



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281476
Original Issued Date: 12/10/2018
Issued Date: 11/07/2019
Expiration Date: 01/16/2021

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Atlantic Medicinal Partners, Inc.

Phone Number: 781-884-7655 Email Address: contact@ampma.org

Business Address 1: 329 Washington Street Business Address 2:
Business City: Woburn Business State: MA Business Zip Code: 01801
Mailing Address 1: 329 Washington Street Mailing Address 2:
Mailing City: Woburn Mailing State: MA Mailing Zip Code: 01801

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes
Priority Applicant Type: RMD Priority
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number: RP201846

RMD INFORMATION

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

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 33.33 Percentage Of Control: 33.33
Role: Owner / Partner Other Role:
First Name: Jeffrey Last Name: Perkins Suffix:
Gender: Male User Defined Gender:

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

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 33.33

Percentage Of Control: 33.33

Role: Owner / Partner

Other Role:

First Name: Stephen

Last Name: Perkins

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: 33.33

Percentage Of Control: 33.33

Role: Owner / Partner

Other Role:

First Name: Frank

Last Name: Cieri

Suffix:

Gender: Male

User Defined Gender:

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

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

No records found

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Stephen

Last Name: Perkins

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director, President, and CEO of Atlantic Medicinal Partners

Manager of Perkins Investments LLC (Capital Contributor)

Close Associates or Member 2

First Name: Jeffrey

Last Name: Perkins

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director, Clerk, and COO of Atlantic Medicinal Partners

Manager of Perkins Investments LLC (Capital Contributor)

Close Associates or Member 3

First Name: Frank

Last Name: Cieri

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director, Treasurer, Capital Contributor, and CFO of Atlantic Medicinal Partners

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Frank

Last Name: Cieri

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$100000 Percentage of Initial Capital: 50

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: Perkins Investments LLC

Entity DBA:

Email: properties.perkins@gmail.com Phone: 781-884-7655

Address 1: 49 Timbercreek Lane

Address 2:

City: Billerica

State: MA

Zip Code: 01821

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$100000

Percentage of Initial Capital: 50

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Stephen

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 2

First Name: Stephen

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 3

First Name: Jeffrey

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 4

First Name: Jeffrey

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Product Manufacture

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 5

First Name: Jeffrey

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Salem

Marijuana Establishment State: MA

Individual 6

First Name: Stephen

Last Name: Perkins

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners, Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Salem

Marijuana Establishment State: MA

Individual 7

First Name: Frank

Last Name: Cieri

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners,
Inc.

Business Type: Marijuana Retailer

Marijuana Establishment City: Salem

Marijuana Establishment State: MA

Individual 8

First Name: Frank

Last Name: Cieri

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners,

Business Type: Marijuana Retailer

Inc.

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

Individual 9

First Name: Frank

Last Name: Cieri

Suffix:

Marijuana Establishment Name: Atlantic Medicinal Partners,

Business Type: Marijuana Product Manufacture

Inc.

Marijuana Establishment City: Fitchburg

Marijuana Establishment State: MA

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 774 Crawford Street

Establishment Address 2:

Establishment City: Fitchburg

Establishment Zip Code: 01420

Approximate square footage of the Establishment: 50000

How many abutters does this property have?: 73

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

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft.

Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 02: 5,001 to 10,000 sq. ft. Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	AMP_Fitchburg_Host Agreement Certification Form_Executed.pdf	pdf	5b0d6c5a75ce440437858cdf	05/29/2018
Plan to Remain Compliant with Local Zoning	AMP - Plan to Remain Compliant with Local Zoning.pdf	pdf	5b5ef60564718b346fe270ce	07/30/2018
Community Outreach Meeting Documentation	AMP_Fitchburg_Community Outreach Meeting Attestation Form_Executed.pdf	pdf	5b71c01e5a6f093923e4f44c	08/13/2018

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.: \$1

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	AMP - Plan to Positively Impact Areas of Disproportionate Impact.pdf	pdf	5b71c0308d67cc394b81aff9	08/13/2018

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: **Other Role:**
First Name: Stephen **Last Name:** Perkins **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 2

Role: **Other Role:**
First Name: Jeffrey **Last Name:** Perkins **Suffix:**
RMD Association: RMD Owner
Background Question: no

Individual Background Information 3

Role: **Other Role:**
First Name: Frank **Last Name:** Cieri **Suffix:**
RMD Association: RMD Owner
Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Investor/Contributor **Other Role:**
Entity Legal Name: Perkins Investments LLC **Entity DBA:**
Entity Description: Capital Contributor for Atlantic Medicinal Partners, Inc.
Phone: 781-884-7655 **Email:** properties.perkins@gmail.com
Primary Business Address 1: 49 Timbercreek Lane **Primary Business Address 2:**
Primary Business City: Billierca **Primary Business State:** MA **Principal Business Zip Code:**
 01821
Additional Information: Jeffrey Perkins and Stephen Perkins are Managers of Perkins Investments LLC.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	AMP DOR- Good Standing Cert.pdf	pdf	5b2be27ccb211e5050f1005a	06/21/2018
Secretary of Commonwealth - Certificate of Good Standing	AMP_SoC Certificate of Good Standing 7.25.18.pdf	pdf	5b5cda0074dcfa349769cd52	07/28/2018
Articles of Organization	AMP - Articles of Entity Conversion [EXECUTED].pdf	pdf	5b60851f5db774345fa89778	07/31/2018
Bylaws	AMP - Corporate Bylaws [EXECUTED].pdf	pdf	5b6086b8fbbc11284d02ec5d	07/31/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Secretary of Commonwealth - Certificate of Good Standing	AMP - Sec of State - Good Standing.pdf	pdf	5d9c955bc99740160131da2c	10/08/2019
Department of Unemployment Assistance -	AMP - Cert Good Standing	pdf	5d9cefb3a489aa1afc401b05	10/08/2019

Certificate of Good standing	Unemployment.pdf			
Department of Revenue - Certificate of Good standing	AMP - DOR - Good Standing 10-24-19.pdf	pdf	5db1ef9d73225f2fcd765aab	10/24/2019

Massachusetts Business Identification Number: 001338407

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	AMP - Business Plan.pdf	pdf	5b5ef6d19aeb1f3479545ac7	07/30/2018
Plan for Liability Insurance	AMP - Plan for Obtaining Liability Insurance .pdf	pdf	5b5ef6e9065a6d348d6fc27e	07/30/2018
Proposed Timeline	AMP_Fitchburg Timeline.pdf	pdf	5d9f90b74e842f1b123bcd19	10/10/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Policies and Procedures for cultivating.	AMP - Policies and Procedures for Cultivating .pdf	pdf	5b5ef73f9aeb1f3479545acf	07/30/2018
Separating recreational from medical operations, if applicable	AMP - Plan for Separating Recreational from Medical Operations.pdf	pdf	5b5ef74aaec9503483dd6b7e	07/30/2018
Restricting Access to age 21 and older	AMP - Plan for Restricting Access to Age 21 and Older .pdf	pdf	5b5ef755065a6d348d6fc286	07/30/2018
Prevention of diversion	AMP - Prevention of Diversion .pdf	pdf	5b5ef7700dfb4034a117fe8c	07/30/2018
Storage of marijuana	AMP - Storage of Marijuana .pdf	pdf	5b5ef77e5db774345fa89605	07/30/2018
Transportation of marijuana	AMP - Transportation of Marijuana .pdf	pdf	5b5ef7894ddf4634650171c1	07/30/2018
Inventory procedures	AMP - Inventory Procedures .pdf	pdf	5b5ef79664718b346fe270de	07/30/2018
Quality control and testing	AMP - Quality Control and Testing .pdf	pdf	5b5ef7a39aeb1f3479545ad3	07/30/2018
Dispensing procedures	AMP - Dispensing Procedures .pdf	pdf	5b5ef7b3aec9503483dd6b82	07/30/2018
Personnel policies including background checks	AMP - Personnel Policies Including Background Checks .pdf	pdf	5b5ef7be065a6d348d6fc28a	07/30/2018
Record Keeping procedures	AMP - Recordkeeping Procedures .pdf	pdf	5b5ef7d174dcfa349769cddd	07/30/2018
Maintaining of financial records	AMP - Maintaining of Financial Records .pdf	pdf	5b5ef7e90dfb4034a117fe90	07/30/2018
Diversity plan	AMP - Diversity Plan .pdf	pdf	5b5ef7fa5db774345fa89609	07/30/2018
Qualifications and training	AMP - Qualifications and Training .pdf	pdf	5b5ef8114ddf4634650171c5	07/30/2018
Security plan	AMP - Security Plan.pdf	pdf	5b71c137cea8212d4c7b49de	08/13/2018

ATTESTATIONS

I certify that no additional entities or individuals meeting the requirement set forth in 935 CMR 500.101(1)(b)(1) or 935 CMR 500.101(2)(c)(1)

have been omitted by the applicant from any marijuana establishment application(s) for licensure submitted to the Cannabis Control Commission.: I Agree

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: One member of management hired after AMP received its provisional license resides in Monson, Massachusetts, which is an area of disproportionate impact as defined by the Commission. As a result, 20% of AMP's Fitchburg management team reside in areas of disproportionate impact. AMP will continue its efforts when establishing its operations to increase this percentage.

Continuing with AMP's commitment to have a positive impact in an area of disproportionate impact, AMP will host a career fair in Fitchburg Massachusetts, which is an area of disproportionate impact as defined by the Commission, sixty (60) days prior to the anticipated opening date of the facility.

AMP's job postings (evidence attached) also state that Fitchburg residency will be a positive factor in AMP's hiring decisions.

AMP is still in the process of establishing its operations in Massachusetts and will continue its efforts with respect to this plan as its facilities come online and as AMP begins hiring employees. As proposed, AMP's cultivation and processing facility will finish being built out in December 2019.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Since receiving a provisional license AMP has hired two (2) women for management positions. Women currently comprise 40% of AMP's Fitchburg management team. AMP will continue its efforts when establishing its operations to increase this percentage.

In support of AMP's commitment to using diverse vendors, AMP is in the process of acquiring its CO2 extraction machine (a roughly \$171,200 purchase) from Apeks Supercritical, a veteran-owned business. A copy of the quote is attached hereto.

As per and in compliance with AMP's Diversity Plan, AMP has created a Diversity Committee comprised of Jeff Perkins, Stephen Perkins, and Elizabeth Cieri who will oversee and continue to implement AMP's diversity initiatives throughout its operations.

AMP is still in the process of establishing its operations in Massachusetts and will continue its efforts with respect to this plan as its facilities come online and as AMP begins hiring employees. As proposed, AMP's cultivation and processing facility will finish being built out in December 2019. At or around that time, AMP will participate in job fairs to add staff for its facilities with a focus on hiring diverse individuals.

HOURS OF OPERATION

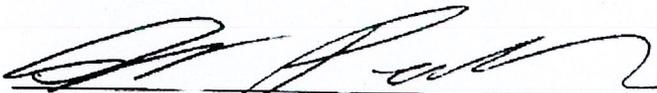
Monday From: 8:00 AM	Monday To: 8:00 PM
Tuesday From: 8:00 AM	Tuesday To: 8:00 PM
Wednesday From: 8:00 AM	Wednesday To: 8:00 PM
Thursday From: 8:00 AM	Thursday To: 8:00 PM
Friday From: 8:00 AM	Friday To: 8:00 PM
Saturday From: 8:00 AM	Saturday To: 8:00 PM
Sunday From: 8:00 AM	Sunday To: 8:00 PM

Host Community Agreement Certification Form

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

Applicant

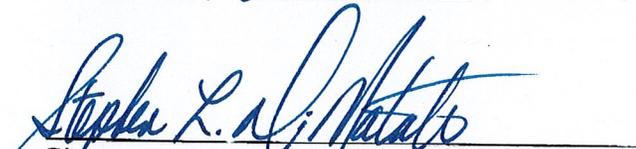
I, Stephen Perkins, (*insert name*) certify as an authorized representative of Atlantic Medicinal Partners, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the City of Fitchburg (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on March 8th, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

Host Community

I, Stephen L. DiNatale, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Fitchburg (*insert name of host community*) to certify that the applicant and the City of Fitchburg (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on March 8th 2018 (*insert date*).



Signature of Contracting Authority or
Authorized Representative of Host Community



PLAN TO REMAIN COMPLIANT WITH LOCAL ZONING

Atlantic Medicinal Partners, Inc. (“AMP”) will remain compliant at all times with the local zoning requirements set forth in Fitchburg’s Zoning Ordinance. In accordance with Fitchburg’s Zoning Ordinance, AMP’s proposed co-located cultivator, product manufacturer, and retailer facility is located in the Industrial Zoning District, which allows for the siting of marijuana establishments pursuant to issuance of a special permit and site plan approval. Because AMP is defined within the Zoning Ordinance as an Experienced Operator, AMP does not need to apply for an additional special permit for its adult-use operations at the facility in Fitchburg. However, as required by Fitchburg’s Zoning Ordinance, AMP will apply for site plan approval from the local Special Permit Granting Authority.

Furthermore, pursuant to Fitchburg’s Zoning Ordinance, AMP’s proposed facility is not located within 300 feet of any pre-existing public or private school providing education in kindergarten or any of grades 1 through 12, a vocational school, a public or private college, junior college, university or dormitory, a licensed child care facility, a library, a playground, a public park, a youth center, a public swimming pool, a video arcade facility, any facility in which minors commonly congregate, or any residence including commercial residences such as hotels, motels, lodging houses, etc.

AMP will apply for any other local permits required to operate a marijuana establishment at the proposed location. AMP will comply with all conditions and standards set forth in any local permit required to operate a marijuana establishment at AMP’s proposed location.

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

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

Community Outreach Meeting Attestation Form

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

I, Stephen Perkins, (*insert name*) attest as an authorized representative of Atlantic Medicinal Partners, Inc. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 4/26/18 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on 4/17/18, 4/18/18, 4/19/18 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on 4/24/18 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on 4/12/18 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

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

Sentinel & Enterprise MARKETPLACE

Public Notice

Fitchburg City Council Notice of Public Hearing Proposed Amendment to Zoning Ordinance

A public hearing will be held on May 1, 2018 at 7:00 PM in the Memorial Middle School Library, 615 Rollstone Street, Fitchburg on the following petition: 102-18. The City of Fitchburg Planning Board, to amend section 181.13(c) 14-A of the Fitchburg Zoning Ordinance to allow "Seasonal Outdoor Dining" as a permitted use in the Industrial and Light Industrial districts, as shown on the attached. The documents may be inspected in the office of the City Clerk, 166 Boulder Drive, Fitchburg Mon-Fri 8:30 AM to 4:00 PM. Anna M. Farrell, City Clerk

April 10 & 17, 2018

"Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 26th, 2018 at 6 P.M. at Eastwood Club 389 Townsend St. Fitchburg, MA 01420. The proposed marijuana retailer, manufacturer and cultivator are anticipated to be located at 774 Crawford St. Fitchburg, MA 01420. There will be an opportunity for the public to ask questions."

April 17, 18, 19, 2018

NOTICE TO RELOCATE A BRANCH

Notification is given that Santander Bank, N.A., 824 North Market Street, Wilmington, DE 19801 has filed an application with the Comptroller of the Currency on April 17, 2018, as specified in 12 CFR 5 for permission to relocate its full service branch from 288 Main Street, Fitchburg, MA 01420 to 147 Water Street, Fitchburg, MA 01420. Any person wishing to comment on this application may file comments in writing with the Director for District Licensing, Northeastern District, 340 Madison Ave., Fifth Fl., New York, NY 10173 or NE.Licensing@occ.treas.gov by May 1, 2018. The public may find information about the filing in the OCC's Weekly Bulletin available at www.occ.gov. Additionally, the public portion of the filed application is available upon request.

April 17, 2018

206 Appraising

BUYING: Antiques, Used Furniture, Tools, Collectables, China and Glass. Moving? Downsizing? We can help you sell and get CASH!! Free in home consultation and appraisals. **PARKHILL ESTATE LIQUIDATORS LIVE AND INTERNET AUCTIONS 978-345-2022**

238 Cement & Masonry

Sprague Masonry Restoration Specialist Design, Build, New Stone, brick or block. Full chimney service. 30 years exp. Like us on facebook at Sprague Masonry Fully Insured. 978-340-7026

Public Notice

City of Leominster Conservation Commission Public Hearing Notice

Pursuant to MGL CH 131 § 40 as amended, there will be a public meeting to consider a Request for Determination of Applicability by **Larry Gianakis**, to determine if the proposed plans for a garage to be built is subject to the wetland protection act. Address: 147 Grant Street, Map 120 Lot 8

The public hearing will be held on Tuesday, April 24, 2018 at 6:05 PM in Leominster City Hall, Room 10.

Plans are available for viewing by appointment at the Office of the Conservation Commission in City Hall by calling (978) 534-7524 ext. 259 Daniel Brodeur, Chairman

April 17, 2018

Fitchburg Conservation Commission Public Hearing Notice

On Tuesday, April 24, 2018 starting at 6:00 p.m. at Fitchburg Municipal Airport, 567 Crawford St., Room 106 the Fitchburg Conservation Commission will hold public hearings on the following applications:

1. Notice of Intent - Montachusett Regional Transit Authority - Improvements to existing parking area in Buffer Zone, 1427R Water St. (cont'd from 3/27/18)
2. Request for Determination of Applicability - Clark, replacement septic system in buffer zone, 986 Fisher Rd. (on Lunenburg town line)
3. Notice of Intent - Fitchburg Renewables, LLC, 239 Fisher Rd., proposed 4.7 MW ground-mounted solar array
4. Notice of Intent - 431 Westminster Street, LLC - modifications to existing parking area in Riverfront Area, 431 Westminster Street, LLC

The applications and plans may be reviewed weekdays, 8:30 a.m. to 4:30 p.m. at the Community Development Dept., 166 Boulder Drive, Suite 108. Tracey Sarefield, Chair

April 17, 2018

239 Chimney Repair

JOHN F. LEBLANC CHIMNEY & SLATE SERVICE Repointing Chimney Cleaning Roof Leaks & Slate Repair New Roofs Cap Flashing Fireplace Dampers. Licensed & Ins. 8-5pm 978-503-4892 Johns call or 978-696-5293 5-11pm home.

240 Chimney Cleaning

A QUALITY CHIMNEY GET YOUR CHIMNEY OR FURNACE FLUE CLEANED

For only \$99.00 w/ \$50 off. Chimney caps or Liners, Masonry, All Types of Concrete, Walkways, Foundation Repair, and Water Prevention. 508-752-1003

293 Furniture Repair/Refinishing

Furniture Repair & Refinished Antiques Lovingly Restored 60 years experience Call John 978-413-1481 301 6th Street Leominster towncraftsman.info

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Sentinel & Enterprise THE SUN VOICE

Public Notice

Leominster American powers up — PAGE 9

Area teen pregnancy rates jump dramatically

Old fire station now back on solid footing

Expansion plan thrills city officials

Leominster's Summer Stroll brings the community together

300 Home Remodeling

B.A.B. Construction General Contracting. In business since 1983. Kitchen and baths a specialty. No job too big or small. Quality Guaranteed. Lic. and Insured license #10953 HIC #107458 978-345-7038

Picture Perfect Painting & Handyman Services Interior/Exterior Painting Remodeling Services Laminate & Tile Install Wainscot & Crown Free Estimates References/ Insured Bob: 978-407-1776

315 Landscaping & Trees

Affordable Tree & Landscape LLC Unbelievable savings! Hazardous / Risk Assessments Tight area removals. Lot clearing, Debris Removal Picker Bushes & Forestry Mowing, Arborist onsite. BBB and A+ rating with Angie's list. Fully insured. **Justin Bergeron 978-786-1059 www.affordable.bz**

315 Landscaping & Trees

John's Landscaping Clean ups, edging, plants, flowers, mulching, lawns cut. We do it all! Dump runs included. 20 yrs experience. Free estimates. **Call or text 978-332-4429**

315 Landscaping & Trees

Hydro-Seeding Fertilizing Lawn Mowing

HYDRO-SEEDING 978-563-1532

Landscaping Lawn Care Fertilizing Mowing Hydro-Seeding Aerating Dethatching Spring Clean Up Bark Mulch Tree Trimming Brush Removal Hardscapes Lawn Mowing Mosquito Spraying Grub Control

Fully Insured Licensed 978-563-1532

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315 Landscaping & Trees

D & D WASTE REMOVAL 10-30 yard dumpsters. Attic, garage, basements clean-outs. Appliance removal. Furniture removal. Prompt Service. We recycle. **Call the rest, Then the best (978)342-6893**

315 Landscaping & Trees

Robert Connolly Landscaping Been in business since 1965. We do spring clean ups, sprinkle systems, retaining walls, hydro-seeding, new lawns installed, night lighting, fully insured. Give us a call anytime. **HIRE A VET! Call 978-668-8912**

339 Painting

Advanced Painting Interior/Exterior Painting Light Carpentry & Wall Repair Free Estimates & Insured HIC Reg. #168070 **978-348-1800**

350 Roofing

Dion ROOFING & REMODELING ROOF REPLACEMENTS, REPAIRS, GAF SHINGLES, RUBBER 18 Years Experience Fully Licensed and Insured. Local References **Call 978-602-3977 DionRandR@gmail.com "Proud Member of Angie's List" and Home Advisor**

356 Rubbish Removal

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369 Stone & Gravel

STONE AND CEMENT WORK BY GERRY *March Specials* Cement stairs, brick and stone stair repairs, stone walls built or repaired. **978-417-1716**

452 Pets

Spay/Neuter Low Cost Program at CLINTON VETERINARY HOSPITAL Ask for the Canine/Feline Fix **978-368-9047 www.clintonvet.com**

510 Help Wanted General

SERVICE MANAGER Wagner Motor Sports Inter. a franchised Indian, BMW, Ducati, Husqvarna and KTM dealer, with the surge in Indian Motorcycle, we are experiencing rapid growth. We service all makes and models. Candidate must have at least 2 years of prior power sports / motorcycle service experience. Must be an highly organized, self-starter and a proven track record with excellent CSI required. A valid motorcycle license. Job duties include customer service, dispatching, shop safety, factory warranty, etc. Strong pay plan, health, dental, vision, 401K, Paid time off. Family Operated Dealer group for over 50 years **Contact jcondon@wagnermotors.com, 508-581-5678.EOE**

510 Help Wanted General

LEAD PRESCHOOL TEACHER The Guild of St. Agnes in Gardner is seeking a qualified person for this lead position. The candidate will have a bachelor degree in Early Childhood Education or a related field and be Lead Teacher qualified through the Department of Early Education and Care. Be in charge of your own classroom and work with children who need you.

The Guild offers excellent benefits including: health, dental and vision insurance, 4 weeks' vacation after one year, a 401k with a 4% employer match and much more. **Contact Sharon Woodbury at swoodbur@guildofstagnes.org or call 508-755-2238 x 22**

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ELECTRIC WHEELCHAIR like new. New batteries hardly used. \$750. 617-680-5228

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WESTMINSTER 5 rooms, 1st floor, exc. cond., \$980/mo + utilities. 978-874-1853

846 Vacation Places for Rent

SALISBURY BEACH Oceanfront and Oceanside 2, 3 & 4 Bedrooms Cottages and Condos \$1200 and up per week Most properties require a 2 week minimum **Tom Saab Real Estate 978-683-6699**

924 Land Wanted

LAND WANTED - Large or small parcels suitable for residential homes. Call Steve 508-331-3459

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Congrats, grads!

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Museum to hold art week for kids

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FOR YOUR SUBSCRIPTION, PLEASE CALL 978-343-6911

"Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for April 26th, 2018 at 6 P.M. at Eastwood Club 389 Townsend St, Fitchburg, MA 01420. The proposed marijuana retailer, manufacturer and cultivator are anticipated to be located at 774 Crawford St, Fitchburg, MA 01420. There will be an opportunity for the public to ask questions." April 17, 18, 19, 2018

FITCHBURG CITY CLERK
2018 APR 24 PM 3:44

Attachment C
Attachment C

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PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT

Overview

Atlantic Medicinal Partners, Inc. (“AMP”) is dedicated to serving and supporting the areas around it, particularly those that are classified as areas of disproportionate impact. Marijuana businesses have an obligation to the health and well-being of their customers as well as the communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes. It is AMP's intention to be a contributing, positive force in areas of disproportionate impact and to assist in changing the perception of those associated with marijuana use.

AMP's Team

AMP's team consists of 1 individual who has previously held positions in organizations that primarily serve areas of disproportionate impact or where primary responsibilities included economic education, resource provision, or empowerment to disproportionately impacted individuals or communities.

AMP's Chief Financial Officer, Frank Cieri, organizes the Boys & Girls Club of Lawrence's annual auction, an event in which he also serves as auctioneer. The largest fundraiser of the organization, each year the auction generates approximately \$400K-\$500K that is used to support BGCL programs that promote academic success, community involvement, and healthy lifestyles for the club's 4,000+ youth members.

As AMP expands, AMP's goal will be to maintain 25% of individuals that currently reside in an area of disproportionate impact or have lived for five of the preceding ten years in an area of disproportionate impact. AMP will also consider individuals that have a drug-related CORI but are otherwise legally employable in a cannabis-related enterprise for its staffing needs. In alignment with AMP's Diversity Plan, AMP will focus hiring and education efforts on diverse populations including individuals from Black, African American, Hispanic or Latino descent.

Continuing Efforts

To provide continuing service and reinvestment into areas of disproportionate impact, AMP is committed to programming, restorative justice, jail diversion, workforce development, industry-

specific technical assistance, and mentoring services in areas of disproportionate impact. AMP is committed to hosting and participating in events that will support the City of Fitchburg and other areas of disproportionate impact such as community service days, charity events, and educational seminars. AMP will require all executives, managers, and employees to participate quarterly in a community service day. Each community service day will be organized with a charitable or local organization in an area of disproportionate impact. Further plans to positively affect areas of disproportionate impact may include the following:

- Conducting industry-specific educational seminars in one or more of the following: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training.
- Providing financial mentoring services or hosting organizations that provide such services;
- Holding informational sessions regarding the process for sealing and expunging criminal records;
- Partnering with and supporting organizations that provide jail diversion and restorative justice programs;
- Providing transportation support for employees in these areas;
- Instituting hiring practices that prioritize the hiring of individuals from these areas;
- Offering any necessary accommodations to individuals coming from areas of disproportionate impact;
- Having in-store donation drives, including direct giving and ongoing food and clothing drives; and
- Placing donation jars in AMP's facilities where customers can donate directly to the Social Equity Training and Technical Assistance Fund.

Plan Administration

The Chief Operating Officer will administer the Plan to Positively Impact Areas of Disproportionate Impact (the "Plan"). The COO will be responsible for developing measurable outcomes and ensure AMP continues to meet its commitment to the community. The COO will also be responsible for forming philanthropic partnerships in the community to implement and enhance the Plan. The COO will perform quarterly staffing audits to ensure that AMP is meeting its staffing goals for individuals who reside in areas of disproportionate impact. In the event that a staffing audit by the COO reveals that AMP has not yet met its objectives, AMP will immediately amend its hiring practices and also make a donation to the Social Equity Training and Technical Assistance Fund to offset any difference.

Furthermore, the Chief Financial Officer will monitor AMP's budget to ensure that there are sufficient funds necessary for the initiatives proposed in AMP's Plan, while also carefully monitoring any and all commitments and donations made to the Social Equity Training and Technical Assistance Fund.



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



ATLANTIC MEDICINAL PARTNERS, INC.
329 WASHINGTON ST
WOBURN MA 01801-2158

Why did I receive this notice?

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

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

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

What if I have questions?

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

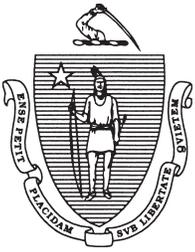
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Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- 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

000023



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

William Francis Galvin
Secretary of the
Commonwealth

Date: July 25, 2018

To Whom It May Concern :

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

ATLANTIC MEDICINAL PARTNERS, INC.

is a domestic corporation organized on **July 25, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

A handwritten signature in cursive script that reads "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18070451260

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

Processed by:

D

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a Domestic Non-Profit with a Pending Provisional or Final Certification to Dispense Medical Use Marijuana to a Domestic Business Corporation (General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

Atlantic Medicinal Partners, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of July 23, 2018.

Elizabeth Chen, PhD
Interim Director
Bureau of Health Care Safety and Quality
Massachusetts Department of Public Health

(1) Exact name of the non-profit: Atlantic Medicinal Partners, Inc. 001266330

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

Atlantic Medicinal Partners, Inc.

(3) The plan of entity conversion was duly approved in accordance with the law.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Atlantic Medicinal Partners, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

5

ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	102,000			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

None.

ARTICLE VI

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

See attached Continuation Sheet, Article VI.

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

CONTINUATION SHEET
ARTICLE VI

6.1 The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provisions thereof which by virtue of an express provision in Chapter 156D of the Massachusetts General Laws, the articles of organization or the bylaws requires action by the shareholders.

6.2 The number of authorized shares of any class or series, the distinguishing designation thereof and the preferences, limitations, and relative rights applicable thereto shall be set forth in the articles of organization or any amendment thereto approved by the board of directors. All or a specified number of directors may be elected by the holders of one or more authorized classes or series of shares, as set forth in an amendment to those articles of organization. At any time after the initial issuance of shares of any class or series, the board of directors may reclassify any unissued shares of the class or series into one or more existing or new classes or series. Shares of any class or series may be issued as a share dividend in respect of shares of another class or series.

6.3 Action required or permitted by Chapter 156D of the Massachusetts General Laws to be taken at a shareholders meeting may be taken without a meeting if the action is taken by shareholders having not fewer than the minimum number of similar votes necessary to take the action at a meeting at which all shareholder entitles to vote on the action are present and voting.

6.4 If any provision of Chapter 156D of the Massachusetts General Laws would otherwise require the affirmative vote of more than a majority of shares in any voting group for favorable action to be taken on a matter, favorable action may nevertheless be taken by vote of a majority of all the shares in the voting group entitles to vote on the matter.

6.5 To the maximum extent permitted by Chapter 156D of the Massachusetts General Laws, as the same exists or may hereafter be amended, no director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of the provision of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or failure to act of such director occurring prior to such amendment or repeal.

6.6 The number of directors of the corporation shall be fixed in or specified in accordance with the bylaws. The corporation may have fewer than three directors, notwithstanding the number of shareholders of the corporation.

6.7 The directors may specify the manner in which the accounts of the corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purposes, and what amounts, if any, shall be declared as dividends. Unless the board of directors otherwise specifies, the excess of the consideration for any share with par value issued by it over such par value shall be surplus. The board of directors may allocate to capital less than all of the consideration for any share without par value issued by it, in which case the balance of such consideration shall be surplus. All surplus shall be available for any corporate purpose, including payment of dividends.

6.8 The purchase or other acquisition by the corporate of its own shares shall not be deemed a reduction of its capital. Upon any reduction of capital or shares, no shareholder shall have any right to demand any distribution from the corporation, except as and to the extent that the shareholders shall have provided at the time of authorizing such reduction.

ARTICLE VII

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

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
329 Washington Street, Woburn, MA 01801
- b. The name of its initial registered agent at its registered office:
Frank Cieri
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Stephen Perkins

Treasurer: Frank Cieri

Secretary: Jeffrey Perkins

Director(s): Stephen Perkins, Jeffrey Perkins, Frank Cieri

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation:
12/31
- e. A brief description of the type of business in which the corporation intends to engage: Cultivate, manufacture, market promote, sell and distribute medicinal cannabis and related products, in accordance with the laws of the Commonwealth of Massachusetts.
- f. The street address of the principal office of the corporation:
329 Washington Street, Woburn, MA 01801
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

329 Washington Street, Woburn, MA 01801, which is
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

Signed by:  Stephen Perkins, President
(signature of authorized individual)

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

on this 25th day of July, 2018

2117

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional
or Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 25th July 18 at 10:35 (m) p.m.
time

Effective date: _____
(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

DB
Examiner
Ray
Name approval

Filing fee: Minimum \$200

TO BE FILLED IN BY CORPORATION
Contact Information:

C
M

Stephen Perkins

329 Washington St

Woburn, MA 01801

Telephone: (781) 884-7655

Email: contact@ampma.org

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

SECRETARY OF THE
COMMONWEALTH
2018 JUL 25 AM 10:34
CORPORATIONS DIVISION
1314541

BYLAWS OF ATLANTIC MEDICINAL PARTNERS, INC.

ARTICLE I OFFICES

Section 1.01 Principal Office. The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the board of Directors, and if no place is fixed by the board of Directors, such place as shall be fixed by the President.

ARTICLE II SHAREHOLDERS

Section 2.01 Place of Meeting. Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the board of Directors. Absent such designation, meetings shall be held at the principal office. The board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the board of Directors, and subject to any guidelines and procedures adopted by the board of Directors, shareholders or proxies not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

In the event that any shareholder or proxy is permitted to participate in a meeting by means of remote electronic communication: (a) the Corporation shall implement reasonable measures to verify that each person present and permitted to vote at a meeting is a shareholder or proxy; (b) the Corporation shall implement reasonable measures to provide such shareholders and proxies a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (c) if a shareholder or proxy votes or takes other action by remote communication at the meeting, a record of the vote or other action shall be maintained by the Corporation.

Section 2.02 Annual Meeting. The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the board of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law, provided, however, that, unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm, or association in which a Director has an interest; (ii) amend the Articles of Organization of this Corporation (the "**Articles of Organization**"); (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation

preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

Section 2.03 Special Shareholders' Meetings. Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the board of Directors, or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the board of Directors) may make a written request to the chair of the board (if any), President, vice President, or secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting, provided, however, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

Section 2.04 Shareholder Nominations and Proposals. For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "**Proposing Shareholder**") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the secretary of the Corporation no earlier than one hundred-twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section simultaneously with the written request for the meeting submitted to the secretary or within ten (10) calendar days after delivery of the written request for the meeting to the secretary.

A Proposing Shareholder's notice shall include as to each matter the proposing shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the Proposing Shareholder(s).

(b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.

(c) If the notice regards the nomination of a candidate for election as Director:

(i) The name, age, business, and residence address of the candidate;

(ii) The principal occupation or employment of the candidate; and

(iii) The class and number of shares of the Corporation beneficially owned by the candidate.

(d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

Section 2.05 Notice of Shareholders' Meeting. Except as otherwise provided by law, written notice stating the place, day, and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third class mail, thirty (30) days) and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the secretary, assistant secretary, transfer agent, or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission, or by mail, by or at the direction of the secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records of the Corporation, with postage thereon prepaid. The Corporation shall be entitled to rely on the address of a shareholder last notified to the Corporation. Notice may be given to the shareholder by electronic transmission with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

(a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.

(b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.

(c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.

(d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

Section 2.06 Persons Entitled to Vote. Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

(a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.

(b) For determining shareholders for any other purpose, the later of (i) the day on which the board of Directors adopts the resolution relating thereto, or (ii) the sixtieth (60th) day prior to the date of such other action.

Section 2.07 Fixing the Record Date. The board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change, conversion, or exchange of shares.

A record date fixed under this Section may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution, or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date.

In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

Section 2.08 Quorum of and Action by Shareholders. The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in the Articles of Organization, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

Section 2.09 Adjourned Meetings and Notice Thereof. Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

Section 2.10 Conduct of Meetings. The board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the board of Directors shall serve as the presiding officer. The secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes, or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

Section 2.11 Voting of Shares. Unless otherwise provided by law or in the Articles of Organization, each shareholder entitled to vote is entitled to one (1) vote for each share of Common Stock and one (1) vote for each share of Preferred Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number

of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

Section 2.12 Consent of Absentees. The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver, notice, or consent need not specify the business transacted or purpose of the meeting, except as required by G.L. c. 156D. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 2.13 Voting by Proxy or Nominee. Every person entitled to vote or execute consents may do so either in person or by one or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting is filed with the secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to G.L. c. 156D, § 7.22.

Section 2.14 Action by Shareholders Without a Meeting. Any action, that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

ARTICLE III DIRECTORS

Section 3.01 Number of Directors; Identity of Initial Directors. The authorized number of Directors of the Corporation shall be three (3) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority

of the outstanding shares entitled to vote. The initial Directors shall be Stephen Perkins, Frank Cieri, and Jeffrey Perkins.

Section 3.02 Powers. All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Organization or by these Bylaws.

Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law the duty to:

(a) Appoint and remove at pleasure of the board, all officers, managers, management companies, agents, and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage, and control the affairs and business of the Corporation; make rules and regulations not inconsistent with the Articles of Organization or applicable law or these Bylaws; make all lawful orders on behalf of the Corporation; and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts, or other orders of payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation, and the manner of drawing checks thereon;

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend, or repeal these Bylaws; (iv) amend or repeal resolutions of the board that are expressly nonamendable or repealable; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range, determined by the board; (vi) establish other committees of the board; or (vii) approve any action that in addition to board approval requires shareholder approval. The executive committee shall be composed of two (2) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to

shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

Section 3.03 Term of Office. Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

Section 3.04 Vacancies and Newly Created Directorships. A vacancy on the board of Directors exists in case of the occurrence of any of the following events:

- (a) The death, resignation, or removal of any Director.
- (b) The removal or declaration of vacancy by the board of Directors of a Director who has been declared of unsound mind by a court order or convicted of a felony.
- (c) The Director is a member who is divested from ownership of the marijuana business by a decision of either the state or local licensing authority.
- (d) The authorized number of Directors is increased.
- (e) At any annual, regular, or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

All vacancies (other than vacancies created by removal of a Director) may be filled by the approval of the board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular, or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section may be filled by the board of Directors. If the board of Directors accepts the resignation of a Director tendered to take effect at a future time, the board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office. In the event of a vacancy in the board of directors, the remaining directors may exercise the powers of the full board until the vacancy is filled.

Section 3.05 Removal. The board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

Section 3.06 Resignation. A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

Section 3.07 Meetings of Directors.

(a) Regular Meetings. A regular annual meeting of the board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The board may provide for other regular meetings from time to time by resolution.

(b) Special Meetings. Special meetings of the board for any purpose or purposes may be called at any time by at least two Directors. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery, or orally. If notice is mailed, it shall be deposited in the United States mail at least four days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) Place of Meetings. Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the board.

(d) Action at Meeting. If a quorum is present when a vote is taken, the vote of a majority of the Directors present is an act of the board of Directors, unless the articles of organization or these bylaws require the vote of a greater number of directors.

(e) Deadlock. In the event the Directors reach a deadlock regarding a decision or action, and such deadlock cannot be resolved by the Directors for a period of thirty (30) days, the Directors shall call a meeting of the shareholders at the earliest available date for the purposes of breaking the deadlock. The decision or action shall be presented to the shareholders at the meeting, and the affirmative vote of the majority of the shareholders represented at the meeting at which a quorum is present, shall be the deciding vote to break the deadlock.

Section 3.08 Electronic Participation. Members of the board may participate in a meeting through conference telephone, electronic video screen communication, or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before

the board, including the ability to propose or object to a specific corporate action, and the Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

Section 3.09 Quorum of and Action by Directors. A majority of the authorized number of Directors constitutes a quorum of the board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the board of Directors, unless G.L. c. 156D or the Articles of Organization require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

Section 3.10 Compensation. Directors may receive compensation for their services, and the board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. Individuals serving as Directors may not receive, whether in connection with the role of Director, officer, employee, or contractor, compensation greater than \$250,000.00 annually until the company realizes an effective annual revenue of at least \$10,000,000.00, calculated by multiplying the past three months' revenue by four. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section. No Director or officer resigning and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no Director or officer removed, shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal, whether his compensation be by the month or by the year or otherwise, unless in the case of a resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide for compensation.

Section 3.11 Action by Directors Without a Meeting. Any action required or permitted to be taken by the board of Directors or any committee thereof under G.L. c. 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the secretary to be filed with the minutes of the proceedings of the board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 3.12 Committees of the Board of Directors. The board of Directors, by resolution adopted by a majority of authorized Directors, may designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the board and to exercise the authority of the board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the board of Directors shall govern meetings and actions of each committee, with

the necessary changes made to substitute the committee and its members for the board of Directors and its members.

A committee of the board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the board or in any committee.
- (c) Fix compensation of the Directors for serving on the board or on any committee.
- (d) Amend or repeal bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the board of Directors that by its terms is not so amendable or repealable.
- (f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Organization or determined by the board.
- (g) Appoint other committees or board members.

The board of Directors, by resolution adopted by the majority of authorized Directors, may designate one or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the board of Directors and the delegation thereto of authority shall not operate to relieve the board of Directors, or any member thereof, of any responsibility imposed by law.

ARTICLE IV OFFICERS

Section 4.01 Positions and Election. The officers of the Corporation shall be elected by the board of Directors and shall be a chair of the board or a President or both, a secretary and a treasurer. At the discretion of the board of Directors, the Corporation may also have other officers, including but not limited to one or more vice Presidents or assistant vice Presidents, one or more assistant secretaries, a chief financial officer, and a chief operations officer, as may be appointed by the board of Directors, with such authority as may be specifically delegated to such officers by the board of Directors. Any two or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the board of Directors held after each annual meeting of shareholders. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the board of Directors.

Section 4.02 Removal and Resignation. Any officer elected or appointed by the board of Directors may be removed with or without cause by the affirmative vote of the majority of the board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the chair, the President, the secretary, or the board.

Section 4.03 Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the board of Directors or by direction of an officer authorized by the board of Directors to prescribe the duties of other officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the board of Directors.

ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 5.01 Indemnification of Officers or Directors. The Corporation shall, to the extent permitted by G.L c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure. The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Organization or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

ARTICLE VI SHARE CERTIFICATES AND TRANSFER

Section 6.01 Share Certificates. Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written

statement of the information required on share certificates pursuant to G.L. c. 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences, and privileges regarding classified shares or a class of shares with two or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i) the chair of the board, if any, a vice chair, if any, the President, or a vice President and (ii) the chief financial officer, an assistant treasurer, the secretary, or any assistant secretary.

Section 6.02 Transfers of Shares. Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment, or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate, and record the transaction upon its books. Except as may be otherwise required by law, by the Articles of Organization or by these bylaws, the Corporation shall be entitled to treat the record holder of shares as shown on its books as the owner of such shares for all purposes, including the payment of dividends and the right to receive notice and to vote with respect thereto, regardless of any transfer, pledge or other disposition of such shares, until the shares have been transferred on the books of the corporation in accordance with the requirements of these bylaws.

Section 6.03 Registered Shareholders. The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts, or giving proxies with respect to those shares.

Section 6.04 Lost, Stolen, or Destroyed Certificates. The board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen, or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen, or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VII CORPORATE RECORDS AND INSPECTION

Section 7.01 Records. The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors, and a record of its shareholders, including names and

addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, board of Directors, and committees of the board of Directors at its principal office, or such other location as shall be designated by the board of Directors from time to time.

Section 7.02 Inspection of Books and Records. The Corporation's accounting books and records and minutes of proceedings of the shareholders, board of Directors, and committees of the board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders, and voting trust certificate holders, in the manner provided by law.

Section 7.03 Certification and Inspection of Bylaws. The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

ARTICLE VIII MISCELLANEOUS

Section 8.01 Checks, Drafts, Etc. All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the board of Directors.

Section 8.02 Fiscal Year. The fiscal year of the Corporation shall commence on January 1 of each year.

Section 8.03 Conflict with Applicable Law or Articles of Organization. Unless the context requires otherwise, the general provisions, rules of construction, and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Organization. Whenever these Bylaws may conflict with any applicable law or the Articles of Organization, such conflict shall be resolved in favor of such law or the Articles of Organization.

Section 8.04 Invalid Provisions. If any one or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

Section 8.05 Emergency Management of the Corporation. In anticipation of or during an emergency, as defined in G.L. c. 156D, § 3.03(d), the board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting, and designation of additional or substitute Directors; provided that such modifications may not conflict with the Articles of Organization.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

(a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent resulting from the emergency.

(b) Relocate the principal office, or designate alternative principal offices or regional offices.

(c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.

(d) Deem that one or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

Section 8.06 Director Conflict of Interest. A conflict of interest transaction is a transaction with the Corporation in which a Director has a material direct or indirect interest (an "Interested Director"). Without limiting the interests that may create conflict of interest transactions, a Director has an indirect interest in a transaction if another entity in which he has a material financial interest or in which he is a general partner is a party to the transaction (a "Related Party"), or if another entity of which he is a Director, officer, or trustee or in which he holds another position is a party to the transaction and the transaction is or should be considered by the board of directors of the Corporation.

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

Section 8.07 Reports. The Corporation shall provide all Shareholders with notice of the availability of annual financial reports of the Corporation before the earlier the annual meeting of Shareholders or 120 days after the close of the fiscal year. Such financial reports shall be prepared and provided to Shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.08 Advisement of Counsel. THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

ARTICLE IX AMENDMENT OF BYLAWS

Section 9.01 Amendment by Shareholders. Shareholders may adopt, amend or repeal bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws, or the Articles of Organization.

Section 9.02 Amendment by Directors. Subject to the rights of shareholders as provided in Section 9.01, and the statutory limitations of G.L. c. 156D, the board of Directors may adopt, amend, or repeal bylaws.

**CERTIFICATE OF SECRETARY
OF
ATLANTIC MEDICINAL PARTNERS, INC., A MASSACHUSETTS CORPORATION**

The undersigned, Stephen Perkins hereby certifies that he is the duly elected and acting Secretary of Atlantic Medicinal Partners, Inc., a Massachusetts corporation (the "**Corporation**"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of the date the Articles of Organization are filed with the Secretary of the Commonwealth of Massachusetts, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 25 day of July, 2018.

ATLANTIC MEDICINAL PARTNERS, INC.

By: _____

Name: Stephen Perkins

Title: Secretary



Business Plan

July 29, 2018

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1. EXECUTIVE SUMMARY

1.1 Mission Statement and Message from the CEO

Founded in 2017, Atlantic Medicinal Partners, Inc. (“AMP”) is a consortium of skilled professionals that are committed to fostering the growth of a robust, inclusive cannabis industry in Massachusetts. Our team values fairness, respect for ideas, and creativity, and is comprised of experts from a diverse range of backgrounds. We strive to cultivate, process, and transport the highest quality cannabis offered in Massachusetts.

1.2 Product

AMP will offer high-grade cannabis and extract products compliant with the guidelines and regulations set out by the Commission. In addition to traditional sativa, indica, and hybrid cannabis flower, AMP will offer a wide range of products and services that will allow AMP to serve customers with a wide variety of needs. Products AMP intends to offer include, but will not be limited to:

1. Topical Salves
2. Creams and Lotion
3. Patches
4. Oral Mucosal/Sublingual Dissolving Tablets
5. Tinctures
6. Oral Sprays
7. Inhalation Ready to Use CO2 Extracted Hash Oils
8. Pre-Dosed Oil Vaporizers
9. Ingestion Capsules
10. Food and Beverages

1.3 Customers

AMP’s target customers include qualified registered patients and consumers who are over the age of 21 in the Fitchburg, Westminster, Ashburnham, Ashby, Townsend, Lunenburg and Leominster areas.

1.4 What Drives Us

AMP’s goals include providing safe and high-grade cannabis and extract products to qualified patients and consumers above the age of 21. AMP also strives to contribute to the local economy and community in which our facilities reside by providing jobs, organizing employee volunteer days and industry specific training classes to prospective employees.

2. COMPANY DESCRIPTION

2.1 Structure

AMP is a Massachusetts domestic for-profit corporation applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate Marijuana Establishments (“**ME**”); specifically a Tier 2 Marijuana Cultivator, a Marijuana Product Manufacturer, and Marijuana Retailers in the Commonwealth.

AMP 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 (in addition to submission of the required fees).

2.2 Operations

AMP intends to be a vertically integrated Medical Marijuana Treatment Center (“**MMTC**”), as well as a Marijuana Cultivator, Marijuana Product Manufacturer, and Marijuana Retailer in the City of Fitchburg.

AMP’s proposed co-located facility will be located in the City of Fitchburg, where AMP has leased a 50,000 square foot facility.

The facility in Fitchburg is well positioned, and it matches the ideal picture of a community dispensary store. Before taking over the facility, it was used as a cold storage facility for paper products and remains in good condition. The business will be launching with one outlet in Fitchburg, but we have plans to open other outlets in key locations in Massachusetts.

AMP will establish inventory controls and procedures for conducting inventory reviews and comprehensive inventories of marijuana products in the process of cultivation and finished, stored marijuana. AMP will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission.

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.

AMP will maintain records, including all records required in any section of 935 CMR 500.000, 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.

AMP 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 shall be no higher than \$5,000 per occurrence.

AMP 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.

AMP 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, AMP will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund to 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 500.000 or the cessation of operation of AMP.

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

AMP has already received:

1. RMD Priority Applicant Status for its Marijuana Establishment license application;
2. Provisional Certificates of Registration for two (2) RMD applications;
3. Letters of Non-Opposition for its RMD operations;
4. Host Community Agreements for its proposed facilities.

2.3 Security

AMP 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.

AMP'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 Fitchburg 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 AMP'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 AMP will maintain a current list of individuals with access.

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

AMP will have a security personnel on-site during business hours.

2.4 Benefits to the Municipality

AMP looks forward to working cooperatively with the City of Fitchburg—which approved Ballot Question 4 in 2016 with 56.7% of the vote—to ensure that AMP operates as a responsible, contributing member of the Fitchburg community. AMP anticipates establishing a mutually beneficial relationship with the City in exchange for permitting AMP to site and operate in Fitchburg. The City stands to benefit in various ways, including but not limited to the following:

- Jobs
 - A cultivation, processing and dispensing facility will add 25-35 full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits
 - A Host Community Agreement with significant monetary donations would provide the City with additional financial benefits beyond local property taxes.
- Access to Quality Product
 - AMP 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 CCC, the Fitchburg Police Department and other municipal departments will have oversight over AMP's security systems and processes.
- Responsibility
 - AMP is comprised of experienced cultivators and professionals who will be thoroughly background checked and scrutinized by the Commission.
- Economic Development
 - AMP's renovation of the 774 Crawford Street property in Fitchburg will revitalize the area surrounding the Fitchburg airport and contribute to the overall economic development of the local community.

2.5 Facility and Zoning

The existing 774 Crawford Street facility encompasses approximately 50,000 square feet with approximately 23,910 square feet dedicated to cultivation and cultivation support, including approximately 413 square feet for the production of MIPs, approximately 2,752 square feet dedicated to dispensing, and approximately 23,654 square feet dedicated to future expansion.

In accordance with Fitchburg's proposed zoning for Marijuana Establishments and existing zoning for Registered Medical Marijuana Dispensaries and Registered Medical Marijuana Manufacturing Facilities, AMP's proposed Marijuana Establishment is located in the Industrial

Zoning District, as well as the Medical Marijuana Dispensary Overlay District (“**MMDO**”), specifically designated for medical and adult-use MMTCs, Marijuana Retailers, Cultivators, and Product Manufacturers.

In accordance with the City of Fitchburg’s Proposed Zoning bylaw at 181.656(5) and existing bylaw at 181.644(e), the AMP facility is located at least three hundred (300) feet distant of a pre-existing public or private school providing education in kindergarten or any of grades 1 through 12, a vocational school, a public or private college, junior college, university or dormitory, a licensed child care facility, a library, a playground, a public park, a youth center, a public swimming pool, a video arcade facility, any facility in which minors commonly congregate, or any residence, including commercial residences such as hotels, motels, lodging houses, etc.

3. MARKET RESEARCH

3.1 Industry

AMP’s proposed location is located in the City of Fitchburg. Surrounding areas include Westminster, Ashburnham, Ashby, Townsend, Lunenburg and Leominster.

3.2 Customers

While cannabis in Massachusetts is predicted to be a \$450MM market in 2018 rising to as much as \$1.2B by 2021, there are still strict restrictions preventing operators from proliferating in the market. Out of the approximately 100 dispensaries with provisional certificates, only 35 are in operation.

At least 189 of the state’s 351 municipalities have barred recreational marijuana operations. However, once players have established themselves in the space, there will be little room for new entry and low motivation for legislators to change a functioning status quo. This offers excellent potential for those who can effectively bring a solution to market.

3.3 Competitors

AMP’s main competitors include Central Avenue Compassionate Care in Ayer and Natural Selections in Fitchburg.

3.4 Competitive Advantage

AMP’s competitive advantages over their competition include a team of executives who have decades of combined experience thriving in highly competitive retail markets. Additionally, all executives have extensive experience in the sale of high value products sold to both consumers and businesses.

In every business, there is competition; however, the retail cannabis industry is known to be especially competitive. AMP possesses several strengths which will allow us to stand apart from our competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the services offered, the location of the dispensary, discounts offered for the

products, and to some extent, the branding of the business.

3.5 Regulations

AMP is applying to become a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

AMP will be registered to do business in the Commonwealth as a domestic for-profit corporation in compliance with 935 CMR 500.000 and maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

AMP will apply for all state and local permits and approvals required to renovate and operate the facility.

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

AMP's proposed facility will cultivate, produce, extract and dispense high-grade cannabis.

4. PRODUCT / SERVICE

4.1 Product & Service

AMP strives to provide a great customer experience by training staff on communication skills, company culture and best practices for resolving customer service issues. Through this training, a higher quality of customer service will be achieved. Additionally, AMP will offer customers a unique retail experience by using technology to showcase products and a beautifully designed interior retail space.

AMP's cultivation space will utilize energy efficient lighting and HVAC systems in an effort to reduce any environmental impact.

Through the use of a state of the art Apeks Supercritical CO2 extraction system, AMP will have the ability to manufacture a wide range of extract products.

Our core product as a marijuana cultivator will be marijuana in flower form, which will come in a variety of strains and product types. We will also engage in the sale of MIPs.

4.2 Pricing Structure

AMP has a distinct advantage over retailers that are not vertically integrated with a cultivation center. It is AMP's expectation that non-vertically integrated retailers will face product shortages and spiking prices due to increased market demand in the new adult-use market.

5. MARKETING & SALES

5.1 Growth Strategy

AMP's plan to grow the company includes hosting community events, engaging adult-use consumers via social media, creating a unique retail destination, and creating unique products that appeal to an ever-evolving demographic.

5.2 Communication

AMP will engage in reasonable marketing, advertising, and branding practices that are not otherwise prohibited in 935 CMR 500.105(4)(b) 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 shall include the statement "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and shall include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the face of the advertisement.

All marketing, advertising and branding produced by or on behalf of AMP shall include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(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."

AMP will communicate with our customers by www.ampma.org, Facebook, telephone and opt-in email lists.

AMP will also 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.

5.3 Sales

AMP will sell its product and service by analyzing market trends and creating products that meet the demands of the ever-changing cannabis market. AMP will further promote its brand by utilizing a proprietary state of the art ecommerce platform currently under development.

AMP 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 shall

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.” AMP will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package shall 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.

5.4 Logo

AMP has developed a logo to be used in labeling, signage, and other materials such as letterhead and distributed materials.

The logo is discreet, unassuming, and does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis or marijuana. A sample of the logo can be found below:



6. FINANCIAL PROJECTIONS

6.1 Projections for Fitchburg Facility

The 774 Crawford Street facility will be a co-located dispensing, cultivation, and production facility. The cultivation and product manufacturing operations will also supply AMP's additional dispensing facilities (which are not factored into these projections) and will wholesale marijuana and marijuana products to other Marijuana Establishments.

Fiscal Year	FIRST OPERATIONAL YEAR PROJECTIONS	SECOND OPERATIONAL YEAR PROJECTIONS	THIRD OPERATIONAL YEAR PROJECTIONS
	2019	2020	2021
Projected Revenue	\$ 11,400,000	\$ 19,880,000	\$ 21,000,000
Projected Expenses	\$ 7,000,000	\$ 1,850,000	\$ 2,000,000
VARIANCE:	\$ 4,400,000	\$ 18,030,000	\$ 19,000,000
Number of unique customers for the year	1,000	1,100	1,265
Number of customer visits for the year	16,000	26,400	30,360
Projected % of customer growth rate annually	---	10%	15%
Estimated purchased ounces per visit	.5	.5	.5
Estimated cost per ounce (retail)	\$ 350.00	\$ 325.00	\$ 300.00
Estimated cost per ounce (wholesale)	\$ 250.00	\$ 225.00	\$ 200.00
Total FTEs in staffing	25	35	35
Total marijuana inventory for the year (in lbs.)	2442	3650	3750
Total marijuana sold for the year (in lbs.)	2300	3550	3600
Total marijuana left for roll over (in lbs.)	142	100	150

7. TEAM

7.1 General

AMP has put together a team to implement the operations of the Marijuana Establishment. AMP's board of director's have decades of experience in running successful businesses in the Commonwealth.

AMP intends to create 25-35 full-time staff positions within the first three years of operations in Fitchburg.

No individual on the AMP team is a controlling person over more than three licenses in a particular class of license.

7.2 CEO / COO / CFO

Stephen Perkins is a Founder and the Chief Executive Officer (CEO) of Atlantic Medicinal Partners, Inc. Stephen is also the Founder and Chief Operating Officer (COO) of Big Time Wrestling ("BTW"), a sports promotion firm that produces wrestling events. As COO of BTW, Stephen supervises over 100 independent contractors who work to ensure that each wrestling match, whether for profit or a non-profit fundraiser, is properly promoted and conducted so that both the athletes and fans enjoy a safe and entertaining event. Stephen is also responsible for ensuring that BTW is properly bonded, insured, and fully compliant with the laws and regulations of any licensing commission.

The Chief Operating Officer (COO) of AMP is Jeff Perkins, an accomplished software developer who has extensive experience in developing database products that track high value products in real time. Additionally, through his skills developed as a licensed real estate agent in Massachusetts, Jeff has been able to locate properties for AMP's operations that have a positive impact on surrounding neighbors and the community.

The Chief Financial Officer (CFO) of AMP, Frank Cieri will leverage his expertise with cutting-edge technology to help AMP establish and operate its sophisticated inventory management system that will tag and track every seed, plant, and product, and report their status in a CCC approved POS system. Additionally, Frank will arrange financing, negotiate leases, and oversee manufacturing costs and sales, as well as the financial health of AMP.

7.3 Head of Security & Head of Cultivation

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

- Be responsible for implementing policies with the Cultivation Facility.
- Coordinate space assignments.
- Receive and review work requests.
- Coordinate repairs and maintenance.
- Responsible for supervision and training of agents.

- Provide mandatory training for new agents.
- Maintain a record of space allocations.
- Work with Greenhouse Technician to promote successful operations in the Cultivation Facility.
- Program and monitor Environmental Control System (DDC).
- Maintain a database of environmental controls and conditions.
- Adjust DDC for optimum efficiency of operation.
- Provide pesticide recommendations and ensure Integrated Pest Management (IPM) Program is sufficient.

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

- Provide general training to AMP 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 AMP facility, including cash and product storage vaults, surveillance and network equipment room, and other highly sensitive areas of the AMP facility;
- Lead a working group comprised of the Chief Executive Officer, Chief Operating Officer, Head of Security, Head of Cultivation, and any other designated advisors to ensure the current policies and procedures are properly implemented, integrated, effective, and relevant to ensure the safety of AMP 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 Fitchburg Police and Fire Department.



PLAN FOR OBTAINING LIABILITY INSURANCE

Atlantic Medicinal Partners, Inc. (“AMP”) plans to contract with an insurance provider 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. AMP will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, AMP will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow replenished within 10 business days. AMP will keep reports documenting compliance with 935 CMR 500.105(10).



PLAN FOR SEPARATING RECREATIONAL FROM MEDICAL OPERATIONS

Atlantic Medicinal Partners, Inc. (“AMP”) has developed plans to ensure virtual and physical separation between medical and adult-use marijuana operations in accordance with 935 CMR 500.101(2)(e)(4).

Using a seed-to-sale and Point of Sale (POS) software system approved by the Commission, AMP will virtually separate medical and adult-use operations by designating at the point of sale whether a particular marijuana product is intended for sale to a registered patient/caregiver or a verified consumer 21 years of age or older. All inventory and sales transactions will be carefully tracked and documented in these software systems.

In compliance with 935 CMR 500.140(10), AMP will ensure that registered patients have access to a sufficient quantity and variety of marijuana and marijuana products to meet their medical needs. For the first 6 months of operations, 35% of AMP’s marijuana product inventory will be marked for medical use and reserved for registered patients. Thereafter, a quantity and variety of marijuana products for patients that is sufficient to meet the demand indicated by an analysis of sales data collected during the preceding 6 months will be marked and reserved for registered patients.

As AMP intends to co-locate its adult-use operations in Fitchburg, marijuana products reserved for registered patients will be maintained on site in an area separate from marijuana products intended for adult use. AMP may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product’s date of expiration.

In addition to virtual separation, AMP will provide for physical separation between the area designated for sales of medical marijuana products to patients/caregivers, and the area designated for sales of adult-use marijuana products to individuals 21 years of age or older. Within the sales area, a temporary or semi-permanent barrier, such as a stanchion or other divider, will be installed to create separate, clearly marked lines for patients/ caregivers and adult-use consumers. Trained marijuana establishment agents will verify the age of all individuals, as well the validity of any Medical Use of Marijuana Program ID Cards, upon entry to the facility and direct them to the appropriate queue.

Access to the adult-use marijuana queue will be limited to individuals 21 years of age or older, regardless if the individual is registered as a patient/caregiver. Registered patients under the age of 21 will only have access to the medical marijuana queue. Registered patients/caregivers 21 years of age or older will be permitted to access either queue and will not be limited only to the medical marijuana queue.

AMP will have a private area separate from the sales floor to allow a registered patient/caregiver to meet with a trained marijuana establishment agent for confidential consultations about the medical use of marijuana.



PLAN FOR RESTRICTING ACCESS TO AGE 21 AND OLDER

Pursuant to 935 CMR 500.050(5)(b), Atlantic Medicinal Partners, Inc. (“AMP”) will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Program ID Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, an AMP 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 the event AMP discovers any of its agents intentionally or negligently sold or diverted 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). AMP 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), AMP 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. AMP 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. AMP 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), AMP 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. AMP’s website will require all online visitors to verify they

are 21 years of age or older prior to accessing the website, in accordance with 935 CMR 500.105(4)(b)(13).



QUALITY CONTROL AND TESTING

Quality Control

Atlantic Medicinal Partners, Inc. (“AMP”) will comply with the following sanitary requirements:

1. Any AMP 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 AMP 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. AMP’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 AMP’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. AMP’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. AMP 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. AMP’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. AMP’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. AMP’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;

9. AMP 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. AMP will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. AMP'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. AMP will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. AMP 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. AMP 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.

AMP'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).

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

AMP 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 AMP 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.

AMP will process marijuana in a safe and sanitary manner. AMP 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

AMP 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 AMP'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 AMP'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.

AMP'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.

AMP 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 AMP'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 AMP for disposal or by the Independent Testing Laboratory disposing of it directly.



PERSONNEL POLICIES INCLUDING BACKGROUND CHECKS

Overview

Atlantic Medicinal Partners, Inc. (“AMP”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. AMP will keep, at a minimum, the following personnel records:

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

Job Descriptions

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 AMP, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to AMP 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 AMP facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the AMP 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 AMP 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 AMP's security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the AMP 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 AMP 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 AMP facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort AMP 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 seed-to-sale tracking system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring AMP's policies and procedures for waste disposal are adhered to.

Human Resources Manager: The Human Resources Manager at AMP will support the executive management team on a day-to-day basis to effectively implement all personnel policies and procedures for AMP, including hiring processes. The Human Resources Manager will:

- Oversee hiring and release of AMP agents;
- Review and revise AMP personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for AMP 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 the seed-to-sale tracking system;
- 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 AMP. This includes, but is not limited to:

- Managing inventory and par-levels of all concentrate and marijuana products, including integration into the seed-to-sale tracking system;
- 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 AMP 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 AMP 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 AMP;
- Properly setting up product displays pursuant to AMP policies and procedures;
- Executing and enforcing compliance with Commission regulations and AMP policies and procedures;
- Understanding sales transactions using the seed-to-sale tracking system;
- 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

Personnel records for each agent will be maintained for at least twelve (12) months after termination of the agent’s affiliation with AMP 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 be only accessible to the agent’s manager or members of the executive management team.

Staffing Plan and Business Hours

Hiring and Recruitment

AMP’s Human Resource Manager will engage the executive management team and management staff on a regular basis to determine if vacancies are anticipated or whether specific positions need to be created in response to company needs. AMP’s hiring practices will include but are not limited to the following and apply to all types of working situations including hiring, firing, promotions, harassment, training, wages and benefits:

- Equal Employment Opportunity Commission (EEOC) Compliance;
- AMP’s Diversity Plan and Community Initiatives;
- AMP’s 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;
- State and Federal Minimum Wage Requirements; and
- Non-Disclosure and Non-Complete Agreements

Standards of Conduct

AMP is committed to maintaining an environment conducive to the health and wellbeing of customers and employees. It is AMP’s mission to provide a professional workplace free from harassment and discrimination for employees. AMP will not tolerate harassment or discrimination on the basis of sex, race, color, 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 AMP’s 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. All harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at AMP employees or customers also is 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 on site by employees, customers, or other parties. Employees found carrying weapons on AMP facilities will be immediately terminated. Customers found carrying weapons 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 AMP 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

Monday: 8:00 a.m. – 8:00 p.m.
Tuesday: 8:00 a.m. – 8:00 p.m.
Wednesday: 8:00 a.m. – 8:00 p.m.
Thursday: 8:00 a.m. – 8:00 p.m.
Friday: 8:00 a.m. – 8:00 p.m.
Saturday: 8:00 a.m. – 8:00 p.m.
Sunday: 8:00 a.m. – 8:00 p.m.

Overview of Personnel Policies and Procedures

Standard Employment Practices

AMP values the contributions of its management and staff positions. AMP 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.

Written Policies

AMP's 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, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et. Sq., 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, HIPAA, patient confidentiality, and compliance hotline.

Investigations

AMP 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

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

Job Status

Job Classifications

Positions at AMP 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 required personnel will be notified of their required attendance. Certain personnel, such as house-keeping staff, may not be required to attend. Each department will have a mandatory weekly meeting schedule by the department manager. The department managers will provide agendas for all meeting 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 6-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 the employee's overall performance.

Leave Policies

AMP 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 2 weeks in advance and approved by the employee's department manager. AMP will determine which holidays will be observed and which departments will not be required to work. AMP will offer paid maternity leave. Additional leave will not be paid and must be approved by the department manager.

AMP anticipates observing the following holidays:

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

Disciplinary Policies

Purpose

AMP's discipline policy and procedure is 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 AMP's discipline policy and procedure have been designed consistent with AMP's organizational values, best practices, and employment laws.

AMP reserves the right to combine or skip steps depending upon 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 depend upon whether the offense is repeated despite coaching, counseling, and/or training; the employee's work record; and the impact the conduct and performance issues have on AMP's 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 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, AMP 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 and/or conduct 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 written warning.

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 this progressive discipline policy and procedure are subject to approval from a next-level manager and the Human Resources Manager.

Depending upon the seriousness of the infraction, the 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 the discipline is administered without jeopardizing the FLSA exemption status.

Pay may be restored to the 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 procedure is a recommendation to terminate employment. Generally, AMP will try to exercise the progressive nature 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, AMP reserves the right to combine and skip steps depending upon the circumstances of each situation and the nature of the offense. Furthermore, employees 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 AMP and its employees.

Appeal Process

Employees will have the opportunity to present information that may challenge information management has used to issue disciplinary action. The purpose of this process is to provide insight into extenuating circumstances that may have contributed to the employee performance and/or conduct issues while allowing for an equitable solution.

If the employee does not present this information during any of the step meetings, he or she will have five business days after that meeting to present information.

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

The employee will be provided copies of all progressive discipline documentation, including all performance improvement plans. 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 AMP, his or her supervisor must contact the Human Resources Manager to schedule an exit interview, typically to take place on employee's last workday.

Types of Separation

1. Resignation

Resignation is a voluntary act initiated by the employee to end employment with AMP. 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 his or her department director and the Human Resources Manager in writing at least one (1) month before planned retirement date. It is the practice of AMP 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 his or her supervisor for two (2) consecutive workdays will be considered to have abandoned the 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 AMP 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 on the employee's last day of work or other 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 some items may result in deductions from final paycheck. An employee will be required to sign the Wage Deduction Authorization Agreement to deduct the costs of such items from the final paycheck.

Termination of Benefits

An employee separating from AMP 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, AMP believes that it is in the best interest of both the organization and AMP's employees to fairly compensate its workforce for the value of the work provided. It is AMP's 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 AMP, 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 and will give final approval for the compensation system that will be used by AMP.

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, bonus, variable based or incentive-based pay, and all other related expenses, including benefit plans.

Management Responsibility

1. The CEO is charged with ensuring that AMP 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.

Agent Background Checks

- In addition to completing the Commission's agent registration process, all agents hired to work for AMP will undergo a detailed background investigation prior to being granted access to an AMP facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for AMP 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), AMP 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, AMP 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, AMP 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, AMP 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 AMP 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 AMP or the Commission.



RECORDKEEPING PROCEDURES

General Overview

Atlantic Medicinal Partners, Inc. (“AMP”) 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 AMP documents. Records will be stored at AMP 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 AMP 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 AMP’s quarter-end closing procedures. In addition, AMP’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 AMP, 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 AMP 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
 - AMP 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
 - AMP will use a point-of-sale (POS) system approved by the Commission to maintain real-time inventory. The POS system will meet 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, AMP 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 AMP 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, AMP 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 AMP agents present during the disposal or handling, with their signatures. AMP 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
 - AMP 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 AMP closes, all records will be kept for at least two (2) years at AMP's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, AMP 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 AMP'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 AMP'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 AMP 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 AMP, 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 AMP's website.
- Policies and procedures for the handling of cash on AMP 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

AMP 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

Atlantic Medicinal Partners, Inc.'s (“AMP”) 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 date, 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.



DIVERSITY PLAN

Atlantic Medicinal Partners, Inc. (“AMP”) believes in creating and sustaining a robust policy of inclusivity and diversity. AMP recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. AMP is dedicated to creating a diverse culture with a commitment to equal employment opportunity for all individuals. AMP’s diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations. AMP will make every effort to employ and advance in employment qualified and diverse people at all levels within the company.

AMP’s executives and leadership are committed to successful implementation of AMP’s Diversity Plan. AMP’s executive management team believes that increased diversity will provide AMP with a richer perspective and approach to its business.

AMP believes in creating and sustaining a robust policy of inclusivity and diversity because AMP recognizes that diversity in the workforce is key to the integrity of a company’s commitment to the community where it is established. Coupled with that vision, AMP also wants to ensure that its customers see themselves in the makeup of AMP’s employees.

AMP’s comprehensive diversity empowerment plan is a pillar of its purpose-driven company. To better serve AMP’s customers, AMP aims to create an environment where personal identities, race, military service, sexual orientation, and heritage are utilized, celebrated, and valued. AMP’s diversity initiatives and strategies are designed to attract, develop, and advance the most talented individuals regardless of their race, sexual orientation, religion, age, gender, disability status, or any other dimension of diversity.

Diversity Recruitment and Sourcing

AMP will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. AMP will develop strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve AMP customers’ needs. These strategic corporate initiatives may include:

- Hosting career fairs in underrepresented and minority communities;
- Provide cultural training on cultural sensitivity and recognizing unconscious bias; and

- Using suppliers who are also committed to diversity and inclusion.

AMP's recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Developing relationships with organizations serving minorities, women, people of all gender identities and sexual orientations, veterans, and persons with disabilities for employment referrals;
- Providing briefings to representatives from recruitment sources concerning current and future job openings;
- Encouraging employees from diverse groups to refer applicants for employment;
- Participating in career day programs and encouraging AMP's diverse employees to participate whenever possible;
- Establishing recruitment efforts at higher learning institutions, and institutions with special programs that reach diverse people;
- Developing relationships with community child care, housing, transportation, and other programs designed to improve employment opportunities for diverse persons;
- Ensuring that job openings are sent to community partners; and
- Utilizing Zip Recruiter to reach over 100 online career and job websites, as well as social media.

Employee Retention, Training and Development

AMP will offer promotions, career counseling, and training to provide all employees with equal opportunity for growth and to decrease turnover. AMP will ensure that all employees are given equal opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions. AMP will ensure that all employees receive equal opportunity for career counseling, counsel employees on advancement opportunities, and provide training programs to assist them in career development. AMP will instruct managers and supervisors to refer employees seeking career counseling to the Human Resources Manager.

AMP's diversity awareness training emphasizes AMP's zero-tolerance commitment of harassment and discrimination and AMP's strict adherence to take corrective action should any issues, concerns, or complaints arise. All AMP employees are required to complete the diversity awareness training program during employee orientation. Training will begin immediately upon hiring, and all new employees will be required to participate in an orientation program that will introduce and stress the importance of the Diversity Plan.

Upon completion of the orientation program, new hires will be equipped to describe, discuss, and implement the Diversity Plan. Following successful completion of the general orientation program, employees will undergo additional diversity training that will be tailored to the employee's specific job function. All employees will also be required to undergo ongoing

diversity training to ensure knowledge of newly determined best practices and policies and continued familiarity and compliance with the Diversity Plan.

Awareness of Diversity Plan goals and AMP's efforts to create an open culture with zero tolerance for discrimination, harassment, or retaliation, is crucial to AMP's success. Management, staff, associates, vendors, contractors, and the general public all benefit from being informed of the Diversity Plan objectives and procedures. Dissemination of information of the Diversity Plan includes the following:

- Inclusion of AMP's Equal Employment Opportunity and Reasonable Accommodation statement in the Employee Handbook;
- Inclusion of AMP's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose AMP's goal for a diverse workforce;
- Postings in suitable areas for employee communication;
- Diversity training programs for all employees;
- Quarterly progress evaluation meetings with appropriate personnel; and
- Formal presentations made to management and employees on diversity initiatives.

Strategic Partnerships, Suppliers and Vendors

AMP will develop strategic investment partnerships with diverse individuals, minority-owned businesses, and businesses owned by other disadvantaged groups. AMP will partner with local organizations focused on inclusion and opportunity for minorities, women, veterans, groups concerned with persons with disabilities, and people of all gender identities and sexual orientations.

AMP will promote diversity and support the local economy through purchasing goods and services from vendors, contractors, and professional service providers that are owned and operated by individuals that have cultural and ethnically diverse characteristics. In selecting potential contractors, subcontractors, vendors and suppliers, AMP will first contract with small and diverse businesses. AMP's goal is to maintain diverse organization, vendor, and contractor spending at or above 20% of total related expenses.

External communication efforts that align with AMP's Diversity Plan will include:

- Advertising in employment and business sections of appropriate types of media;
- Participating in employment and business notification programs; and
- Distribution of literature to organizations actively supportive of minorities, women, disabled persons, the LGBTQ community, and veterans.

Measuring Progress

AMP will establish a Diversity Committee (the “Committee”) to assist the executive management team and the Human Resources Manager with the implementation and growth of the Diversity Plan. The initial members of the Committee will be selected based on their diverse status and their personal commitments to diversity. Additional members of the Committee may be added at the discretion of AMP’s executive management team.

The Committee will be responsible for:

- Developing Equal Employment Opportunity (EEO) statements, policies, programs, and internal and external communication procedures in support of the goals of the Diversity Plan;
- Assisting in the identification of problematic areas for EEO, including receiving, reviewing, and resolving any complaints of discrimination or other non-compliance with regards to equal opportunity and fair treatment of all employees;
- Assisting management in arriving at effective solutions to problems regarding issues of diversity and inclusion;
- Designing and implementing internal reporting systems that measure the effectiveness of programs designed to support a company culture that fosters diversity;
- Keeping the company informed of equal opportunity progress through quarterly reports;
- Reviewing the Diversity Plan with management at all levels of AMP to ensure that the Diversity Plan is understood; and
- Auditing AMP’s internal and external job postings to ensure information is in compliance with AMP’s diversity policies and procedures.

The Human Resources Manager at AMP will be responsible for auditing the Diversity Plan. The audit report setting forth the Company’s performance in fulfilling the goals of the Plan will contain:

- Employment data, including information on minority, women, disabled, and veteran representation in the workforce in all job classifications; average salary ranges; recruitment and training information (all job categories); and retention and outreach efforts;
- The total number and value of all contracts and/or subcontractors awarded for goods and services;
- An identification of each subcontract actually awarded to a member of a diverse group and the actual value of such subcontract;
- A comprehensive description of all efforts made by AMP to monitor and enforce the Diversity Plan;
- Information on diverse group investment, equity ownership, and other ownership or employment opportunities initiated or promoted by AMP;

- Other information deemed necessary or desirable by the Commission to ensure compliance with the rules and regulations governing marijuana establishments in Massachusetts; and
- When available, a workforce utilization report including the following information for each job category at AMP:
 - The total number of persons employed;
 - The total number of men employed;
 - The total number of women employed;
 - The total number of veterans;
 - The total number of service-disabled veterans; and
 - The total number of members of each racial minority employed.



QUALIFICATIONS AND TRAINING

Atlantic Medicinal Partners, Inc. (“AMP”) will ensure that all employees hired to work at an AMP 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.

AMP will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that AMP discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and AMP 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 AMP’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 AMP’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. AMP’s new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. AMP’s owners, managers, and employees will then successfully complete the program once every year thereafter. AMP 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. AMP'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, AMP'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.