pursuant to 935 CMR 500.100 and will be used by the Director of Security, who will be registered with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and the Commission for purposes of determining the suitability of individuals for registration as a marijuana establishment agent with the licensee.
- For purposes of determining suitability based on background checks performed in accordance with 935 CMR 500.101(1), Berkley Botanicals will consider:
 - a. All conditions, offenses, and violations are construed to include Massachusetts law or like or similar law(s) of another state, the United States or foreign jurisdiction, a military, territorial or Native American tribal authority, or any other jurisdiction.
 - b. All criminal disqualifying conditions, offenses, and violations include the crimes of attempt, accessory, conspiracy, and solicitation. Juvenile dispositions will not be considered as a factor for determining suitability.
 - c. Where applicable, all look back periods for criminal conditions, offenses, and violations included in 935 CMR 500.802 commence upon the date of disposition; provided, however, that if disposition results in incarceration in any institution, the look back period will commence upon release from incarceration.
- Suitability determinations will be made in accordance with the procedures set forth in 935 CMR 500.800. In addition to the requirements established in 935 CMR 500.800, Berkley Botanicals will:
 - a. Comply with all guidance provided by the Commission and 935 CMR 500.802: Tables B through D to determine if the results of the background are grounds for Mandatory Disqualification or Presumptive Negative Suitability Determination.
 - b. Consider whether offense(s) or information that would result in a Presumptive Negative Suitability Determination under 935 CMR 500.802. In the event a Presumptive Negative Suitability Determination is made, Berkley Botanicals will consider the following factors:
 - i. Time since the offense or incident;
 - ii. Age of the subject at the time of the offense or incident;
 - iii. Nature and specific circumstances of the offense or incident;
 - iv. Sentence imposed and length, if any, of incarceration, if criminal;
 - v. Penalty or discipline imposed, including damages awarded, if civil or administrative;
 - vi. Relationship of offense or incident to nature of work to be performed;
 - vii. Number of offenses or incidents;

- viii. Whether offenses or incidents were committed in association with dependence on drugs or alcohol from which the subject has since recovered;
 - ix. If criminal, any relevant evidence of rehabilitation or lack thereof, such as information about compliance with conditions of parole or probation, including orders of no contact with victims and witnesses, and the subject's conduct and experience since the time of the offense including, but not limited to, professional or educational certifications obtained; and
 - x. Any other relevant information, including information submitted by the subject.
 - c. Consider appeals of determinations of unsuitability based on claims of erroneous information received as part of the background check during the application process in accordance with 803 CMR 2.17: Requirement to Maintain a Secondary Dissemination Log and 2.18: Adverse Employment Decision Based on CORI or Other Types of Criminal History Information Received from a Source Other than the DCJIS.
- Upon adverse determination, Berkley Botanicals will provide the applicant a copy of their background screening report and a pre-adverse determination letter providing the applicant with a copy of their right to dispute the contents of the report, who to contact to do so and the opportunity to provide a supplemental statement.
 - After 10 business days, if the applicant is not disputing the contents of the report and any provided statement does not alter the suitability determination, an adverse action letter will be issued providing the applicant information on the final determination made by Berkley Botanicals along with any legal notices required.
- All suitability determinations will be documented in compliance with all requirements set forth in 935 CMR 500 et seq. and guidance provided by the Commission.
- Background screening will be conducted by an investigative firm holding the National Association of Professional Background Screeners (NAPBS®) Background Screening Credentialing Council (BSCC) accreditation and capable of performing the searches required by the regulations and guidance provided by the Commission.
- References provided by the agent will be verified at the time of hire.
- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Berkley Botanicals or the Commission.

Agent Personnel Records

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Botanica and will include, at a minimum, the following:

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;

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

Personnel records will be kept in a secure location to maintain confidentiality and be only accessible to the agent's manager or members of the executive management team. Below are all requirements as stated in compliance with 935 CMR 500.105(9)(d)

Job Descriptions in compliance with 935 CMR 500.105(9)(d)(1)

Director of Security: Under the supervision of the Chief Executive Officer, the Director of Security is responsible for the development and overall management of the Security Policies and Procedures for Berkley Botanicals, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to Berkley Botanicals agents during new hire orientation or re-current trainings throughout the year;
- Provide training specific for Security Agents prior to the Security Agent commencing job functions;
- Review and approve incident reports and other reports written by Security Agents prior to submitting to the executive management team—follow up with security agent if needed;
- Maintain lists of agents authorized to access designated areas of the Berkley Botanicals facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the Berkley Botanicals facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of Berkley Botanicals agents and assets;
- Ensure that all required background checks have been completed and documented prior to an agent performing job functions; ensure agent is granted appropriate level of access to the facility necessary to complete his/her job functions;
- Maintain all security-related records, incident reports and other reports written by security agents;
- Evaluate and determine the number of Security Agents assigned to each shift and proper shift change times; and
- Maintain frequent contact with local law enforcement authorities.

Security Agent: Security Agents monitor Berkley Botanicals' security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the Berkley Botanicals facility by verifying appropriate ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

- Investigate, communicate, and provide leadership in the event of an emergency such as an intrusion, fire, or other threat that jeopardizes customers, authorized visitors, and Berkley Botanicals agents;
- Respond and investigate security situations and alarm calls; clearly document the incident and details surrounding the incident in a written report for the Director of Security;
- Oversee the entrance to the facility and verify credentials of each person seeking access to the Berkley Botanicals facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort Berkley Botanicals agents from the facility during non-business hours and perform security checks at designated intervals.

Inventory Manager: The Inventory Manager is responsible for inventory on a day-to-day basis as well as the weekly and monthly inventory counts and waste disposal requirements. The inventory manager will perform the comprehensive annual inventory in conjunction with the executive management team. Additional duties include, but are not limited to:

- Implementing inventory controls to track and account for all dispensary inventory;
- Implementing procedures and notification policies for proper disposal;
- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal, and ending inventory; and
- Proper storing, labeling, tracking, and reporting of inventory.

Inventory Associate: Inventory Associates support the Inventory Manager during day-to-day operations. Responsibilities include, but are not limited to:

- Maintaining records, including operating procedures, inventory records, audit records, storage and transfer records;
- Maintaining documents with each day's beginning, acquisitions, sales, disposal and ending inventory;
- Ensuring products are properly stored, labeled, and recorded in the BioTrackTHC & METRC system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring Berkley Botanicals' policies and procedures for waste disposal are adhered to.

Human Resources Manager: The Human Resources Manager at Berkley Botanicals will support the executive management team on a day-to-day basis to effectively implement all

personnel policies and procedures for Berkley Botanicals, including hiring processes. The Human Resources Manager will:

- Oversee hiring and release of Berkley Botanicals agents;
- Review and revise Berkley Botanicals personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for Berkley Botanicals agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;
- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team.

Director of Cultivation: The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

- Be responsible for implementing policies with the Cultivation Facility;
- Coordinate space assignments;
- Receive and review work requests;
- Coordinate repairs and maintenance;
- Supervise and train agents in an ongoing capacity;
- Provide mandatory training for new agents;
- Maintain a record of space allocations;
- Work with Cultivation Technicians to promote successful operations in the Cultivation Facility;
- Program and monitor the Direct Digital Control (DDC).
- Maintain a database of environmental controls and conditions;
- Adjust DDC for optimum efficiency of operation;
- Provide pesticide recommendations and ensure IPM Program is sufficient.

Cultivation Manager: The Cultivation Manager supervises and participates in all aspects of daily Cultivation Facility tasks. The Cultivation Manager operates under the supervision of the Director of Cultivation and will:

- Instruct Cultivation Technicians on operation procedures;
- Train and supervise Cultivation Technicians;
- Assist with the activities performed by all Cultivation Technicians;
- Instruct agents or apply pesticides with guidance from the Director of Cultivation;
- Perform routine maintenance;
- Maintain inventory of all cultivation supplies and order such supplies;
- Report daily to Director of Cultivation; and
- Coordinate with relevant staff regarding harvest schedules.

Cultivation Technician: Cultivation Technicians are responsible for all daily tasks in their assigned areas within the Cultivation Facility. Cultivation Technicians report directly to Cultivation Manager and/or Director of Cultivation. Responsibilities include, but are not limited to:

- Irrigation;

- Pruning;
- Pesticide application;
- Potting/Re-potting;
- Propagation;
- Light construction; and
- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

Production Manager: The Production Manager is responsible for all post-harvest handling of marijuana. The Production Manager coordinates directly with the Cultivation Manager regarding harvest schedules. Production Manager reports directly to the Director of Cultivation and is responsible for the following:

- Transitioning harvested plant material from cultivation rooms to the Trim Room where marijuana is trimmed via machine and manually;
- Overseeing Trim Technicians and delegates daily tasks to production agents;
- Ensuring quality control of finished marijuana flowers;
- Monitoring the status of the Dry Room and of marijuana flowers that are in the process of drying;
- Entering wet and dry weights of all product including flowers and trim into BioTrackTHC & METRC;
- Working with Cultivation Technicians to ensure prompt transfer of marijuana trim to relevant room within the Cultivation Facility;
- Overseeing bulk packaging and storing in dedicated vault; and
- Relaying information to the Inventory Manager for sales purposes.

Trim Technicians: Trim Technicians are responsible for post-harvest trimming of marijuana plants, both mechanical and manual. Trim Technicians report directly to the Production Manager and are responsible for:

- Receiving daily tasks from the Production Manager;
- Assisting in the harvest of marijuana;
- Trimming marijuana plants;
- Maintaining a sterile environment in the Trim Room; and
- Cleaning and maintaining scissors and trim machines.

Production Manager: Responsible for production of all concentrates and marijuana products created by Berkley Botanicals. This includes, but is not limited to:

- Managing inventory and par-levels of all concentrate and marijuana products, including integration into the BioTrackTHC & METRC;
- Creating raw Super Critical CO2 (SCCO2) concentrate;
- Creating distilled, high-purity concentrate for use in marijuana products and vaporizer cartridges;
- Creating all marijuana products;
- Organizing extraction schedule based on availability of cultivated material;
- Maintaining a rigid cleaning schedule that all lab agents must adhere to;
- Ensuring safety pursuant to established safety protocols;
- Coordinating facility repairs and maintenance;

- Supervising and training agents in an ongoing manner; and
- Providing mandatory training for new agents.

Lab/Production Assistant: Responsible for supporting the Production Manager during day-to-day operations. This includes, but is not limited to:

- Drying and grinding cultivated material in preparation for SCCO₂ extraction;
- Unpacking and cleaning the SCCO₂ extractor;
- Cleaning and sanitization of all lab glassware;
- Cleaning and sanitization of all kitchen cookware and utensils;
- Cleaning and sanitization of the distillation still;
- Routine scheduled maintenance of all equipment; and
- Assisting with packaging of all concentrate and marijuana products to be sold.

Retail Manager: Responsible for overseeing all Member Services Agents and managing day-to-day operations of the retail facility. This includes, but is not limited to:

- Implementing inventory tracking;
- Training retail staff;
- Ensuring customer satisfaction through feedback tools;
- Reporting all incidents and complaints to the executive team; and
- Working with bookkeeping to ensure precise data flow.

Member Services Agent: Member Services Agents ensure that each customer is treated with respect while at a Berkley Botanicals facility and that each customer receives the appropriate amount of individualized attention in order to address his/her specific needs and questions.

Member Services Agent responsibilities include, but are not limited to:

- Maintaining a clean, safe, healthy, and productive environment ensuring that customers have a positive experience at a Berkley Botanicals facility;
- Answering customer questions regarding products including, but not limited to, flowers, concentrates, tinctures, and edibles;
- Being knowledgeable of strains and various types of products offered by Berkley Botanicals;
- Properly setting up product displays pursuant to Berkley Botanicals policies and procedures;
- Executing and enforcing compliance with Commission regulations and Berkley Botanicals policies and procedures;
- Understanding sales transactions using BioTrackTHC & METRC;
- Understanding individual customer goals;
- Reconciling cash from sales transactions, sales reports, and other forms of task management daily; and
- Participating in ongoing education and professional development as required.

Agent Personnel Records in compliance with 935 CMR 500.105(9)(d)(2)

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent's affiliation with Berkley Botanicals and will include, at a minimum, the following:

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

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

Staffing Plan and Business Hours in compliance with 935 CMR 500.105(9)(d)(3)

Hiring and Recruitment

Berkley Botanicals' Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated and whether specific positions need to be created in response to company needs. Berkley Botanicals' personnel practices will comply with the following, which will apply to all types of employment situations, including, but not limited to, hiring, terminations, promotions, training, wages and benefits:

- State anti-discrimination statutes and Equal Employment Opportunity Commission (EEOC) requirements;
- Berkley Botanicals' Diversity Plan and Community Initiatives;
- Berkley Botanicals' Plan to Positively Impact Areas of Disproportionate Impact;
- Background Checks and References;
- Mandatory reporting of criminal convictions (and termination if necessary);
- State and Federal Family Leave Act;
- Workplace Safety Laws;
- Workers' Compensation;
- State and Federal Minimum Wage Requirements;
- Non-Disclosure and Non-Complete Agreements; and
- Any other applicable local, state, or federal employment laws, rules, or regulations.

Standards of Conduct

Berkley Botanicals is committed to maintaining an environment conducive to the health and well-being of customers and employees. It is Berkley Botanicals' mission to provide a professional workplace free from harassment and discrimination for employees. Berkley Botanicals will not tolerate harassment or discrimination on the basis of sex, race, national origin, age, religion, disability, sexual orientation, gender identity, gender expression, or any other trait or characteristic protected by any applicable federal, state, or local law or ordinance. Harassment or discrimination on the basis of any protected trait or characteristic is contrary to Berkley Botanicals' values and is a violation of the Company Code of Conduct. Harassment is a form of discrimination. There is a broad range of behavior that could constitute harassment. In general, harassment is any verbal or physical conduct that:

- Has the purpose or effect of creating an intimidating, hostile, or offensive working environment;
- Has the purpose or effect of unreasonably interfering with an individual's work performance; or
- Adversely affects an individual's employment opportunities.

Employees are expected to maintain the highest degree of professional behavior. Any harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at Berkley Botanicals employees or customers is also condemned and will be promptly addressed.

Violence and Weapons in the Workplace

Any and all acts of violence in the workplace will result in immediate dismissal of the employee, customer, or parties involved. Law enforcement will be contacted immediately in the case of a violent event. Weapons are not permitted to be brought on site by employees, customers, or other parties. Any employee found carrying a weapon on the premises of a Berkley Botanicals facility will be immediately terminated, and any customer found carrying a weapon on the premises will be asked to leave and/or the police will be notified accordingly.

At-Will Employment

In the state of Massachusetts, employment is assumed to be at-will unless otherwise stated. At-will employment implies that employer and employee alike may terminate the work relationship at any given moment and for any legitimate purpose. Wrongful termination may be more difficult to prove in an at-will arrangement because of the freedom that each party has to end the employment. However, there are still many instances wherein a termination or discharge can be called wrongful, even in an at-will employment.

Workplace Attire

The required attire for registered agents at Berkley Botanicals varies based upon required duties. New hire training and the onboarding process will go over the workplace attire specific to each role and the department manager will be responsible for ensuring compliance with all requirements is met.

Business Hours for Marijuana Establishment

Monday: 10:00AM – 9:00PM

Tuesday: 10:00AM – 9:00PM
Wednesday: 10:00AM – 9:00PM
Thursday: 10:00AM – 9:00PM
Friday: 10:00AM – 9:00PM
Saturday: 10:00AM – 9:00PM
Sunday: 10:00AM – 9:00PM

Overview of Personnel Policies and Procedures in compliance with 935 CMR

500.105(9)(d)(4)

Standard Employment Practices

Berkley Botanicals values the contributions of its management and staff positions. Berkley Botanicals will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible executive management team, and fosters a work ethic that focuses on the mission of the company and spirit of the adult-use marijuana program in Massachusetts.

Advancement

The organization will be structured in a relatively flat manner, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

Drug-Free Work Place

The company is committed to providing a safe and productive workplace for its employees. In keeping with this commitment, the following rules regarding alcohol and drugs of abuse have been established for all staff members, regardless of rank or position, including both regular and temporary employees. The rules apply during working hours to all employees of the company while they are on company premises or elsewhere on company business.

Employees who possess a Medical Marijuana Registry Card may medicate as necessary for their condition off company premises. No medicating may be done onsite. No used paraphernalia or medical marijuana medicine may be brought on company premises.

The manufacture, distribution, possession, sale, or purchase of controlled substances of abuse on company property is prohibited except those allowed by the applicable laws and regulations.

Being under the influence of illegal drugs, alcohol, or substances of abuse on company property is prohibited. Possessing any illegal drugs, alcohol, or substances of abuse including narcotic prescriptions is prohibited on company property. Any prescription narcotic or opiate medicating must be done off company premises and narcotic and opiate prescriptions may not be on

company premises. Working while under the influence of prescription drugs that impair performance is prohibited.

Taking trade or tips from patients in the form of illegal drugs, alcohol, or prescription medication is strictly prohibited. No discussion of illicit drugs is allowed on company premises between employees and patients.

The above rules are strictly enforced for insurance, legal and security purposes. Any violation of these rules will result in immediate termination.

Consistent with the rules listed above, any of the following actions constitutes a violation of the company's policy on drugs and may subject an employee to disciplinary action, up to and including immediate termination:

1. Using, selling, purchasing, transferring, manufacturing, or storing an illegal drug or drug paraphernalia, or attempting to or assisting another to do so, while in the course of employment.
2. Working or reporting to work, conducting company business or being on company property while under the influence of an illegal drug or alcohol, or in an impaired condition.

Tobacco Products

The use of tobacco products is not permitted anywhere on the company's premises except in authorized and designated locations outside the facility. Employees must follow all rules posted in designated smoking areas and adhere to all policies associated with this policy (see Break Periods and Safety).

Written Policies

Berkley Botanicals' written policies will address, inter alia, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, workers' compensation, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, customer confidentiality, and compliance hotline.

Investigations

Berkley Botanicals will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 935 CMR 500.000 et seq.

Designated Outside Counsel

Berkley Botanicals may retain counsel specializing in employment law to assist the Human Resources Manager with any issues and questions.

Corrective Action

Berkley Botanicals holds each of its employees to certain rules and Standards of Conduct. When an employee deviates from these rules and standards, Berkley Botanicals expects the employee's supervisor to take corrective action. Corrective action at Berkley Botanicals is typically progressive. That is, the action taken in response to a rule infraction or violation of standards typically follows a pattern increasing in seriousness until the infraction or violation is corrected.

The usual sequence of corrective actions includes an oral warning, a Written Reprimand, probation, and finally termination of employment. In deciding which initial corrective action would be appropriate, a supervisor will consider the seriousness of the infraction, the circumstances surrounding the matter, and the employee's previous record.

Though committed to a progressive approach to corrective action, Berkley Botanicals considers certain rule infractions and violations of standards as grounds for immediate termination of employment. These include, but are not limited to:

1. Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
2. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
3. 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.
4. Theft or other criminal activity in any form;
5. Any action that is not in compliance with the Department rules for adult-use marijuana, and all other applicable laws and regulations;
6. Frequent absenteeism or absenteeism without proper notice;
7. Insubordinate behavior;
8. Vandalism or destruction of company property;
9. Being on company property during non-business hours;
10. The use of company equipment and/or company vehicles without supervisor approval;
11. Untruthfulness about criminal or personal work history, skills, or training;
12. Divulging company security practices or business practices;
13. Misrepresentations of Berkley Botanicals to a customer, a prospective customer, the general public, or an employee; and
14. Failure to follow Berkley Botanicals policies or procedures.
15. Failure to report any of the following to the general manager in accordance with applicable laws and regulations:

16. Discrepancies identified during inventory, diversion, theft, loss, and any criminal action involving the Marijuana Establishment or a dispensary agent;
17. Any suspicious act involving the sale, cultivation, distribution, processing, or production of marijuana by any person;
18. Unauthorized destruction of marijuana;
19. Any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or dispensary agents;
20. An alarm activation or other event that requires response by public safety personnel;
21. The failure of any security alarm system due to a loss of electrical power or mechanical malfunction that is expected to last longer than eight hours; and
22. Any other breach of security.

Job Status

Job Classifications

Positions at Berkley Botanicals are categorized by rank and by department. The executive management team oversees the overall success of mission of the company; the CEO is responsible for implementation of the mission and the executive management team as a whole is responsible for ensuring that all departments are properly executing their functions and responsibilities. Job classification is comprised of three rank tiers: Executive Management, Management, and Non-Management Employee.

Work Schedules

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

Mandatory Meetings and Community Service Days

There will be a mandatory, reoccurring company-wide meeting on a monthly basis. All personnel will be notified if their attendance is required. Certain personnel, such as housekeeping staff, may not be required to attend. Each department will have a mandatory weekly meeting scheduled by the department manager. The department managers will provide agendas for all meetings and will report to their executive manager.

Breaks

Daily breaks, including lunch breaks, will comply with the laws of the Commonwealth.

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at six-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews

must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect an employee's overall performance.

Leave Policies

Berkley Botanicals leave policies will comport with all state and federal statutes.

All full-time employees will receive two 40-hour weeks of paid vacation per annum. Additional leave must be requested at least two weeks in advance and approved by the employee's department manager. Berkley Botanicals will determine which holidays will be observed and which departments will not be required to work. Berkley Botanicals will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

Berkley Botanicals anticipates observing the following holidays:

- New Year's Day;
- Martin Luther King Day;
- Memorial Day;
- Independence Day;
- Labor Day;
- Thanksgiving; and
- Christmas Day.

Disciplinary Policies

Purpose

Berkley Botanicals' progressive discipline policies and procedures are designed to provide a structured corrective action process to improve and prevent a recurrence of undesirable behavior and/or performance issues. The steps outlined below of Berkley Botanicals' progressive discipline policies and procedures have been designed consistent with Berkley Botanicals' organizational values, best practices, and state and federal employment laws.

Berkley Botanicals reserves the right to combine or skip steps depending upon the facts of each situation and the nature of the offense. The level of disciplinary intervention may also vary. Some of the factors that will be considered are whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the employee's performance, conduct and/or attendance issues have on Berkley Botanicals as an organization.

Procedure

Step 1: Counseling and Verbal Warning

Step 1 creates an opportunity for the immediate supervisor to schedule a meeting with an employee to bring attention to the existing performance, conduct, or attendance issue. The supervisor should discuss with the employee the nature of the problem and/or violation of company policies and procedures. The supervisor is expected to clearly outline expectations and steps the employee must take to improve performance or resolve the problem.

Within five business days, the supervisor will prepare written documentation of a Step 1 meeting. The employee will be asked to sign the written documentation. The employee's signature is needed to demonstrate the employee's understanding of the issues and the corrective action needed.

Step 2: Written Warning

While it is hoped that the performance, conduct, or attendance issues that were identified in Step 1 have been corrected, Berkley Botanicals recognizes that this may not always be the case. A written warning involves a more formal documentation of the performance, conduct, or attendance issues and consequences.

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations. A formal performance improvement plan (PIP) requiring the employee's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

Step 3: Suspension and Final Written Warning

There may be performance, conduct, or safety incidents so problematic and harmful that the most effective action may be the temporary removal of the employee from the workplace. When immediate action is necessary to ensure the safety of the employee or others, the immediate supervisor may suspend the employee pending the results of an investigation.

Suspensions that are recommended as part of the normal progression of the progressive discipline policies and procedures are subject to approval from a next-level manager and the Human Resources Manager.

Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to an employee if an investigation of the incident or infraction absolves the employee.

Step 4: Recommendation for Termination of Employment

The last and most serious step in the progressive discipline procedures is a recommendation to terminate employment. Generally, Berkley Botanicals will try to utilize the progressive steps of this policy by first providing warnings, a final written warning, and/or suspension from the workplace before proceeding to a recommendation to terminate employment. However, Berkley Botanicals reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense, and an employee may be terminated without prior notice or disciplinary action.

Management's recommendation to terminate employment must be approved by the Human Resources Manager and department manager or designee. Final approval may be required from the CEO or designee.

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or construed as modifying or altering the employment-at-will relationship between Berkley Botanicals and its employees.

Appeal Process

Any employee subject to a disciplinary action will have the opportunity to present information on their own behalf that may challenge information management relied upon in making the decision to issue the disciplinary action. The purpose of this appeal process is to provide insight into extenuating circumstances that may have contributed to the employee's performance, conduct and/or attendance issues, while allowing for an equitable solution.

If an employee does not present information on their own behalf during a step meeting, they will have five business days after the meeting to present such information to the supervisor who conducted the meeting.

Performance and Conduct Issues Not Subject to Progressive Discipline

Behavior that is illegal is not subject to progressive discipline and may be reported to local law enforcement. Theft, intoxication at work, fighting and other acts of violence are also not subject to progressive discipline and may be grounds for immediate termination.

Documentation

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Separation of Employment

Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or

assignment), reduction in workforce, or termination. When an employee separates from Berkley Botanicals, the employee's supervisor must contact the Human Resources Manager to schedule an exit interview, which will typically take place on the employee's last workday.

Types of Separation

1. Resignation

Resignation is a voluntary act initiated by the employee to end employment with Berkley Botanicals. The employee must provide a minimum of two (2) weeks' notice prior to resignation. If an employee does not provide advance notice or fails to actually work the remaining two weeks, the employee will be ineligible for rehire. The resignation date must not fall on the day after a holiday.

2. Retirement

An employee who wishes to retire is required to notify their department director and the Human Resources Manager in writing at least one (1) month before planned retirement date. It is the practice of Berkley Botanicals to give special recognition to employees at the time of their retirement.

3. Job Abandonment

An employee who fails to report to work or contact their supervisor for two (2) consecutive workdays will be considered to have abandoned their job without notice effective at the end of the employee's normal shift on the second day. The department manager will notify the Human Resources Manager at the expiration of the second workday and initiate the paperwork to terminate the employee. Employees who are separated due to job abandonment are ineligible for rehire.

4. Termination

Employees of Berkley Botanicals are employed on an at-will basis, and the company retains the right to terminate an employee at any time.

5. Reduction in Workforce

An employee may be laid off due to changes in duties, organizational changes, lack of funds, or lack of work. Employees who are laid off may not appeal the layoff decision through the appeal process.

6. Release

Release is the end of temporary or seasonal employment. The Human Resources Manager, in consultation with the department manager, will inform the temporary or seasonal worker of their release according to the terms of the individual's temporary employment.

Exit Interview

The separating employee will contact the HR department as soon as notice is given to schedule an exit interview. The interview will be held on the employee's last day of work or another day, as mutually agreed upon.

Return of Property

The separating employee must return all company property at the time of separation, including but not limited to, uniforms, cell phones, keys, computers, and identification cards. Failure to return certain items may result in deductions from the employee's final paycheck. All separating employees will be required to sign a Wage Deduction Authorization Agreement, allowing Berkley Botanicals to deduct the costs of such items from their final paycheck.

Termination of Benefits

An employee separating from Berkley Botanicals is eligible to receive benefits as long as the appropriate procedures are followed as stated above. Two weeks' notice must be given, and the employee must work the full two work weeks. Accrued vacation leave will be paid in the last paycheck. Accrued sick leave will be paid in the last paycheck.

Health Insurance

Health insurance terminates on the last day of the month of employment, unless employee requests immediate termination of benefits. Information about the Consolidated Omnibus Budget Reconciliation Act (COBRA) continued health coverage will be provided. Employees will be required to pay their share of the dependent health and dental premiums through the end of the month.

Rehire

Former employees who left in good standing and were classified as eligible for rehire may be considered for reemployment. An application must be submitted to the Human Resources Manager, and the applicant must meet all minimum qualifications and requirements of the position, including any qualifying exam, when required.

Department managers must obtain approval from the Human Resources Manager or designee prior to rehiring a former employee. Rehired employees begin benefits just as any other new employee. Previous tenure will not be considered in calculating longevity, leave accruals, or any other benefits.

An applicant or employee who is terminated for violating policy or who resigned in lieu of termination from employment due to a policy violation will be ineligible for rehire.

Compensation

As an employer, Berkley Botanicals believes that it is in the best interest of both the organization and Berkley Botanicals' employees to fairly compensate its workforce for the value of the work provided. It is Berkley Botanicals' intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Selection Criteria

1. The compensation system will price positions to market by using local, national, and industry specific survey data.
2. The market data will primarily include marijuana-related businesses and will include survey data for more specialized positions and will address significant market differences due to geographical location.
3. The system will evaluate external equity, which is the relative marketplace job worth of every marijuana industry job directly comparable to similar jobs at Berkley Botanicals, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

The executive management team will give final approval for the compensation system that will be used by Berkley Botanicals.

1. On an annual basis the executive management team will review and approve, as appropriate, recommended changes to position-range movement as determined through the vendor's market analysis process.
2. As part of the annual budgeting process, the executive management team will review and approve, as appropriate, funds to be allocated for total compensation, which would include base salaries, bonuses, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that Berkley Botanicals is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.



To whom it may concern,

HW Staffing Solutions is proud to partner with Berkley Botanicals LLC to help the staffing efforts with an emphasis on persons of color, particularly Black, African American, Hispanic, Latinx, and Indigenous people, women, and veterans. HW Staffing is committed to bring a diverse culture into Berkley Botanicals. We have agreed to focus our staffing efforts on cities that have been adversely affected by old marijuana laws and recruiting individuals in those areas.

If you have any questions please contact HW Staffing Solutions at 508-823-6464.

Sincerely,
Andrew Romans
Business Development Manager
508-694-3704
aromans@hwstaffing.com

CORPORATE OFFICE
PO Box 517
South Easton, MA 02375
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hwstaffing.com

Berkley Botanicals, LLC
Diversity Plan

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

Proposed Initiative: As part of its hiring plan, Berkley Botanicals will seek to hire a workforce that is made up of at least 50% women and 25% described as persons of color (particularly Black, African American, Hispanic, Latinx, and Indigenous peoples), 15% veterans, 5% people with disabilities, and 10% LGBTQ+ individuals with a goal to increase the number of individuals falling into these demographics working in the establishment. To achieve this goal, Berkley will:

- Create gender-neutral job descriptions;
- Post hiring needs in diverse publications such as a variety of web-based recruitment platforms such as indeed.com and utilize social media platforms such as Instagram;
- Contract with HW Staffing to recruit individuals for employment that come from diverse backgrounds including women, persons of color, particularly Black, African American, Hispanic, Latinx, and Indigenous people, and veterans.

Berkley Botanicals will adhere to the requirements set forth in 935 CMR 500.105(4) relative to the permitted and prohibited advertising, brand, marketing, and sponsorship practices of marijuana establishments. Berkley Botanicals will engage with community groups and leaders to further identify ways in which to attract candidates that may not otherwise be aware of employment opportunities with Berkley Botanicals.

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

GOAL 2: Ensure that at least 15% of our suppliers and ancillary service providers are businesses designated as minority-owned (particularly Black, African American, Hispanic, Latinx, and Indigenous people), women-owned, veteran-owned, LGBTQ+-owned, and/or owned by persons with disabilities.

Proposed Initiative: To accomplish this goal, Berkley Botanicals will prioritize working with businesses in our supply chain and required ancillary services that are owned and/or managed by persons of color, particularly Black, African American, Hispanic, Latinx, and Indigenous people, women, veterans, people with disabilities, and LGBTQ+ individuals.

Metrics and Evaluation: Berkley Botanicals will engage with suppliers and ancillary businesses that are designated as minority-owned, women-owned, veteran-owned, LGBTQ+-owned, and owned by persons with disabilities. Berkley Botanicals will engage with various suppliers who meet these criteria at cannabis business events and networking events with a goal of attending at least two annually. We will also prioritize these businesses when awarding business contracts and routinely check the Supplier Diversity Officer to identify businesses that are officially designated as minority-owned, women-owned, veteran-owned, LGBTQ+-owned, and owned by persons with disabilities.

All metrics will be compiled and reviewed at least 60 days prior to the annual license renewal date so that progress on this plan may be evaluated during the renewal process (upon issuance of its Provisional License and then annually thereafter). Berkley Botanicals may make changes to its plan based upon feedback or the information it collects on its programs. 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.