



Massachusetts Cannabis Control Commission

Public Record Request

Marijuana Retailer

General Information:

License Number: MR282160
Original Issued Date: 07/22/2020
Issued Date: 07/22/2020
Expiration Date: 07/22/2021
Payment Received: \$10000 Payment Required: \$10000

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: The Botanist, Inc. Federal Tax Identification Number EIN/TIN: [REDACTED]
Phone Number: 207-232-3745 Email Address: c.tolford@acreageholdings.com
Business Address 1: 200 Portland Street Business Address 2: 5th Floor
Business City: Boston Business State: MA Business Zip Code: 02114
Mailing Address 1: 200 Portland Street Mailing Address 2: 5th Floor
Mailing City: Boston Mailing State: MA Mailing Zip Code: 02114

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: RP201860

RMD INFORMATION

Name of RMD: The Botanist, Inc.
Department of Public Health RMD Registration Number:
Operational and Registration Status: Obtained Final Certificate of Registration and is open for business in Massachusetts
To your knowledge, is the existing RMD certificate of registration in good standing?: yes
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Date generated: 09/01/2020

Person with Direct or Indirect Authority 1

Percentage Of Ownership:	Percentage Of Control: 33.3		
Role: Director	Other Role: President, Treasurer, Secretary		
First Name: Kevin	Middle Name:	Last Name: Murphy	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:	Percentage Of Control: 33.3		
Role: Director	Other Role: Vice President		
First Name: Christopher	Middle Name: W	Last Name: Tolford	Suffix:
Gender: Male	User Defined Gender:		
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)			
Specify Race or Ethnicity:			

Person with Direct or Indirect Authority 3

Percentage Of Ownership:	Percentage Of Control: 33.3		
Role: Director	Other Role: Vice President		
First Name: Jovan	Middle Name: Antonio	Last Name: Bethell	Suffix:
Gender: Male	User Defined Gender:		
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali)			
Specify Race or Ethnicity:			

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Acreage Holdings, Inc.	Entity DBA:	DBA City:
Entity Description: Acreage Holdings, Inc., formerly known as High Street Capital Partners, LLC, is the sole shareholder of The Botanist, Inc.		
Foreign Subsidiary Narrative: Acreage Holdings, Inc. ("Acreage") is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.		
Entity Phone: 207-232-3745	Entity Email: c.tolford@acreageholdings.com	Entity Website:
Entity Address 1: 366 Madison Ave	Entity Address 2: 11th Floor	
Entity City: New York	Entity State: NY	Entity Zip Code: 10017
Entity Mailing Address 1: 366 Madison Ave	Entity Mailing Address 2: 11th Floor	
Entity Mailing City: New York	Entity Mailing State: NY	Entity Mailing Zip Code: 10017
Relationship Description: Acreage is the sole shareholder of The Botanist, Inc. Acreage is a publicly traded company that trades on the Canadian Securities Exchange. Acreage does not have a majority shareholder.		

CLOSE ASSOCIATES AND MEMBERS

Close Associates or Member 1

First Name: Robert	Middle Name:	Last Name: Daino	Suffix:
Date generated: 09/01/2020		Page: 2 of 18	

Describe the nature of the relationship this person has with the Marijuana Establishment: Mr. Daino is the Chief Executive Officer.

Close Associates or Member 2

First Name: Francis Middle Name: Last Name: Matthews Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Mr. Matthews is the Director of Security.

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

Entity Contributing Capital 1

Entity Legal Name: The Botanist, Inc.

Entity DBA:

Email: c.tolford@acreageholdings.com Phone: 207-232-3745

Address 1: 200 Portland Street

Address 2: 5th Floor

City: Boston

State: MA

Zip Code: 02114

Types of Capital: Monetary/Equity

Other Type of Capital:

Total Value of Capital Provided: \$20000

Percentage of Initial Capital: 100

Capital Attestation: Yes

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

Business Interest in Other State 1

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

Owner First Name: Acreage

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Holdings, Inc.

Entity State Business Identification Number: 201615810075

Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]

Entity Legal Name: HSRC NorCal, LLC

Entity DBA:

Entity Description: Provides consulting services to CWG Botanicals, Inc.

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 2804 GATEWAY OAKS DR, STE 100

Entity Address 2:

Entity City: Sacramento

Entity State: CA

Entity Zip Code: 95833

Entity Country: United States

Entity Mailing Address 1: 2804 GATEWAY OAKS DR, STE 100

Entity Mailing Address 2:

Entity Mailing City: Sacramento

Entity Mailing State: CA

Entity Mailing Zip Code:

95833

Entity Mailing Country: United

States

Business Interest in Other State 2

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

Owner First Name: Acreage

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Holdings, Inc.

Entity State Business Identification Number: MMDF.0000003

Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]

Entity Legal Name: D&B Wellness LLC

Entity DBA:

Entity Description: Dispensary

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 4 Garella Road

Entity Address 2:

Entity City: Bethel	Entity State: CT	Entity Zip Code: 06801	Entity Country: United States
Entity Mailing Address 1: 4 Garella Road		Entity Mailing Address 2:	
Entity Mailing City: Bethel	Entity Mailing State: CT	Entity Mailing Zip Code: 06801	Entity Mailing Country: United States

Business Interest in Other State 3

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

Owner First Name: Acreage Holdings, Inc.	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: MMDF. 0000004		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Prime Wellness of Connecticut, LLC		Entity DBA:	
Entity Description: Dispensary		Entity Website:	
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Address 2:	
Entity Address 1: 75 John Fitch Blvd.		Entity Zip Code: 06074	Entity Country: United States
Entity City: South Windsor		Entity Mailing Address 2:	
Entity Mailing Address 1: 75 John Fitch Blvd.		Entity Mailing Zip Code: 06074	Entity Mailing Country: United States
Entity Mailing City: South Windsor		Entity Mailing State: CT	

Business Interest in Other State 4

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: DISP. 000024		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: NCC, LLC		Entity DBA:	
Entity Description: Dispensary		Entity Website:	
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Address 2:	
Entity Address 1: 975 Rohlwing Road		Entity Zip Code: 60008	Entity Country: United States
Entity City: Rolling Meadows		Entity Mailing Address 2:	
Entity Mailing Address 1: 975 Rohlwing Road		Entity Mailing Zip Code: 60008	Entity Mailing Country: United States
Entity Mailing City: Rolling Meadows		Entity Mailing State: IL	

Business Interest in Other State 5

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: TML17-0000758		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: In-Grown Farms, LLC		Entity DBA:	
Entity Description: Cultivator			

Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 3597 E Colby Rd		Entity Address 2:	
Entity City: Freeport	Entity State: IL	Entity Zip Code: 61032	Entity Country: United States
Entity Mailing Address 1: 3597 E Colby Rd		Entity Mailing Address 2:	
Entity Mailing City: Freeport	Entity Mailing State: IL	Entity Mailing Zip Code: 61032	Entity Mailing Country: United States

Business Interest in Other State 6

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 2018-M02		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Iowa Relief, LLC		Entity DBA:	

Entity Description: Cultivator , Manufacturer

Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 1420 26th Ave Court SW		Entity Address 2:	
Entity City: Cedar Rapids	Entity State: IA	Entity Zip Code: 52404	Entity Country: United States
Entity Mailing Address 1: 1420 26th Ave Court SW		Entity Mailing Address 2:	
Entity Mailing City: Cedar Rapids	Entity Mailing State: IA	Entity Mailing Zip Code: 52404	Entity Mailing Country: United States

Business Interest in Other State 7

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: D-18-00043		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: MD Medicinal Research & Caring, LLC		Entity DBA: The Botanist	

Entity Description: Dispensary

Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 7175 Security Blvd, Ste. 102		Entity Address 2:	
Entity City: Baltimore	Entity State: MD	Entity Zip Code: 21244	Entity Country: United States
Entity Mailing Address 1: 7175 Security Blvd, Ste. 102		Entity Mailing Address 2:	
Entity Mailing City: Baltimore	Entity Mailing State: MD	Entity Mailing Zip Code: 21244	Entity Mailing Country: United States

Business Interest in Other State 8

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 20190493FC		Entity Federal Tax Identification Number (EIN/TIN) or Foreign	

Entity Legal Name: THE WELLNESS & PAIN MANAGEMENT CONNECTION, LLC

Entity Description: Provides consulting services to Northeast Patients Group

Entity Phone: 646-600-9181 Entity Email: info@acreageholdings.com Entity Website:

Entity Address 1: 67 Centre Street Entity Address 2:

Entity City: Bath Entity State: ME Entity Zip Code: 04530 Entity Country: United States

Entity Mailing Address 1: 45 Memorial Circle Entity Mailing Address 2:

Entity Mailing City: Augusta Entity Mailing State: ME Entity Mailing Zip Code: 04330 Entity Mailing Country: United States

Business Interest in Other State 9

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

Owner First Name: Acreage Holdings, Inc Owner Middle Name: Owner Last Name: Owner Suffix:

Entity State Business Identification Number: 720054 Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID:

Entity Legal Name: Prime Alternative Treatment Center Consulting, LLC Entity DBA:

Entity Description: Provides consulting services to Prime Alt. Treatment Center, Inc.

Entity Phone: 646-600-9181 Entity Email: info@acreageholdings.com Entity Website:

Entity Address 1: 107 Storrs Street Entity Address 2:

Entity City: Concord Entity State: NH Entity Zip Code: 03301 Entity Country: United States

Entity Mailing Address 1: 107 Storrs Street Entity Mailing Address 2:

Entity Mailing City: Concord Entity Mailing State: NH Entity Mailing Zip Code: 03301 Entity Mailing Country: United States

Business Interest in Other State 10

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

Owner First Name: Acreage Holdings, Inc Owner Middle Name: Owner Last Name: Owner Suffix:

Entity State Business Identification Number: 0101013791 Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID:

Entity Legal Name: Compassionate Care Foundation Inc. Entity DBA:

Entity Description: Dispensary, Cultivator

Entity Phone: 646-600-9181 Entity Email: info@acreageholdings.com Entity Website:

Entity Address 1: 100 Century Dr. Entity Address 2:

Entity City: Egg Harbor Township, Entity State: NJ Entity Zip Code: 08234 Entity Country: United States

Entity Mailing Address 1: 100 Century Dr. Entity Mailing Address 2:

Entity Mailing City: Egg Harbor Township Entity Mailing State: NJ Entity Mailing Zip Code: 08234 Entity Mailing Country: United States

Business Interest in Other State 11

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: MM0602D		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 192 Seneca Street		Entity Address 2:	
Entity City: Buffalo	Entity State: NY	Entity Zip Code: 14204	Entity Country: United States
Entity Mailing Address 1: 192 Seneca Street		Entity Mailing Address 2:	
Entity Mailing City: Buffalo	Entity Mailing State: NY	Entity Mailing Zip Code: 14204	Entity Mailing Country: United States

Business Interest in Other State 12

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: MM0603D		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 247 Dunning Rd		Entity Address 2:	
Entity City: Wallkill	Entity State: NY	Entity Zip Code: 10940	Entity Country: United States
Entity Mailing Address 1: 247 Dunning Rd		Entity Mailing Address 2:	
Entity Mailing City: Wallkill	Entity Mailing State: NY	Entity Mailing Zip Code: 10940	Entity Mailing Country: United States

Business Interest in Other State 13

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: MM0604D		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 138-72 Queens Blvd		Entity Address 2:	
Entity City: Jamaica	Entity State: NY	Entity Zip Code: 11435	Entity Country: United States
Entity Mailing Address 1: 138-72 Queens Blvd		Entity Mailing Address 2:	

Entity Mailing City: Jamaica	Entity Mailing State: NY	Entity Mailing Zip Code: 11435	Entity Mailing Country: United States
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Business Interest in Other State 14

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: MM0605D		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 2365 Broad Hollow Rd		Entity Address 2:	
Entity City: Farmingdale	Entity State: NY	Entity Zip Code: 11735	Entity Country: United States
Entity Mailing Address 1: 2365 Broad Hollow Rd		Entity Mailing Address 2:	
Entity Mailing City: Farmingdale	Entity Mailing State: NY	Entity Mailing Zip Code: 11735	Entity Mailing Country: United States

Business Interest in Other State 15

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: MM0601M		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: NYCANNA, LLC		Entity DBA:	
Entity Description: Cultivator			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 6600 New Venture Gear Dr Ste. P19		Entity Address 2:	
Entity City: East Syracuse	Entity State: NY	Entity Zip Code: 13057	Entity Country: United States
Entity Mailing Address 1: 6600 New Venture Gear Dr Ste. P19		Entity Mailing Address 2:	
Entity Mailing City: East Syracuse	Entity Mailing State: NY	Entity Mailing Zip Code: 13057	Entity Mailing Country: United States

Business Interest in Other State 16

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 44962100		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Acreage North Dakota, LLC		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	

Entity Address 1: 4302 13th Ave S, Suite 19

Entity City: Fargo

Entity State: ND

Entity Mailing Address 1: 1709 N 19th Street, Suite 3

Entity Mailing City: Bismarck

Entity Mailing State: ND

Entity Address 2:

Entity Zip Code: 58106

Entity Country: United States

Entity Mailing Address 2:

Entity Mailing Zip Code:
58501

Entity Mailing Country: United
States

Business Interest in Other State 17

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

Owner First Name: Acreage
Holdings, Inc

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Entity State Business Identification Number: ID 697

Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID: [REDACTED]

Entity Legal Name: GREENLEAF APOTHECARIES, LLC

Entity DBA:

Entity Description: Dispensary - Management Contract

Entity Phone: 646-600-9181

Entity Email:
info@acreageholdings.com

Entity Website:

Entity Address 1: 3840 Greentree Ave SW

Entity Address 2:

Entity City: Canton

Entity State: OH

Entity Zip Code: 44706

Entity Country: United States

Entity Mailing Address 1: 3840 Greentree Ave SW

Entity Mailing Address 2:

Entity Mailing City: Canton

Entity Mailing State: OH

Entity Mailing Zip Code:
44706

Entity Mailing Country: United
States

Business Interest in Other State 18

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

Owner First Name: Acreage
Holdings, Inc

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Entity State Business Identification Number: ID 504

Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID: [REDACTED]

Entity Legal Name: GREENLEAF APOTHECARIES, LLC

Entity DBA:

Entity Description: Dispensary - Management Contract

Entity Phone: 646-600-9181

Entity Email:
info@acreageholdings.com

Entity Website:

Entity Address 1: 46 South Summit Street

Entity Address 2:

Entity City: Akron

Entity State: OH

Entity Zip Code: 44308

Entity Country: United States

Entity Mailing Address 1: 46 South Summit Street

Entity Mailing Address 2:

Entity Mailing City: Akron

Entity Mailing State: OH

Entity Mailing Zip Code:
44308

Entity Mailing Country: United
States

Business Interest in Other State 19

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

Owner First Name: Acreage
Holdings, Inc

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Entity State Business Identification Number: ID 606

Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID: [REDACTED]

Entity Legal Name: GREENLEAF APOTHECARIES, LLC

Entity DBA:

Entity Description: Dispensary - Management Contract**Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 3865 Lakeside Ave E.**Entity Address 2:****Entity City:** Cleveland**Entity State:** OH**Entity Zip Code:** 44114**Entity Country:** United States**Entity Mailing Address 1:** 3865 Lakeside Ave E.**Entity Mailing Address 2:****Entity Mailing City:** Cleveland**Entity Mailing State:** OH**Entity Mailing Zip Code:**
44114**Entity Mailing Country:** United
States**Business Interest in Other State 20****Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner****Owner First Name:** Acreage
Holdings, Inc**Owner Middle Name:****Owner Last Name:****Owner Suffix:****Entity State Business Identification Number:** ID 808**Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID:** [REDACTED]**Entity Legal Name:** GREENLEAF APOTHECARIES, LLC**Entity DBA:****Entity Description: Dispensary - Management Contract****Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 115 Vine St.**Entity Address 2:****Entity City:** Columbus**Entity State:** OH**Entity Zip Code:** 43215**Entity Country:** United States**Entity Mailing Address 1:** 115 Vine St.**Entity Mailing Address 2:****Entity Mailing City:** Columbus**Entity Mailing State:** OH**Entity Mailing Zip Code:**
43215**Entity Mailing Country:** United
States**Business Interest in Other State 21****Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner****Owner First Name:** Acreage
Holdings, Inc**Owner Middle Name:****Owner Last Name:****Owner Suffix:****Entity State Business Identification Number:** ID 872**Entity Federal Tax Identification Number (EIN/TIN) or Foreign
Business ID:** [REDACTED]**Entity Legal Name:** GREENLEAF APOTHECARIES, LLC**Entity DBA:****Entity Description: Dispensary - Management Contract****Entity Phone:** 646-600-9181**Entity Email:**

info@acreageholdings.com

Entity Website:**Entity Address 1:** 30133 Euclid Ave**Entity Address 2:****Entity City:** Wickliffe**Entity State:** OH**Entity Zip Code:** 44092**Entity Country:** United States**Entity Mailing Address 1:** 30133 Euclid Ave**Entity Mailing Address 2:****Entity Mailing City:** Wickliffe**Entity Mailing State:** OH**Entity Mailing Zip Code:**
44092**Entity Mailing Country:** United
States**Business Interest in Other State 22****Business Interest of an Owner or the Marijuana Establishment: Business Interest of an Owner****Owner First Name:** Acreage
Holdings, Inc**Owner Middle Name:****Owner Last Name:****Owner Suffix:**

Entity State Business Identification Number: 4041137

Entity Legal Name: GREENLEAF THERAPEUTICS LLC

Entity Description: Processing Facility - Management Contract

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Address 1: 15335 Madison Rd

Entity City: Middlefield

Entity State: OH

Entity Mailing Address 1: 15335 Madison Rd

Entity Mailing City: Middlefield

Entity Mailing State: OH

Entity Federal Tax Identification Number (EIN/TIN) or Foreign

Business ID: [REDACTED]

Entity DBA:

Entity Website:

Entity Address 2:

Entity Zip Code: 44062

Entity Country: United States

Entity Mailing Address 2:

Entity Mailing Zip Code:

44062

Entity Mailing Country: United

States

Business Interest in Other State 23

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

Owner First Name: Acreage

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity State Business Identification Number: PAA-4KSX-AVD9

Entity Federal Tax Identification Number (EIN/TIN) or Foreign

Business ID: [REDACTED]

Entity DBA:

Entity Legal Name: Acreage OK Holdings, LLC

Entity Description: Cultivator, Processing

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 1360 County St 2840

Entity Address 2:

Entity City: Pocasset

Entity State: OK

Entity Zip Code: 73079

Entity Country: United States

Entity Mailing Address 1: 1360 County St 2840

Entity Mailing Address 2:

Entity Mailing City: Pocasset

Entity Mailing State: OK

Entity Mailing Zip Code:

73079

Entity Mailing Country: United

States

Business Interest in Other State 24

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

Owner First Name: Acreage

Owner Middle Name:

Owner Last Name:

Owner Suffix:

Holdings, Inc

Entity State Business Identification Number: 050 1004151A29E

Entity Federal Tax Identification Number (EIN/TIN) or Foreign

Business ID: [REDACTED]

Entity DBA:

Entity Legal Name: East 11th Inc.

Entity Description: Dispensary

Entity Phone: 646-600-9181

Entity Email:

info@acreageholdings.com

Entity Website:

Entity Address 1: 588 E 11th Ave.

Entity Address 2:

Entity City: Eugene

Entity State: OR

Entity Zip Code: 97401

Entity Country: United States

Entity Mailing Address 1: 588 E 11th Ave.

Entity Mailing Address 2:

Entity Mailing City: Eugene

Entity Mailing State: OR

Entity Mailing Zip Code:

97401

Entity Mailing Country: United

States

Business Interest in Other State 25

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 050 1003660E75D		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: The Fire Station 23, Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 1917 SE 7th Ave.		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97214	Entity Country: United States
Entity Mailing Address 1: 1917 SE 7th Ave.		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97214	Entity Mailing Country: United States

Business Interest in Other State 26

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 050 100400192AC		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: 22nd and Burn Inc.		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 2231 W Burnside		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97210	Entity Country: United States
Entity Mailing Address 1: 2231 W Burnside		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97210	Entity Mailing Country: United States

Business Interest in Other State 27

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 0501004152E8C9		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Cannabliss & Co		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 2600 Main St Ste. E		Entity Address 2:	
Entity City: Springfield	Entity State: OR	Entity Zip Code: 97477	Entity Country: United States
Entity Mailing Address 1: 2600 Main St Ste. E		Entity Mailing Address 2:	

Entity Mailing City: Springfield	Entity Mailing State: OR	Entity Mailing Zip Code: 97477	Entity Mailing Country: United States
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Business Interest in Other State 28

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 050 10026747951		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Cannabliss & Co		Entity DBA:	
Entity Description: Dispensary			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 8701 SE Powell Blvd.		Entity Address 2:	
Entity City: Portland	Entity State: OR	Entity Zip Code: 97266	Entity Country: United States
Entity Mailing Address 1: 8701 SE Powell Blvd.		Entity Mailing Address 2:	
Entity Mailing City: Portland	Entity Mailing State: OR	Entity Mailing Zip Code: 97266	Entity Mailing Country: United States

Business Interest in Other State 29

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: 1206227-90		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Cannabliss & Co		Entity DBA:	
Entity Description: Cultivator			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	
Entity Address 1: 550 Airport Rd.		Entity Address 2:	
Entity City: Medford	Entity State: OR	Entity Zip Code: 97504	Entity Country: United States
Entity Mailing Address 1: 550 Airport Rd.		Entity Mailing Address 2:	
Entity Mailing City: Medford	Entity Mailing State: OR	Entity Mailing Zip Code: 97504	Entity Mailing Country: United States

Business Interest in Other State 30

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

Owner First Name: Acreage Holdings, Inc	Owner Middle Name:	Owner Last Name:	Owner Suffix:
Entity State Business Identification Number: GP-1005-17		Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]	
Entity Legal Name: Prime Wellness of PA LLC		Entity DBA:	
Entity Description: Cultivator			
Entity Phone: 646-600-9181	Entity Email: info@acreageholdings.com	Entity Website:	

Entity Address 1: 2 Corporate Blvd.

Entity City: Sinking Spring Entity State: PA

Entity Mailing Address 1: 2 Corporate Blvd.

Entity Mailing City: Sinking Spring Entity Mailing State: PA

Entity Address 2:

Entity Zip Code: 19608 Entity Country: United States

Entity Mailing Address 2:

Entity Mailing Zip Code: 19608 Entity Mailing Country: United States

Business Interest in Other State 31

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

Owner First Name: Acreage Owner Middle Name: Owner Last Name: Owner Suffix: Holdings, Inc

Entity State Business Identification Number: L11717

Entity Federal Tax Identification Number (EIN/TIN) or Foreign Business ID: [REDACTED]

Entity Legal Name: Nature's Way Nursery of Miami Inc.

Entity DBA: Green Owl Pharms

Entity Description: medical cultivation, processing, and dispensing

Entity Phone: 646-600-9181 Entity Email: info@acreageholdings.com

Entity Website:

Entity Address 1: 20950 SW 177th Avenue

Entity Address 2:

Entity City: Miami Entity State: FL

Entity Zip Code: 33187 Entity Country: USA

Entity Mailing Address 1: 20950 SW 177th Avenue

Entity Mailing Address 2:

Entity Mailing City: Miami Entity Mailing State: FL

Entity Mailing Zip Code: 33187 Entity Mailing Country: USA

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 65 Pullman Street

Establishment Address 2:

Establishment City: Worcester Establishment Zip Code: 01606

Approximate square footage of the establishment: 4400 How many abutters does this property have?: 25

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

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Worcester HCA.pdf	pdf	5c1804ba868cbd200705e2c6	12/17/2018
Plan to Remain Compliant with Local Zoning	Botanist - Plan to Remain Compliant with Local Zoning.pdf	pdf	5c239fc121b7c17a8fe2e1bf	12/26/2018
Community Outreach Meeting Documentation	Botanist_WorcesterOutreach_2.pdf	pdf	5c2fa65272d0047a89d8516a	01/04/2019

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Botanist - ADI - Update.pdf	pdf	5c7438a05d4b0b1b3ebc037e	02/25/2019

ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Director Other Role: President, Treasurer, Secretary, Director on 3-Member Board of Directors

First Name: Kevin Middle Name: Last Name: Murphy Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 2

Role: Director Other Role: Vice President

First Name: Christopher Middle Name: W Last Name: Tolford Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 3

Role: Director Other Role: Vice President

First Name: Jovan Middle Name: Antonio Last Name: Bethell Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 4

Role: Executive / Officer Other Role: Chief Executive Officer

First Name: Robert Middle Name: Last Name: Daino Suffix:

RMD Association: RMD Manager

Background Question: no

Individual Background Information 5

Role: Employee Other Role: Director of Security

First Name: Francis Middle Name: J Last Name: Matthews Suffix:

RMD Association: RMD Staff

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: Sole Owner

Entity Legal Name: Acreage Holdings, Inc.

Entity DBA:

Federal Tax Identification Number

EIN/TIN:

Entity Description: Acreage Holdings, Inc., formerly known as High Street Capital

Partners, LLC, is the sole shareholder of The Botanist, Inc.

Phone: 207-232-3745

Email: c.tolford@acreageholdings.com

Primary Business Address 1: 366 Madison Avenue

Primary Business Address 2: 11th Floor

Primary Business City: New York

Primary Business State: NY

Principal Business Zip

Code: 10017

Additional Information: Acreage Holdings, Inc., formerly known as High Street Capital Partners, LLC, is the sole shareholder of The Botanist, Inc.

Entity Background Check Information 2

Role: Investor/Contributor

Other Role:

Entity Legal Name: The Botanist, Inc.

Entity DBA:

Federal Tax Identification

Number EIN/TIN: [REDACTED]

Entity Description: Capital Contributor

Phone: 207-232-3745

Email: c.tolford@acreageholdings.com

Primary Business Address 1: 200 Portland Street

Primary Business Address 2: 5th Fl

Primary Business City: Boston

Primary Business State: MA

Principal Business Zip Code:

02114

Additional Information: Please note, The Botanist, Inc. was formally known as Prime Wellness Centers. Inc. and the financial documentation provided in this application will reflect this. The name change was finalized on 12/10/2018.

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	Botanist (PWC) - Articles of Entity Conversion.pdf	pdf	5c10225bc7b066175f2eca0b	12/11/2018
Articles of Organization	Botanist_Articles of Amendment.pdf	pdf	5c10225c7d12851fdf98cf0a	12/11/2018
Department of Revenue - Certificate of Good standing	MassDOR.pdf	pdf	5c10226dcf55121fe9077d5b	12/11/2018
Secretary of Commonwealth - Certificate of Good Standing	SOC - Certificate of Good Standing_The Botanist.pdf	pdf	5c2fa999550ac07ab72ae591	01/04/2019
Bylaws	Botanist For-Profit Bylaws.pdf	pdf	5c62146bb411c1126cf014ed	02/11/2019

No documents uploaded

Massachusetts Business Identification Number: 001341613

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Botanist_BusinessPlan_Worcester.pdf	pdf	5c23a3651c24a8722ab9b784	12/26/2018
Plan for Liability Insurance	Botanist - Plans for Obtaining Liability Insurance.pdf	pdf	5c2fa76372d0047a89d8517e	01/04/2019

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Botanist - Plan for Obtaining Marijuana or Marijuana Products.pdf	pdf	5c0fdef152a57c1797efde33	12/11/2018
Separating recreational from medical operations, if applicable	Botanist - Plan for Separating Recreational from Medical Operations.pdf	pdf	5c0fdf3e145bca17a1f4c6d8	12/11/2018
Restricting Access to age 21 and older	Botanist - Plan for Restricting Access to Age 21 and Older.pdf	pdf	5c0fdfcec7b066175f2ec912	12/11/2018
Prevention of diversion	Botanist - Prevention of Diversion.pdf	pdf	5c0fe0a15e6ec11ff38111ef	12/11/2018
Storage of marijuana	Botanist - Storage of Marijuana.pdf	pdf	5c0fe0c6831c7b177943e7b9	12/11/2018
Transportation of marijuana	Botanist - Transportation of Marijuana.pdf	pdf	5c0fe1d05c9a65176fa450ab	12/11/2018
Inventory procedures	Botanist - Inventory Procedures.pdf	pdf	5c0fe2ca4b318f178325c6ba	12/11/2018
Quality control and testing	Botanist - Quality Control and Testing.pdf	pdf	5c0fe3e63f3b1b178d9cfd81	12/11/2018
Record Keeping procedures	Botanist - Recordkeeping Procedures.pdf	pdf	5c1020a67d12851fdf98cf02	12/11/2018
Maintaining of financial records	Botanist - Maintaining of Financial Records.pdf	pdf	5c1020d45e6ec11ff3811295	12/11/2018
Qualifications and training	Botanist - Qualifications and Training.pdf	pdf	5c1021a25c9a65176fa4518c	12/11/2018
Dispensing procedures	Botanist - Dispensing Procedures.pdf	pdf	5c14187f145bca17a1f4cb59	12/14/2018
Personnel policies including background checks	Botanist - Personnel Policies Including Background Checks.pdf	pdf	5c2fa6e2550ac07ab72ae587	01/04/2019
Security plan	Botanist - Security Plan.pdf	pdf	5c2fa720e96db37a99be49a3	01/04/2019
Diversity plan	Botanist - Diversity Plan.pdf	pdf	5c61849f5fd63c1b24eb3a68	02/11/2019

MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

ATTESTATIONS

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

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

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

Notification: I Understand

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

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

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: Monday To:

Tuesday From: Tuesday To:

Wednesday From: Wednesday To:

Thursday From: Thursday To:

Friday From: Friday To:

Saturday From: Saturday To:

Sunday From: Sunday To:

The Botanist

Business Plan

January 2019

1. EXECUTIVE SUMMARY

1.1 Mission Statement

When you step through the doors of The Botanist, Inc. (“The Botanist”) , you’re stepping into a world where science, nature, and health converge. We’re inspired by the possibilities for healing that manifest within a single plant, and that inspiration has led us to create a unique experience for every customer, whether you’re new to cannabis or well acquainted with its benefits.

Botanists of old were intrigued by the ways plants and people existed in the world alongside each other, and as their knowledge of the medicinal and nutritional benefits grew, so did their ability to help people. Today, we’re bringing that tradition to you, as a trusted guide to the healing power of cannabis. Other dispensaries might show you a menu of strains and end there — we’re here to help you find the one that’s perfect for you.

1.2 License Type

The Botanist is applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a co-located Registered Marijuana Dispensary (“RMD”) and Retail Marijuana Establishment (“RME”) in Worcester, Massachusetts. The Botanist’s Worcester establishment is currently operational as an RMD.

The Botanist intends to submit applications to operate co-located RME and RMDs in Shrewsbury and Leominster, Massachusetts. The Botanist will also submit an application to operate a Marijuana Cultivation and Product Manufacturing Establishment in Sterling, Massachusetts.

1.3 Product

The Botanist will offer a variety of products, including but not limited to:

- sativa, indica, and hybrid cannabis flower;
- concentrates;
- topical salves;
- creams and lotions;
- patches
- sublingual dissolving tablets;
- tinctures;
- sprays;
- pre-dosed oil vaporizers;
- edibles;
- beverages; and
- ingestion capsules.

1.4 Customers

The Botanist’s target customers include adults over the age of 21 and Medical Use of Marijuana Program patients over the age of 18.

1.5 What Drives Us

The Botanist's goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Hiring employees and contractors from within Worcester and the surrounding region;
3. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs;
4. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within The Botanist and the cannabis industry as a whole;
5. Having a diverse and socially representative pool of employees;
6. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching;
7. Creating branded marijuana products that are safe, effective, consistent, and high quality.

2. COMPANY DESCRIPTION

2.1 Structure

The Botanist is a Massachusetts domestic for-profit corporation interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a ME in the Commonwealth.

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

2.2 Operations

The Botanist is presently operating as a RMD at 65 Pullman Street in Worcester, Massachusetts. The facility encompasses approximately 4,400 square feet.

In accordance with 935 CMR 500.140(3), access to The Botanist’s facility is limited to individuals 21 years of age and older. If the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless he or she is a registered qualifying patient or caregiver and produces an active Program ID Card issued by the DPH. If the individual is younger than 18 years old, he or she will not be allowed on the premises unless he or she is a registered qualifying patient and produces an active medical registration card and he or she is accompanied by a personal caregiver with an active Program ID Card. In addition to the Program ID Card, registered qualifying patients under the age of 21 and personal caregivers must also produce proof of identification. Upon a customer’s entry into The Botanist premises, a The Botanist agent will immediately inspect the customer’s proof of identification and determine the individual’s age. An individual will not be admitted to the premises unless the retailer has verified that the individual is 21 years of age or older by an individual’s proof of identification. At the door, a designated staff member will collect valid customer identification and confirm a minimum age of 21 years old, failing the confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

Once inside the retail area, customers will enter a queue to obtain individualized service where they may select any of the products available to them with the help of a The Botanist agent. Point of sale stations for adult-use and medical sales will be physically separated as described below. Upon checkout, customers will be required to confirm their identities and age a second time. Check out also activates the seed-to-sale tracking system that is compliant with 935 CMR 500.105(8).

Per M.G.L. c. 94G § 7, sales are limited to one ounce of marijuana flower or five grams of marijuana concentrate per transaction. All required taxes will be collected at the point of sale.

Once a customer has selected a product for purchase, a Botanist agent will collect the chosen items from the designated product storage area. A Botanist agent will then scan each product barcode into the point of sale system. In the event of a flower sale, staff will weigh the chosen amount of flower and then place it in a tamper-resistant/child-resistant, resealable package that is compliant with 935 CMR 500.105(5). A Botanist agent will affix a label, as generated by the point of sale system, indicating the date, strain name, cannabinoid profile, and all applicable warnings detailed in 935 CMR 500.105.

In the event a Botanist agent determines an individual would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer.

The Botanist will use the point of sale security system to accept payment and complete sales. The system can back up and securely cache each sale for inspection. Pursuant to 935 CMR 500.140(6)(d), The Botanist will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. If any such malware is found, The Botanist will immediately report the occurrence to the Commission and assist in any subsequent investigation into the matter. The Botanist will maintain a record of the monthly analyses and will make it available for inspection by the Commission upon request. Further, The Botanist will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. The Botanist will maintain and provide to the Commission on a biannual basis accurate sales data collected 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).

The Botanist will utilize a temporary or semi-permanent physical barrier to provide a physical separation between the medical and adult-use sales areas. The Botanist will only utilize a barrier that, in the opinion of the Commission, provides adequate separation of the sales areas of marijuana product for medical use and adult use. The Botanist will provide for separate queues for sales of marijuana products for medical use from marijuana products for adult use within the sales area; provided, however, that the holder of a Program ID Card may use either line and will not be limited only to the medical use queue. The Botanist retail locations will provide an area that is separate from the sales floor to allow for confidential patient consultation.

The Botanist will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

In compliance with 935 CMR 500.140(8), The Botanist will provide educational materials designed to help consumers make informed marijuana product purchases. The Botanist's educational materials will describe the varying types of products available at The Botanist, as well as the types and methods of consumption. The materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosing; the delayed effects of edible marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, and withdrawal.

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.

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

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

2.3 Security

The Botanist 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. The Botanist will have security personnel on-site during business hours.

The Botanist'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 Worcester 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 The Botanist'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 The Botanist will maintain a current list of individuals with access.

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

2.4 Benefits to the Municipality

The Botanist believes its facility will offer many benefits to the City of Worcester, including:

- Jobs:
 - Expanding the offerings of The Botanist's facility will add numerous full-time jobs, in addition to hiring qualified, local contractors and vendors.
- Monetary Benefits:
 - A Host Community Agreement with significant monetary donations will provide the City with additional financial benefits beyond local property taxes.
- Access to Quality Product:
 - The Botanist will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- Control:
 - In addition to the Commission, the Worcester Police Department and other municipal

departments will have oversight over The Botanist's security systems and processes.

- Responsibility:
 - The Botanist is comprised of experienced cultivators and professionals who will be thoroughly background checked and scrutinized by the Commission.

2.5 Zoning

The Botanist will remain compliant at all times with the local zoning requirements set forth in the City of Worcester Zoning Ordinance. In accordance with Zoning Ordinance Article IV, Section 15, The Botanist's proposed Marijuana Retailer Establishment is located at 65 Pullman Street in the MG – 0.5 Business General Zoning District designated for Marijuana Retailer Establishments.

In compliance with Section 15(E)(4) of the Worcester Zoning Ordinance, The Botanist's proposed Marijuana Retailer Facility is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12, a licensed daycare center, public library, public park or playground, nor any Marijuana Storefront Retailer sited within a radius of five hundred (500) feet of another Marijuana Store Retailer.

As required by the Zoning Ordinance, The Botanist will apply for a Special Permit from the Planning Board. The Botanist will also apply for any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. The Botanist will comply with all conditions and standards set forth in any required local permit.

The Botanist will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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

3. MARKET RESEARCH

3.1 Industry

The Botanist's facility is located in Worcester, Massachusetts. Surrounding areas include Auburns, Millbury, Grafton, Shrewsbury, Holden. Paxton, Northborough, and West Boylston.

3.2 Customers

In Massachusetts, sales are expected to increase from \$106 million in 2017 to \$457 million in 2018, and eventually to \$1.4 billion in 2025, according to New Frontier Data.

3.3 Competitors

The Botanist's competitors will include numerous retail marijuana establishments in Worcester and establishments in surrounding communities including Leicester and Shrewsbury.

3.4 Competitive Advantage

The Botanist possesses several strengths which will separate it from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, the discounts offered for the products, and to some extent, the branding of the business. The Botanist's strengths include:

- Customer and patient experience;
- Quality of products;
- Variety of products;
- Consistency of products;
- Efficiency of store; and
- Ease in accessing the facility.

3.5 Regulations

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

The Botanist will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. The Botanist will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

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

The Botanist 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.

4. PRODUCT / SERVICE

4.1 Product & Service

The Botanist is applying for additional marijuana establishment licenses for the purposes of cultivating marijuana and for manufacturing marijuana products under 935 CMR 500.000 et seq.

In the event The Botanist is granted a license to operate a marijuana cultivator establishment and/or a marijuana product manufacturing establishment, the company intends to obtain the majority of the marijuana to be sold at its retail locations from The Botanist's affiliated marijuana cultivator establishment. The Botanist will ensure that the transportation of any marijuana between the two facilities will be carried out in compliance with the transportation and security requirements of 935 CMR 500.000 et seq. All marijuana will be tested by an Independent Testing Laboratory and will be deemed to comply with the standards required under 935 CMR 500.160 prior to the sale or marketing for adult use of any such marijuana.

In the event that The Botanist does not obtain a license to operate a marijuana product manufacturer establishment, The Botanist may contract with licensed marijuana product manufacturers to manufacture and process marijuana cultivated by The Botanist for wholesale and retail sale at The Botanist's retail marijuana establishment(s).

Additionally, The Botanist reserves the right to purchase marijuana and marijuana products from other entities licensed to cultivate, manufacture, and distribute marijuana and marijuana products under 935 CMR 500.000 et seq. The Botanist will ensure that all marijuana and marijuana products purchased from licensed marijuana cultivators and product manufacturers are in compliance with 935 CMR 500.160(9), requiring marijuana and marijuana products be tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160 prior to the sale or marketing for adult use of any such marijuana or marijuana product.

4.2 Pricing Structure

The Botanist's pricing structure will vary based on market conditions. The Botanist plans to produce products of superior quality and will price its products accordingly.

Currently, The Botanist offers products at the following prices:

Flower

1g - \$15 1/8 - \$50 ¼ - \$90

Concentrate

1/2 g - \$30-60

Edibles

\$6-\$35/unit

Tinctures- \$70/unit

Capsules - \$16/unit

Topicals - \$42/unit

5. MARKETING & SALES

5.1 Growth Strategy

The Botanist's plan to grow the company includes:

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

The Botanist plans to seek additional, appropriate locations in the surrounding area to expand business and reach an increased number of customers in the future.

5.2 Communication

The Botanist will engage in reasonable marketing, advertising, and branding practices that do not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include the statement: "Please Consume Responsibly," in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the advertisement.

All marketing, advertising, and branding produced by or on behalf of The Botanist will 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."

The Botanist will communicate with customers through:

1. A company run website;
2. A company blog;
3. Popular cannabis discover networks such as WeedMaps and Leafly;
4. Popular social media platforms such as Instagram, Facebook, Twitter, and SnapChat; and
5. Opt-in direct communications.

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

5.3 Sales

The Botanist will sell its product and service by engaging customers with knowledgeable in-store personnel.

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

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

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

5.4 Logo

The Botanist 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.

The logo for 'The Botanist' features the word 'The' in a small, dark brown serif font, followed by the word 'Botanist' in a large, dark brown serif font. The 'B' in 'Botanist' is particularly large and stylized, with a decorative flourish at the top.

5.5 In Store Presence

The Botanist has a visually appealing in-store presence.



The Botanist

Plans for Obtaining Liability Insurance

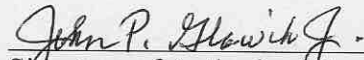
The Botanist, Inc. (“The Botanist”) plans to contract with Canopus US to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate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

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

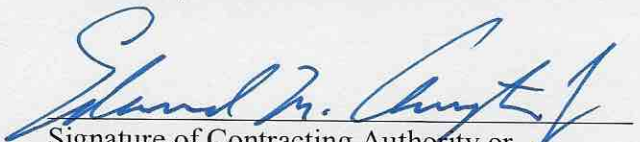
I, JOHN P. GLOWIK JR., (insert name) certify as an authorized representative of PRIME WELLNESSCENTERS, INC. (insert name of applicant) that the applicant has executed a host community agreement with CITY OF WORCESTER (insert name of host community) pursuant to G.L.c. 94G § 3(d) on JULY 18, 2018 (insert date).



Signature of Authorized Representative of Applicant

Host Community

I, Edward M. Augustus, Jr., (insert name) certify that I am the contracting authority or have been duly authorized by the contracting authority for City of Worcester (insert name of host community) to certify that the applicant and City of Worcester (insert name of host community) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on JULY 18, 2018 (insert date).



Signature of Contracting Authority or
Authorized Representative of Host Community
Edward M. Augustus, Jr., City Manager

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, Chris Tolford, (*insert name*) attest as an authorized representative of The Botanist, 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 November 26, 2018 (*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 November 19, 2018 (*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 November 15, 2018 (*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 November 19, 2018 (*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.

**NOTICE OF COMMUNITY OUTREACH MEETING
PRIME WELLNESS CENTERS, INC.**

Notice is hereby given that Prime Wellness Centers, Inc. will hold a Community Outreach Meeting on **November 26, 2018** at the Courtyard Worcester, Salisbury Room, 72 Grove Street, Worcester, MA 01605 at 5:00 PM to discuss the proposed siting of an Adult Use Marijuana Retail Establishment at 65 Pullman Street, Worcester in accordance with M.G.L. ch. 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.*

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

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

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



Joshua Martunas

CM office

11/15/18

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Received
Worcester City Clerk
11:21 AM 15 NOV 18

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Public Health

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☐ Adult Signature Restricted Delivery

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The Botanist

Plan to Remain Compliant with Local Zoning

The Botanist, Inc. (“The Botanist”) will remain compliant at all times with the local zoning requirements set forth in the City of Worcester Zoning Ordinance. In accordance with Zoning Ordinance Article IV, Section 15, The Botanist’s proposed Marijuana Retailer Establishment is located at 65 Pullman Street in the MG – 0.5 Business General Zoning District designated for Marijuana Retailer Establishments.

In compliance with 935 CMR 500.110(3) and Section 15(E)(4) of the Worcester Zoning Ordinance, The Botanist’s proposed Marijuana Retailer Facility is not located within five hundred (500) feet of a public or private, primary or secondary school providing education to children in kindergarten or grades 1 through 12, a licensed daycare center, public library, public park or playground, nor any Marijuana Storefront Retailer sited within a radius of five hundred (500) feet of another Marijuana Store Retailer.

As required by the Zoning Ordinance, The Botanist will apply for a Special Permit from the Planning Board. The Botanist will also apply for any other local permits required to operate a Marijuana Retailer Establishment at the proposed location. The Botanist will comply with all conditions and standards set forth in any required local permit.

The Botanist will continue to work cooperatively with various municipal departments, boards, and officials to ensure that the establishment is compliant with all local laws, regulations, rules, and codes with respect to design, construction, operation, and security.

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





D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

**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)

FORM M

Prime Wellness Centers, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of August 14, 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: Prime Wellness Centers, Inc. 001171276
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Prime Wellness Centers, 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:

Prime Wellness Centers, 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:*

The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms, and other related products, for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

6

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	275,000			

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.

Holders of Common Stock shall be entitled to one (1) vote for each share of Common 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 stockholder fails to specify the number of shares such stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares such stockholder is entitled to vote.

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:

ARTICLE VI

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

See Article VI Continuation Sheet

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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

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Domestic Non-Profit with a Pending Provisional
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(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

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ARTICLE VI: CONTINUATIONS

A. **LIMITATION OF DIRECTOR LIABILITY.** EXCEPT AS REQUIRED BY APPLICABLE LAW, NO DIRECTOR OF THE CORPORATION SHALL HAVE ANY PERSONAL LIABILITY TO THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR. THE PRECEDING SENTENCE SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR FOR ANY ACT OR OMISSION OCCURRING PRIOR TO THE DATE UPON WHICH SUCH PROVISION BECOMES EFFECTIVE.

B. **INDEMNIFICATION.** 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. THE INDEMNIFICATION RIGHTS PROVIDED HEREIN (I) SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH THOSE INDEMNIFIED MAY BE ENTITLED UNDER ANY LAW, AGREEMENT, VOTE OF SHAREHOLDERS OR OTHERWISE; AND (II) SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF SUCH PERSONS ENTITLED TO INDEMNIFICATION. THE CORPORATION MAY, TO THE EXTENT AUTHORIZED FROM TIME TO TIME BY THE BOARD OF DIRECTORS, GRANT INDEMNIFICATION RIGHTS TO OTHER EMPLOYEES OR AGENTS OF THE CORPORATION OR OTHER PERSONS SERVING THE CORPORATION AND SUCH RIGHTS MAY BE EQUIVALENT TO, OR GREATER OR LESS THAN, THOSE SET FORTH HEREIN.

C. **PARTNERSHIP.** THE CORPORATION MAY BE A PARTNER TO THE MAXIMUM EXTENT PERMITTED BY LAW.

D. **MINIMUM NUMBER OF DIRECTORS.** THE BOARD OF DIRECTORS MAY CONSIST OF ONE OR MORE INDIVIDUALS, NOTWITHSTANDING THE NUMBER OF SHAREHOLDERS.

E. **SHAREHOLDER ACTION WITHOUT A MEETING BY LESS THAN UNANIMOUS CONSENT.** ACTION REQUIRED OR PERMITTED BY CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS TO BE TAKEN AT A SHAREHOLDERS' MEETING MAY BE TAKEN WITHOUT A MEETING BY SHAREHOLDERS HAVING NOT LESS THAN THE MINIMUM NUMBER OF VOTES NECESSARY TO TAKE THE ACTION AT A MEETING AT WHICH ALL SHAREHOLDERS ENTITLED TO VOTE ON THE ACTION ARE PRESENT AND VOTING.

F. **AUTHORIZATION OF DIRECTORS TO MAKE, AMEND OR REPEAL BYLAWS.** THE BOARD OF DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY VIRTUE OF AN EXPRESS PROVISION IN CHAPTER 156D OF THE GENERAL LAWS OF MASSACHUSETTS, THE ARTICLES OF ORGANIZATION OR THE BYLAWS REQUIRES ACTION BY THE SHAREHOLDERS.

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:
155 Federal St., Suite 700, Boston, MA 02110
- b. The name of its initial registered agent at its registered office:
CT Corporation System
- 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: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Treasurer: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Secretary: Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

Director(s): Kevin Murphy, 366 Madison Avenue, 11th Floor, New York, NY 10017

- 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.
 - f. The street address of the principal office of the corporation:
90 Canal St., 4th Fl., Boston, MA 02114
 - g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
90 Canal St., 4th Fl., Boston, MA 02114
- _____, 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: _____
(signature of authorized individual)

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

on this 23 day of July, 2018

COMMONWEALTH OF MASSACHUSETTS

SECRETARY OF THE
COMMONWEALTH

2018 AUG 15 PM 1:45

CORPORATIONS DIVISION

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

1315743

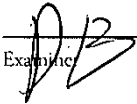
**Articles of Entity Conversion of a
Domestic Non-Profit with a Pending Provisional or
Final Certification to Dispense Medical Use Marijuana
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)**

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 filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 15 day of August, 20 18, at _____ a.m./p.m.
time

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



WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Examined: 

Name approval

Filing fee: Minimum \$250

1313

TO BE FILLED IN BY CORPORATION

Contact Information:

C

M

Alex Lamphier, Esq.

Vicente Sederberg LLC

2 Seaport Lane, 11th Floor, Boston, MA 02210

Telephone: (617) 934-2121

Email: alex@vicesederberg.com

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.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$100.00

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

Articles of Amendment

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

Identification Number: 001341613

1. **Exact name of corporation:** PRIME WELLNESS CENTERS, INC.
2. **Registered office address:** 200 PORTLAND ST., 5TH FL. BOSTON , MA 02114 USA

These Articles of Amendment affecting article(s):

☒ Article 1 ___ Article 2 ___ Article 3 ___ Article 4 ___ Article 5 ___ Article 6

(Specify the number(s) of articles being amended(I-VI))

4. Date adopted: 12/5/2018

5. Approved by:

___ the incorporators.

or

___ the board of directors without shareholder approval and shareholder approval was not required.

or

☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

6. State article number and text of the amendment.

ARTICLE I

The exact name of the corporation, ***as amended***, is:
(Do not state Article I if it has not been amended.)

THE BOTANIST, INC.

ARTICLE II

The purpose of the corporation, ***as amended***, is to engage in the following business activities:
(Do not state Article II if it has not been amended.)

ARTICLE III

Amendments to Article III cannot be filed on-line at this time

ARTICLE IV

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

(Do not state Article IV if it has not been amended.)

ARTICLE V

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

(Do not state Article V if it has not been amended.)

ARTICLE VI

As amended, other lawful provisions for the conduct and regulation of the business and affairs of the business entity, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the business entity, or of its directors or stockholders, or of any class of stockholders:

(Do not state Article VI if it has not been amended.)

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

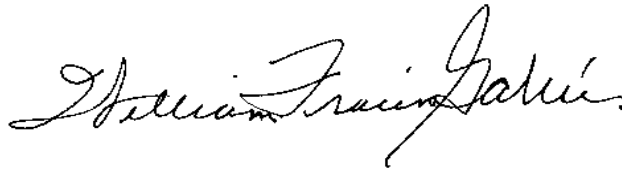
Later Effective Date: Time:

Signed by KEVIN MURPHY, its PRESIDENT
on this 10 Day of December, 2018

THE COMMONWEALTH OF MASSACHUSETTS

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

December 10, 2018 01:53 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized 'G' at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BYLAWS OF PRIME WELLNESS CENTERS, INC.

ARTICLE I: GENERAL

Section 1.01 Name and Purposes. The name of the Corporation is PRIME WELLNESS CENTERS, INC. (the “Corporation”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “Articles of Entity Conversion”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“Chapter 156D”).

Section 1.02 Articles of Entity Conversion. These Bylaws (“Bylaws”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

Section 1.03 Corporate Seal. The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

Section 1.04 Fiscal Year. The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

Section 1.05 Location of Principal Office of the Corporation. 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 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.

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 Entity Conversion of this Corporation; (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 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 and 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 2.04 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. 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 2.07 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 Entity Conversion, 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 Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of Common 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 Chapter 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 (1) 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 Chapter 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 (1) 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 one (1) 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 Director shall be Kevin Murphy.

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 Entity Conversion or by these Bylaws.

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 Entity Conversion 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 non-amendable or not able to be repealed; (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 one (1) 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 shareholder who is determined to be unsuitable for participation in a marijuana business resulting from a decision by either the state or local licensing authority or by Corporation's regulatory counsel.
- (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 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 3.04 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.

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 participation in a marijuana business by a final decision of an applicable state or local licensing authority or Corporation's regulatory counsel, 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 (1) 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 the President, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. 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 (4) 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.

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 Entity Conversion 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. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

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 and must be ratified by the holders of no less than a majority of all outstanding shares.

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 (1) or more committees, each consisting of one (1) 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 Entity Conversion 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 (1) 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 President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) 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 (2) 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 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 Entity Conversion 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 (2) 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 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.

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 Conflict with Applicable Law or Articles of Entity Conversion. 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 Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

Section 8.03 Invalid Provisions. If any one (1) 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 8.04 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 Entity Conversion.

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

Section 8.05 Reports. The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with G.L. c. 156D, § 16.20.

Section 8.06 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 these 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 Entity Conversion.

Section 9.02 Amendment by Directors. The Board of Directors may not under any circumstances adopt, amend or repeal these Bylaws.



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



JOHN P. GLOWIK, JR.
PRIME WELLNESS CENTER, INC.
44 INDEPENDENCE LN
SHREWSBURY MA 01545-6242

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, PRIME WELLNESS CENTER, 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?

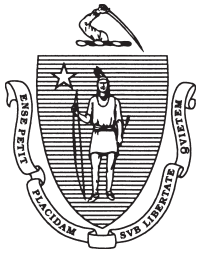
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: December 12, 2018

To Whom It May Concern :

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

is a domestic corporation organized on **August 15, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18120205140

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

Processed by:

The Botanist

Dispensing Procedures

In accordance with 935 CMR 500.140(3), access to The Botanist, Inc.'s ("The Botanist") facility is limited to individuals 21 years of age and older. If the individual is younger than 21 years old but 18 years of age or older, he or she will not be admitted unless he or she is a registered qualifying patient or caregiver and produces an active Program ID Card issued by the DPH. If the individual is younger than 18 years old, he or she will not be allowed on the premises unless he or she is a registered qualifying patient and produces an active medical registration card and he or she is accompanied by a personal caregiver with an active Program ID Card. In addition to the Program ID Card, registered qualifying patients under the age of 21 and personal caregivers must also produce proof of identification. Upon a customer's entry into The Botanist premises, a The Botanist agent will immediately inspect the customer's proof of identification and determine the individual's age. An individual will not be admitted to the premises unless the retailer has verified that the individual is 21 years of age or older by an individual's proof of identification. At the door, a designated staff member will collect valid customer identification and confirm a minimum age of 21 years old, failing the confirmation of 21 years of age or older, an individual will be prohibited from entering the premises.

Once inside the retail area, customers will enter a queue to obtain individualized service where they may select any of the products available to them with the help of a The Botanist agent. Point of sale stations for adult-use and medical sales will be physically separated as described below. Upon checkout, customers will be required to confirm their identities and age a second time. Check out also activates the seed-to-sale tracking system that is compliant with 935 CMR 500.105(8).

Per M.G.L. c. 94G § 7, sales are limited to one ounce of marijuana flower or five grams of marijuana concentrate per transaction. All required taxes will be collected at the point of sale.

Once a customer has selected a product for purchase, a Botanist agent will collect the chosen items from the designated product storage area. A Botanist agent will then scan each product barcode into the point of sale system. In the event of a flower sale, staff will weigh the chosen amount of flower and then place it in a tamper-resistant/child-resistant, resealable package that is compliant with 935 CMR 500.105(5). A Botanist agent will affix a label, as generated by the point of sale system, indicating the date, strain name, cannabinoid profile, and all applicable warnings detailed in 935 CMR 500.105.

In the event a Botanist agent determines an individual would place themselves or the public at risk, the agent will refuse to sell any marijuana products to the consumer. The Botanist will use the point of sale security system to accept payment and complete sales. The system can back up and securely cache each sale for inspection.

Pursuant to 935 CMR 500.140(6)(d), The Botanist will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. If any such malware is found, The Botanist will immediately report the occurrence to the Commission and assist in any subsequent investigation into the matter. The Botanist will maintain a record of the monthly analyses and will make it available for inspection by the Commission upon request. Further, The Botanist will cooperate with the Commission and

the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. The Botanist will maintain and provide to the Commission on a biannual basis accurate sales data collected 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).

The Botanist will utilize a temporary or semi-permanent physical barrier to provide a physical separation between the medical and adult-use sales areas. The Botanist will only utilize a barrier that, in the opinion of the Commission, provides adequate separation of the sales areas of marijuana product for medical use and adult use. The Botanist will provide for separate queues for sales of marijuana products for medical use from marijuana products for adult use within the sales area; provided, however, that the holder of a Program ID Card may use either line and will not be limited only to the medical use queue. The Botanist retail locations will provide an area that is separate from the sales floor to allow for confidential patient consultation.

The Botanist will utilize separate accounting practices at the point of sale to track marijuana product sales and non-marijuana sales.

The Botanist places a premium on cleanliness, hygiene, and proper product storage to achieve and maintain successful operation of the business. In addition to regularly sanitizing surfaces with products kept separately and away from marijuana products, The Botanist staff will ensure personal hygiene including washing hands throughout the day and before handling or dispensing any marijuana products. All products available for sale and consumption will be tested for impurities and subjected to The Botanist's policies governing quality control per 935 CMR 500.105.

In compliance with 935 CMR 500.140(8), The Botanist will provide educational materials designed to help consumers make informed marijuana product purchases. The Botanist's educational materials will describe the varying types of products available at The Botanist, as well as the types and methods of consumption. The materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include potency; proper dosing; the delayed effects of edible marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, and withdrawal.



The Botanist

Diversity Plan

The Botanist, Inc. (“The Botanist”) believes in creating and sustaining a robust policy of inclusivity and diversity. The Botanist recognizes that diversity in the workforce is key to the integrity of a company’s commitment to its community. The Botanist is dedicated to creating a diverse culture with a commitment to equal employment opportunity for all individuals. The Botanist’s diversity plan is designed to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations.

Goals

The Botanist has established specific goals to promote equity for the above-listed groups in the operations of its Marijuana Establishment. The Botanist’s goals include:

1. Increasing the number of individuals falling into the above-listed demographics working in the establishment and providing tools to ensure their success; and
2. Providing access for and assisting individuals falling into the above-listed demographics to achieve their goal of entering the adult-use marijuana industry.

The Botanist believes in creating and sustaining a robust policy of inclusivity and diversity because The Botanist 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, The Botanist also wants to ensure that its customers see themselves in the makeup of The Botanist’s employees.

Diversity Recruitment and Sourcing

The Botanist will establish and maintain an inclusive and diverse workforce to serve its customers through innovative corporate recruitment of underrepresented and minority communities. The Botanist has developed strategic corporate initiatives to ensure a diverse and qualified staff stands ready to serve The Botanist customers’ needs. These strategic corporate initiatives include: The Botanist’s recruitment efforts are designed to maintain a steady flow of qualified diverse applicants and includes the following steps:

- Hosting four career fairs in identified census tracts of Worcester;
- Advertising employment opportunities in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards;
- Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future job openings;
- Encouraging employees to refer applicants from diverse groups for employment;
- Utilizing personal connections to communicate hiring objectives throughout diverse populations;
- Hosting informational sessions about careers in the marijuana industry;
- Advertising informational sessions in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards; and
- Developing relationships with community child care, housing, transportation, and other programs designed to improve employment opportunities for diverse persons.

Employee Retention, Training and Development

Perhaps the most critical element of maintaining a diverse and inclusive workforce is keeping the pathways to professional development and promotion open for all employees. Therefore, The Botanist's mentoring, training, and professional development programs are structured with the intention of finding, fostering, and promoting diverse employees.

The Botanist will offer promotions, career counseling, and training to provide all employees with equal opportunity for growth and to decrease turnover. The Botanist will ensure that all employees are given equal opportunities for promotion by communicating opportunities, training programs, and clearly-defined job descriptions. The Botanist 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. Training programs will be both internal and external to the company and cannabis industry, and may include topics such as: marijuana cultivation techniques, product manufacturing techniques, retail practices, compliance, writing, management training, and industry seminars provided at annual conferences such as MJBizCon.

Additionally, The Botanist will:

- Provide annual cultural training on cultural sensitivity and recognizing unconscious bias, focusing on materials including learning about multicultural environments, how to foster inclusion and belonging, intercultural competence, and break out group sessions; and
- Use suppliers who are also committed to diversity and inclusion.

The Botanist's diversity awareness training emphasizes The Botanist's zero-tolerance commitment of harassment and discrimination and The Botanist's strict adherence to take corrective action should any issues, concerns, or complaints arise. All The Botanist 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 The Botanist's efforts to create an open culture with zero tolerance for discrimination, harassment, or retaliation, is crucial to The Botanist'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 The Botanist's Equal Employment Opportunity and Reasonable Accommodation statement in the Employee Handbook;
- Inclusion of The Botanist's zero-tolerance policies for harassment, discrimination, bullying, and other actions which oppose The Botanist's goal for a diverse workforce;

The Botanist

- 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.

Measuring Progress

The Botanist will establish a Diversity Committee (the “Committee”) to assist the executive management team and compliance officer 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. All employees will be made aware of the Committee and invited to join if it is of interest.

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 The Botanist to ensure that the Diversity Plan is understood; and auditing The Botanist’s internal and external job postings to ensure information is in compliance with The Botanist’s diversity policies and procedures.

The audit will be conducted at the end of each calendar year and include:

- Employment data, including the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of postings in diverse publications or general publications with supporting documentation;
- Number and subject matter of trainings held and the number of individuals falling into the above- listed demographics in attendance; and
- A comprehensive description of all efforts made by The Botanist to monitor and enforce the Diversity Plan.

Acknowledgements

- The Botanist will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by The Botanist will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

The Botanist

Maintaining of Financial Records

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

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
 - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
 - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
 - Conducting a monthly analysis of its equipment and sales data, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
 - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
 - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
 - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
 - If colocated with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).
- Additional written business records will be kept, including, but not limited to, records of:
 - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);

- Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
- Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.



The Botanist

Personnel Policies Including Background Checks

Overview

The Botanist, Inc. (“The Botanist”) 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. The Botanist 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 The Botanist, while implementing, administering, and revising the policies as needed. In addition, the Director of Security will perform the following duties:

- Provide general training to The Botanist 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 The Botanist facility, including cash and product storage vaults, the surveillance and network equipment room, and other highly sensitive areas of the The Botanist 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 The Botanist 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 The Botanist’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 The Botanist 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 The Botanist 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 The Botanist facility;
- Answer routine inquiries;
- Log entries, and maintain visitor log;
- Escort authorized visitors in restricted access areas; and
- Escort The Botanist 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 [POS Software] system;
- Ensuring waste is properly stored; and
- Coordinating the waste disposal schedule and ensuring The Botanist's policies and procedures for waste disposal are adhered to.

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

- Oversee hiring and release of The Botanist agents;
- Review and revise The Botanist personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for The Botanist 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.



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 The Botanist 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 The Botanist 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 The Botanist;
- Properly setting up product displays pursuant to The Botanist policies and procedures;
- Executing and enforcing compliance with Commission regulations and The Botanist policies and procedures;
- Understanding sales transactions using a POS Software;
- 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 The Botanist and will include, at a minimum, the following:

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

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



Staffing Plan and Business Hours

Hiring and Recruitment

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

- State anti-discrimination statutes and Equal Employment Opportunity Commission (EEOC) requirements;
- The Botanist's Diversity Plan and Community Initiatives;
- The Botanist'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;
- Workers' Compensation;
- State and Federal Minimum Wage Requirements;
- Non-Disclosure and Non-Complete Agreements; and
- Any other applicable local, state, or federal employment laws, rules, or regulations.

Standards of Conduct

The Botanist is committed to maintaining an environment conducive to the health and well-being of customers and employees. It is The Botanist's mission to provide a professional workplace free from harassment and discrimination for employees. The Botanist 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 The Botanist'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. Any harassment or discrimination by employees is strictly prohibited. Further, harassing or discriminatory behavior of non-employees directed at The Botanist employees or customers is also condemned and will be promptly addressed.

Violence and Weapons in the Workplace

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



At-Will Employment

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

Workplace Attire

The required attire for registered agents at The Botanist 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

9:00a – 9:00p, Monday – Saturday, TBD - Sunday

Overview of Personnel Policies and Procedures

Standard Employment Practices

The Botanist values the contributions of its management and staff positions. The Botanist 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

The Botanist'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, workers' compensation, maintenance of personnel files, privacy, email policy, 935 CMR 500.000 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

Investigations

The Botanist 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



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

Job Status

Job Classifications

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

Work Schedules

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

Mandatory Meetings and Community Service Days

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

Breaks

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

Performance Reviews

Performance reviews will be conducted by executive or department managers. Reviews will be conducted at three-month intervals for new employees during the first year and at six-month intervals thereafter. A written synopsis must be provided to, and signed by, the employee under review. Reviews must be retained in each employee's employment file. Performance reviews must take into account positive performance factors and areas requiring improvement. Scoring systems may be utilized to help reflect an employee's overall performance.

Leave Policies

The Botanist leave policies will comport with all state and federal statutes.

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

The Botanist 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

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

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

Procedure

Step 1: Counseling and Verbal Warning

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

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

Step 2: Written Warning

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

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations. A formal performance improvement plan (PIP) requiring the employee's immediate and sustained



corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

Step 3: Suspension and Final Written Warning

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

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

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

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

Step 4: Recommendation for Termination of Employment

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

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

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

Appeal Process

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



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

Performance and Conduct Issues Not Subject to Progressive Discipline

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

Documentation

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

Separation of Employment

Separation of employment within an organization can occur for several different reasons. Employment may end as a result of resignation, retirement, release (end of season or assignment), reduction in workforce, or termination. When an employee separates from The Botanist, the employee's supervisor must contact the Human Resources Manager to schedule an exit interview, which will typically take place on the employee's last workday.

Types of Separation

1. Resignation

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

2. Retirement

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

3. Job Abandonment

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

4. Termination

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

5. Reduction in Workforce



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

6. Release

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

Exit Interview

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

Return of Property

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

Termination of Benefits

An employee separating from The Botanist 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, The Botanist believes that it is in the best interest of both the organization and The Botanist's employees to fairly compensate its workforce for the value of the work provided. It is The Botanist'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 The Botanist, factored for general economic variances, and adjusted to reflect the local economic marketplace.
4. The system will evaluate internal equity, which is the relative worth of each job in the organization when comparing the required level of job competencies, formal training and experience, responsibility and accountability of one job to another, and arranging all jobs in a formal job-grading structure.
5. Professional support and consultation will be available to evaluate the compensation system and provide on-going assistance in the administration of the program.
6. The compensation system must be flexible enough to ensure that the company is able to recruit and retain a highly-qualified workforce, while providing the structure necessary to effectively manage the overall compensation program.

Responsibilities

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

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

Management Responsibility

1. The CEO is charged with ensuring that The Botanist 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 The Botanist will undergo a detailed background investigation prior to being granted access to a The Botanist facility or beginning work duties.
- Background checks will be conducted on all agents in their capacity as employees or volunteers for The Botanist 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), The Botanist 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, The Botanist 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, The Botanist 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, The Botanist 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 The Botanist 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 The Botanist or the Commission.



The Botanist

Qualifications and Training

The Botanist will ensure that all employees hired to work at a The Botanist 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.

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



The Botanist

Quality Control and Testing

Quality Control

The Botanist, Inc. (“The Botanist”) will comply with the following sanitary requirements:

1. Any The Botanist 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 The Botanist 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. The Botanist’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 The Botanist’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. The Botanist’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. The Botanist 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. The Botanist’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. The Botanist’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. The Botanist’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. The Botanist 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. The Botanist will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. The Botanist’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. The Botanist will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. The Botanist 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. The Botanist 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.

The Botanist'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).

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

The Botanist 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 The Botanist 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.

Testing

The Botanist 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 The Botanist'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 The Botanist'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.

The Botanist'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.



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



The Botanist

Recordkeeping Procedures

General Overview

The Botanist, Inc. (“The Botanist”) 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 The Botanist documents. Records will be stored at The Botanist 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 The Botanist 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 The Botanist’s quarter-end closing procedures. In addition, The Botanist’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 The Botanist, 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 The Botanist 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
 - The Botanist 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
 - The Botanist will use [POS Software] to maintain real-time inventory. [POS Software] inventory reporting meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant-seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.
 - Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
 - Within ten (10) calendar days, The Botanist 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 The Botanist 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, The Botanist 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 The Botanist agents present during the disposal or handling, with their signatures. The Botanist 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
 - The Botanist 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 The Botanist closes, all records will be kept for at least two (2) years at The Botanist's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, The Botanist 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 The Botanist'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 The Botanist'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 The Botanist 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 The Botanist, 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 The Botanist's website.
- Policies and procedures for the handling of cash on The Botanist 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

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



The Botanist

Plan for Restricting Access to Age 21 and Older

Pursuant to 935 CMR 500.050(5)(b), The Botanist, Inc. (“The Botanist”) will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Program ID Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, a The Botanist 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 The Botanist discovers any of its agents intentionally or negligently sold marijuana to an individual under the age of 21, the agent will be immediately terminated and the Commission will be promptly notified, pursuant to 935 CMR 500.105(1)(l). The Botanist 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), The Botanist 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. The Botanist 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.

The Botanist 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), The Botanist 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. The Botanist’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).

The Botanist

Plan for Separating Recreational from Medical Operations

The Botanist, Inc. (“The Botanist”) 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 sophisticated and customized seed-to-sale and Point of Sale (POS) software system approved by the Commission, The Botanist 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), The Botanist 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 The Botanist’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.

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another The Botanist location and transferable to The Botanist’s retailer location within 48 hours. The Botanist 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, The Botanist 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.

The Botanist 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.

The Botanist

Plan to Positively Impact Areas of Disproportionate Impact

The Botanist, Inc. (“The Botanist”) is dedicated to serving and supporting residents within the communities of which it is a part, particularly those that are classified as areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions 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 The Botanist’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.

Goals

The Botanist has established specific goals to make a positive impact on areas of disproportionate impact. Through its Plan to Positively Impact Areas of Disproportionate Impact, The Botanist seeks to:

1. Reduce barriers to entry in the commercial adult-use cannabis industry;
2. Provide mentoring, professional, and technical services for individuals and businesses facing systemic barriers; and
3. Provide business assets towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the members of the community as a whole.

Botanist Incubator Program

As participants in an emerging industry in Massachusetts, The Botanist recognizes the importance of providing customized, comprehensive training programs and funding streams within communities that have had historically high rates of arrest, conviction, and incarceration related to marijuana crimes.

The Botanist will hold two (2) educational seminars annually in areas that are classified as disproportionately impacted, including designated census tracts within the City of Worcester. Topics will include, but not be limited to: how to start a marijuana business; marijuana cultivation; marijuana product manufacturing; marijuana retail operations; recordkeeping; financial literacy; business skills; and policy advocacy. The sessions will be designed to provide critical training to start-up companies owned by disproportionately harmed communities.

At each educational seminar, The Botanist will provide application information as to how individuals and/or companies owned by disproportionately harmed communities may seek grants for additional training, start-up costs, business needs, or other items.

Seminars and grant opportunities will be publicized within local newspapers, including bilingual media; distributed at local career agencies and community centers; and circulated to marijuana advocacy organizations.

In addition to opportunities for skill development and grant opportunities offered by these seminars, the Botanist believes that they will facilitate future mentorships, networking, peer support, and introductions to potential resources and sources of capital.

Plan Administration + Measurement

The Worcester dispensary manager will administer the Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”), relying on The Botanist’s local and national expertise to develop curricula and continuing education. The Botanist’s executive management team will evaluate grant opportunities.

At the end of each year, The Botanist will compile its reports tracking both the qualitative and quantitative measures that demonstrate the progress or success of the plan. Metrics will have an identified data source. Metrics that will be utilized include:

1. The number of training events held annually;
2. Subject matter of training events;
3. Number of participants that attended the training events;
4. Number of participants from the immediate Worcester community that attended the training events;
5. Assessments from program attendees as to how helpful the trainings were;
6. Number of businesses or individuals that obtained grant assistance from the program; and
7. Number of businesses or individuals that applied for grant assistance from the program.

The Botanist’s executive management team will measure the impact of its programming on an annual basis. It will measure the number of actual events held versus the number of goal events.

The Botanist will commit to a minimum of \$10,000 in grant opportunities annually. Should the amount of grants not reach \$10,000, the Botanist will donate the balance to the Cannabis Control Commission’s Social Equity Training and Technical Assistance Fund.

Disclosures

The Botanist will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

Any actions taken, or programs instituted, by The Botanist will not violate the Commission’s regulations with respect to limitations on ownership or control or other applicable state laws.

