



Retail Cannabis License Application

1625 Andover Street, Tewksbury, MA

January 16, 2023

Community – Integrity – Values



**SELECT BOARD
TOWN OF TEWKSBURY
TOWN HALL
1009 MAIN ST
TEWKSBURY, MASSACHUSETTS 01876**

**APPLICATION INSTRUCTIONS
FOR RETAIL MARIJUANA LICENSE**

Massachusetts General Law, Chapter 94G and 935 CMR 500 govern marijuana establishments including retail marijuana licenses.

Prior to a local retail marijuana license becoming effective, a state license from the Cannabis Control Commission is required.

The required information below is to be submitted to the Select Board, Town Hall, 2nd Floor, 1009 Main Street, Tewksbury, MA 01876 *before* the public hearing will be opened. Please note that incomplete information may be grounds for rejecting an application.

- Completed attached application form.
- Certificate of Tax Compliance approved by the Town of Tewksbury Treasurer/ Collector, 11 Town Hall Avenue, 978-640-4340.
- Proof of Legal Notice advertised in the newspaper no less than 14 calendar days (not including day of publication) prior to the Select Board public hearing. Legal notice to be prepared by the Select Board Office based on information from the submitted application.
- Certified Abutters List from Town of Tewksbury Assessor, 11 Town Hall Avenue, 978-640-4330.
- Proof of Abutter notification- May include a Certificate of Mailing from the United States Post Office.
- Filing fee of \$1,200 for new applications; \$600 for renewals via check made payable to the Town of Tewksbury.

**PLEASE BE ADVISED, THE TOWN DOES NOT PROVIDE LEGAL
ADVICE, CONSULT WITH YOUR LEGAL COUNSEL PRIOR TO
SUBMITTAL.**



**SELECT BOARD
TOWN OF TEWKSBURY
TOWN HALL
1009 MAIN ST
TEWKSBURY, MASSACHUSETTS 01876**

RETAIL MARIJUANA LICENSE APPLICATION

Massachusetts General Law, Chapter 94G and 935 CMR 500 govern marijuana establishments including retail marijuana licenses.

A. General Information:

1. List of all Persons or Entities Having Direct or Indirect ownership:

Dean Graffeo

2. List of all persons or entities contributing capital resources:

Dean Graffeo

Gold Standard Consulting

3. Disclosure and documentation of any out-of-state or in-state marijuana-related business interests for any individual or entity associated with the application:

Gold Standard Consulting

4. The proposed address of the marijuana retail sales operation along with property interest documentation:

1625 Andover Street, Tewksbury

5. Bond or Escrow Account: See escrow letter attached

6. Massachusetts Business Identification Number and any D/B/A information, if applicable:

001713543

7. Emergency Contact(s) phone and email:

James McMahon (617) 383-7717 james@mcmahonstrategic.com

8. Proposed timeline to become operational:
See attached
-
-

B. Required Attachments:

1. Certificate of Tax Compliance from the Tewksbury Town Treasurer
2. Draft Host Community Agreement
3. Community Outreach Meeting Attestation Form with supporting documentation
4. Copy of Articles of Organization and Bylaws/Operating Agreement
5. Plan to remain compliant with local zoning/ordinances
6. Business Plan
7. Plan to obtain limited liability insurance
8. Summaries of following Operating Plans, Policies, and Procedures:
 - a. Security Plan
 - b. Inventory Plan
 - c. Storage Plan
 - d. Transportation Plan
 - e. Plan to Restrict Access to 21 Years of Age
 - f. Prevention of Diversion Plan
 - g. Quality Control and Testing Procedures
 - h. Personnel Policies
 - i. Record Keeping Policies
 - j. Maintenance of Financial Records Policy
 - k. Qualifications and Intended Training
 - l. Diversity Plan
 - m. Energy Compliance Plan
 - n. Marijuana Retailer and Marijuana Delivery Operator plan to obtain marijuana and marijuana products and dispensing plan
 - o. Plan for Positively Impact Disproportionately Harmed People

January 15, 2024

To: Town of Tewksbury

RE: Route 133 Cannabis, LLC

Good afternoon,

Please accept this letter as confirmation that I consent to hold sufficient funds in escrow on behalf of Route 133 Cannabis, LLC to fulfill the requirements of 935 CMR 500.105(16). Such funds will be held in my IOLTA account (Eastern Bank) and only be released on provision of a regulatorily compliant surety bond to supplant said escrow, or as directed by the Town of Tewksbury and the Cannabis Control Commission to be expended for the coverage of liabilities.

Respectfully,

/s/James McMahan

James McMahan, Esq

BBO: 688532

james@mcmahonstrategic.com

Route 133 Cannabis, LLC

Proposed Timeline to Become Operational

This document is a proposed timeline for achieving commencement of our retail establishment at 1625 Andover Street, Tewksbury, Massachusetts.

- 1 Day after Municipal Approval: Submit License Application to CCC**
- 30 Days after Municipal Approval: CCC Certifies as Complete**
- 45 Days after Municipal Approval: Obtain provisional license at monthly CCC hearing**
- 46 Days after Municipal Approval: Submit Architectural Review to CCC**
- 60 Days after Municipal Approval: Architectural Review approved by CCC**
- 61 Days after Municipal Approval: Commence buildout of retail space**
- 180 Days after Municipal Approval: Receive Certificate of Occupancy**
- 181 Days after Municipal Approval: CCC Post-Provisional License Inspection**
- 200 Days after Municipal Approval: Receive Final License at monthly CCC hearing**
- 210 Days after Municipal Approval: CCC Post-Final License Inspection**
- 220 Days after Municipal Approval: Receive Sales Ready certificate from CCC,**
- 221 Days after Municipal Approval: Commence operations**



**SELECT BOARD
TOWN OF TEWKSBURY
TOWN HALL
1009 MAIN ST
TEWKSBURY, MASSACHUSETTS 01876**

CERTIFICATE OF TAX COMPLIANCE

RETAIL MARIJUANA TRANSACTIONS

MUST BE COMPLETED BY THE CURRENT LICENSE HOLDER

This form must be completed by the **CURRENT LICENSE HOLDER** and approved by Tewksbury Treasurer/Collector or designee that as of the date below the current license holder does not owe any Personal Property taxes, Real Estate taxes, or water and sewer charges to the Town of Tewksbury.

Name of Current License Holder: Route 133 Cannabis, LLC

Name of Establishment: Route 133 Cannabis, LLC

Doing Business as (if applicable): _____

Establishment Street Address: 1625 Andover Street, Tewksbury, MA 01876

The above applicant does not owe any taxes to the Town of Tewksbury as of this date:

Jelly Adams
Treasurer/Collector's Office

Date: 1/12/24

**HOST COMMUNITY AGREEMENT FOR THE SITING OF A RECREATIONAL
MARIJUANA RETAILER IN THE TOWN OF TEWKSBURY**

This Host Community Agreement (the "Agreement") is entered into as of _____ (the "Effective Date") by and between the Town of Tewksbury, Massachusetts, a Massachusetts municipal corporation acting by and through its Town Manager, with a business address of 1009 Main Street, Tewksbury, MA 01876 (the "Municipality") and Route 133 Cannabis, LLC., a Massachusetts business entity with a business address of 1625 Andover Street, Tewksbury, MA 01876 (the "Company") (Municipality and Company, collectively the "Parties").

RECITALS

WHEREAS, Company desires to locate a Recreational Marijuana Retailer ("RMR") at 1625 Andover Street, Tewksbury, MA 01876 (hereinafter the "Facility") for the retail sale of recreational marijuana in accordance with the laws of the Commonwealth of Massachusetts ("MA Law") and those of the Municipality ("Local Law");

WHEREAS, Company desires to provide community impact fee payments to the Municipality pursuant to M.G.L. c. 94G, § 3(d) in order to address any reasonable costs imposed upon the Municipality by Company's operations in the Municipality; and

WHEREAS, the Municipality supports Company's intention to operate a RMR at the Facility for the retail sale of recreational marijuana.

Now **THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and for the mutual promises set forth below, the parties agree as follows:

AGREEMENT

1. Host Community Payments.

- a. RMR Related Payments. In the event that Company obtains a final license, or its equivalent, for the operation of a RMR at the Facility from the Cannabis Control Commission ("CCC"), and receives all necessary approvals from the Municipality to operate a RMR at the aforementioned Facility in the Municipality, then Company agrees to the following:
 - i. The Company shall make annual payments to the Municipality in the amount of three percent (3%) of the gross sales of recreational marijuana at the Facility (the "RMR Payment").
 - ii. The initial RMR Payment shall be due on the first day of the fourteenth (14th) month following the date that the Company begins retail sales of recreational marijuana at the Facility (the "Initial RMR Payment"). Subsequent RMR Payments shall be due on each anniversary date of the Initial RMR Payment for the term of the Agreement.

- b. Municipality agrees that the impact fees assessed to other marijuana retail businesses operating within the Municipality will not be more favorable to such businesses than the payment terms and formula set forth herein. Municipality further agrees to notify the Company if it issues a Host Community Agreement with more favorable impact fee terms and formula than that set forth herein and if so term of this Agreement will be modified.
 - c. If the RMR Related Payments provision is stricken by the CCC then the parties will promptly meet for the purpose of securing a comparable financial benefit for the Town. If the Parties cannot reach agreement on the Amended HCA within thirty days Section 1 (a) shall be stricken and replaced with the following "In order to mitigate the financial impact on the Town and use of Town resources, the Company agrees to reimburse the Town for costs reasonably related to the costs imposed upon the municipality by the Company's operation documented and/or certified pursuant to G.L. c. 94G, § 3(d)(2)(iii) and Cannabis Control Commission regulations. The remaining terms shall remain in effect.
2. Term and Termination. The Term of this Agreement shall be eight (8) years from the Effective Date (the "Term"). This Agreement shall automatically terminate at the end of the Term. In the event Company ceases all RMR operations in the Municipality, this Agreement shall become null and void. In the event Company loses or has its license(s), approvals, and/or permits to operate in the Municipality revoked by the CCC or the Municipality, this Agreement shall become null and void. The Parties may agree to renegotiate or renew this Agreement prior to the end of the Term.
3. Payments. The Company shall make the payments to the Municipality as set forth in Section 1 of this Agreement. While the Municipality has the sole discretion for determining how to spend the RMR Payment(s) (the "Payments"), the Municipality understands and acknowledges that, as required by M.G.L. c. 94G, § 3(d), the Payments shall be reasonably related to the costs imposed upon the Municipality by Company's operations in the Municipality. Furthermore, the Municipality understands and acknowledges that, pursuant to M.G.L. c. 94G, § 3(d), any cost to the Municipality imposed by Company's operations in the Municipality shall be documented and considered a public record pursuant to MA Law.
4. Acknowledgements. The Municipality understands and acknowledges that payments due pursuant to this Agreement are contingent upon the Company's receipt of all state and local approvals required to operate a RMR in the Municipality.
5. Review. During the Term of this Agreement, the Municipality and the Company will review the payments every twelve (12) months to ensure that the payments are reasonably related to the costs imposed upon the Municipality by Company's operations in the Municipality (the "Annual Review"). In the event the Annual Review finds that the payments are not

reasonably related to the costs imposed upon by the Municipality by Company's operations in the Municipality, the Parties agree to adjust the payments to reflect the costs accordingly.

6. Local Taxes. At all times during the Term of this Agreement, property, both real and personal, owned or operated by Company shall be treated as taxable, and all applicable real estate and personal property taxes for that property shall be paid either directly by Company or by its landlord, and neither Company nor its landlord shall object or otherwise challenge the taxability of such property.
7. Community Support and Additional Obligations.
 - a. Local Vendors — to the extent such practice and its implementation are consistent with federal, state, and municipal laws and regulations, Company shall use good faith efforts in a legal and non-discriminatory manner to give priority to qualified local businesses and vendors in the provision of goods and services called for in the construction, maintenance and continued operation of the Facility.
 - b. Employment/Salaries — to the extent such practice and its implementation are consistent with federal, state, and municipal laws and regulations, Company shall use good faith efforts in a legal and non-discriminatory manner to give priority to hire qualified residents of the Municipality as employees of the Facility.
 - c. The Company shall, at least annually, provide the Municipality with copies of all reports submitted to the CCC regarding Company's operations in the Municipality.
 - d. The Company will work cooperatively with all necessary municipal departments, boards, commissions, and agencies ensure that Company's operations are compliant with all of the Municipality's codes, rules, and regulations.
8. Support. The Municipality agrees to submit to the CCC all documentation and information required by the CCC from the Municipality for the Company to obtain approval to operate. The Municipality agrees to support Company's application(s) with the CCC but makes no representation or promise that it will act on any other license or permit request in any particular way other than by the Municipality's normal and regular course of conduct and in accordance with their codes, rules, and regulations and any statutory guidelines governing them.
9. Security. Company shall maintain security at the Facility in accordance with a security plan presented to the Municipality and approved by the CCC. In addition, Company shall at all times comply with MA Law and Local Law regarding security of the Facility.
10. Governing Law. This Agreement shall be governed and construed and enforced in accordance with the laws of the Commonwealth of Massachusetts, without regard to the

principals of conflicts of law thereof. The Parties expressly waive any defense to enforcement based upon nonconformance with federal law regarding the illegality of marijuana.

11. Amendments/Waiver. Amendments or waivers of any term, condition, covenant, duty or obligation contained in this Agreement may be made only by written amendment executed by all Parties, prior to the effective date of the amendment.
12. Severability. If any term or condition of this Agreement or any application thereof shall to any extent be held invalid, illegal or unenforceable by the court of competent jurisdiction, the validity, legality, and enforceability of the remaining terms and conditions of this Agreement shall not be deemed affected thereby unless one or both Parties would be substantially or materially prejudiced.
 - a. Should the Cannabis Control Commission promulgate a Model Host Community Agreement, any term of this Agreement in conflict with the Model Host Community Agreement shall be redrafted to meet the Model Host Community Agreement standard while keeping as close as feasible to the original intent of this Agreement.
13. Successors/Assigns. This Agreement is binding upon the Parties hereto, their successors, assigns and legal representatives. The Municipality shall not assign or transfer any interest or obligations in this Agreement without the prior written consent of the Company, which shall not be unreasonably delayed, conditioned, or withheld. The Company shall not assign or transfer any interest or obligation in this Agreement without the prior written consent of the Municipality, which shall not be unreasonably delayed, conditioned, or withheld.
14. Entire Agreement. This Agreement constitutes the entire integrated agreement between the Parties with respect to the matters described. This Agreement supersedes all prior agreements, negotiations and representations, either written or oral, and it shall not be modified or amended except by a written document executed by the Parties hereto.
15. Notices. Except as otherwise provided herein, any notices given under this Agreement shall be addressed as follows:

To the Municipality:

Town of Tewksbury
1009 Main Street
Tewksbury, MA 01816
Attn: Town Manager

To the Company:

Route 133 Cannabis, LLC
1625 Andover Street
Tewksbury, MA 01876

Copy to:

James McMahon, Esq.
McMahon Strategic Development
517 Boston Post Road East #642
Sudbury, MA 01776

Notice shall be deemed given (a) two (2) business days after the date when it is deposited with the U.S. Post Office, if sent by first class or certified mail, (b) one (1) business day after the date when it is deposited with an overnight courier, if next business day delivery is required, (c) upon the date personal delivery is made, or (d) upon the date when it is sent by facsimile, if the sender receives a facsimile report confirming such delivery has been successful and the sender mails a copy of such notice to the other party by U.S. first-class mail on such date.

[SIGNATURE PAGE FOLLOWS]

In witness whereof, the Parties hereto have duly executed this Agreement in their official capacity, and not as individuals, as of the date set forth above.

Route 133 Cannabis, LLC

By: Dean Graffeo
As Sole Member

**Town of Tewksbury
Select Board**

Todd Johnson, as Chair

James F. Mackey III, as Vice Chair

Patick Holland, as Clerk

Jayne Elizabeth Wellman, as Member

Mark Kratman, as Member

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

1. The Community Outreach Meeting was held on the following date(s): 11/21/23
2. At least one (1) meeting was held within the municipality where the ME is proposed to be located.
3. At least one (1) meeting was held after normal business hours (this requirement can be satisfied along with requirement #2 if the meeting was held within the municipality and after normal business hours).

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

a. Date of publication:

11/4/23

b. Name of publication:

Lowell Sun

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

a. Date notice filed:

11/4/23

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

a. Date notice(s) mailed:

11/4/23

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

Name of applicant:

Route 133 Cannabis, LLC

Name of applicant's authorized representative:

Dean Graffeo

Signature of applicant's authorized representative:



Attachment B

November 4, 2023

Re: Community Outreach Meeting

Town Clerk:

The letter is to give notice that Route 133 Cannabis, LLC will hold a Community Outreach Meeting on **November 21, 2023, at 6:00 PM** to discuss the proposed siting of an Adult Use Marijuana Retailer at 1625 Andover Street in Tewksbury in accordance with M.G.L. Chapter 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.* The meeting will be held at the Hilton Garden Inn Tewksbury-Andover, located at 4 Highwood Drive, Tewksbury, MA 01876.

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

Sincerely,

Route 133 Cannabis, LLC

Attachment C

November 4, 2023

Re: Community Outreach Meeting

To Whom It May Concern:

The letter is to give notice that Route 133 Cannabis, LLC will hold a Community Outreach Meeting on **November 21, 2023, at 6:00 PM** to discuss the proposed siting of an Adult Use Marijuana Retailer at 1625 Andover Street in Tewksbury in accordance with M.G.L. Chapter 94G and the Massachusetts Cannabis Control Commission's regulations at 935 CMR 500.000 *et seq.* The meeting will be held at the Hilton Garden Inn Tewksbury-Andover, located at 4 Highwood Drive, Tewksbury, MA 01876.

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

Sincerely,

Route 133 Cannabis, LLC

Town of Tewksbury Abutters List

Map/Lot	Abutter	Abutter	Address	Town	ST	Zip	Book/Page	Location
39-50	CICCOLELLA FRANK & MARIE		995 NORTH ST	TEWKSBURY	MA	01876	9651/0052	995 NORTH ST
53-6	1625 ANDOVER STREET LLC	C/O THE DALY GROUP LLC	229 STEDMAN ST	LOWELL	MA	01851	31711/0248	1625 ANDOVER ST
53-37	TEWKSBURY LODGING VENTURES LLC		508 WHITE SPRUCE BLVD	ROCHESTER	MA	14823	36609/0082	1695 ANDOVER ST
52-10	20 INTERNATIONAL PLACE TEWKSBURY LLC		63 ATLANTIC AVE	BOSTON	MA	02110	37062/0075	20 INTERNATIONAL PL
53-4	DALY MA LAND TRUST	C/O KENNEDY COMMONS LLC	229 STEDMAN ST	LOWELL	MA	01851	29526/0116	1593 ANDOVER ST
39-49	MCNAMARA KATHLEEN A		1015 NORTH ST	TEWKSBURY	MA	01876	23399/0013	1015 NORTH ST
53-1	THE LOWELL FIVE CENT SAVINGS BANK		30 INTERNATIONAL PLACE	TEWKSBURY	MA	01876	29956/0190	30 INTERNATIONAL PL
53-2	NACOPULOS ALEXANDROS		1575 ANDOVER ST	TEWKSBURY	MA	01876	34149/0113	1575 ANDOVER ST
53-40	WENDYS PROPERTIES LLC		ONE DAVE THOMAS BLVD	DUBLIN	OH	43017	29522/0247	1665 ANDOVER ST
53-41	TEWKSBURY LODGING VENTURES LLC		508 WHITE SPRUCE BLVD	ROCHESTER	MA	14823	36609/0082	INTERNATIONAL PL
53-5	DALY MA LAND TRUST	C/O KENNEDY COMMONS LLC	229 STEDMAN ST	LOWELL	MA	01851	29526/0114	1605 ANDOVER ST
53-3	DALY 1583 ANDOVER STREET TRUST	C/O KENNEDY COMMONS LLC	229 STEDMAN ST	LOWELL	MA	01851	29676/0096	1583 ANDOVER ST
53-29	CORMIER YVON CONSTRUCTION CORP		3 GRENSHAW LN	ANDOVER	MA	01810	33985/9741	1596 ANDOVER ST ADJACENT
53-27-U010	CHAVES STEVEN & DOUGLASS LAUREN		1582 ANDOVER ST	TEWKSBURY	MA	01876	31498/0170	1582 ANDOVER ST
53-27-U020	PARRELLA JENNIFER L		1584 ANDOVER ST	TEWKSBURY	MA	01876	25628/0194	1584 ANDOVER ST
53-27-U030	EM WILLIAM M & HWANG LISA TR	EM HWANG REV LIVING TRUST	2 PHEASANT CR	AYER	MA	01432	37443/0010	30 PAULIES PL
53-27-U035	THE DIANE M ORENBURG REVOCABLE TRUST	ORENBURG DIANE M TR	35 PAULIES PL	TEWKSBURY	MA	01876	34420/0178	35 PAULIES PL
53-27-U040	KELLEHER JESSICA P		40 PAULIES PL	TEWKSBURY	MA	01876	26816/0103	40 PAULIES PL
53-27-U045	SANTOS ILIA MIRALYS ROBLES		45 PAULIES PL	TEWKSBURY	MA	01876	38021/0032	45 PAULIES PL
53-27-U050	FIORI CAROLYN		50 PAULIES PL	TEWKSBURY	MA	01876	30292/0175	50 PAULIES PL
53-27-U055	NARAYAN RAGHAV K & INDUMATHI TR	NARAYAN LIVING TRUST	55 PAULIES PL	TEWKSBURY	MA	01876	37040/0133	55 PAULIES PL
53-27-U060	PARK SPENCER		60 PAULIES PL	TEWKSBURY	MA	01876	34469/0273	60 PAULIES PL
53-27-U070	ODONNELL EVELYN		70 PAULIES PL	TEWKSBURY	MA	01876	26017/0031	70 PAULIES PL
53-27-U080	MICHELE R STELLA REVOCABLE TRUST	STELLA MICHELE R TR	80 PAULIES PL	TEWKSBURY	MA	01876	32911/0251	80 PAULIES PL
53-27-U090	NORGAARD CHERYL A		90 PAULIES PL	TEWKSBURY	MA	01876	26231/0246	90 PAULIES PL
53-27-U100	DONOHUE DENISE		100 PAULIES PL	TEWKSBURY	MA	01876	27392/0037	100 PAULIES PL
53-27-U110	BOURGEOIS CHRISTINE		110 PAULIES PL	TEWKSBURY	MA	01876	26130/0032	110 PAULIES PL
53-27-U115	CARTER JAMES E & PATRICIA A		115 PAULIES PL	TEWKSBURY	MA	01876	37376/0256	115 PAULIES PL
53-27-U120	LOPEZ SILVIA B & PABLO		120 PAULIES PL	TEWKSBURY	MA	01876	26230/0018	120 PAULIES PL
53-27-U125	PRATT ALEXANDER JR & KATHLEEN S		125 PAULIES PL	TEWKSBURY	MA	01876	26687/0268	125 PAULIES PL
53-27-U130	DALEY LINDSEY A		130 PAULIES PL	TEWKSBURY	MA	01876	27147/0082	130 PAULIES PL
53-27-U135	SCHNEIDER SCOTT H & SHERRI		135 PAULIES PL	TEWKSBURY	MA	01876	29746/0098	135 PAULIES PL
53-27-U140	ARRUDA BIANCA M		140 PAULIES PL	TEWKSBURY	MA	01876	26372/0007	140 PAULIES PL
53-27-MAIN	ANDOVER ESTATES CONDOMINIUM TRUST		120 LUMBER LANE	TEWKSBURY	MA	01876	25529/0132	PAULIES PL

11/14/23 Abutter letter mailed to above list.

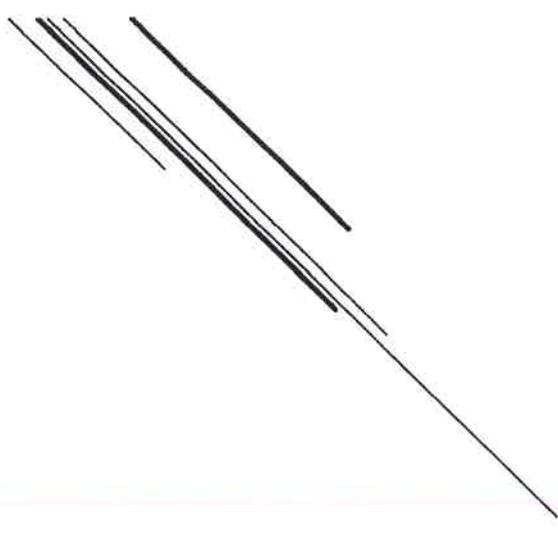
ROUTE 133 CANNABIS COMMUNITY OUTREACH MEETING

1625 Andover Street, Tewksbury, MA 01876

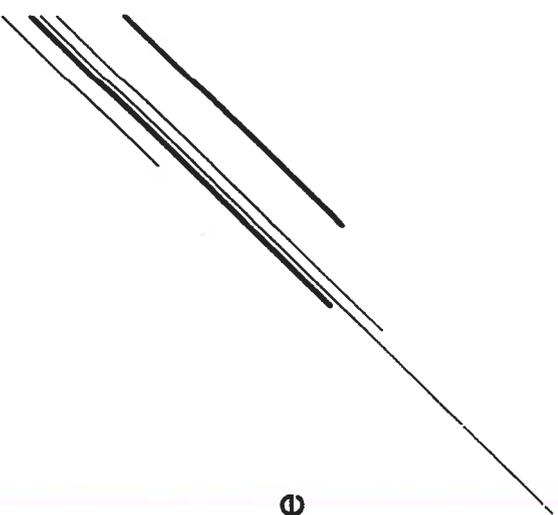
November 21, 2023

OVERVIEW

- ▶ Massachusetts Marijuana Overview
- ▶ Who We Are
- ▶ Proposed License & Application Type
- ▶ Location of the proposed Marijuana Establishment
- ▶ Compliance with Local Zoning
- ▶ Facility Security Measures
- ▶ Prevention of Diversion to Minors
- ▶ Community Impact
- ▶ Questions and Answers

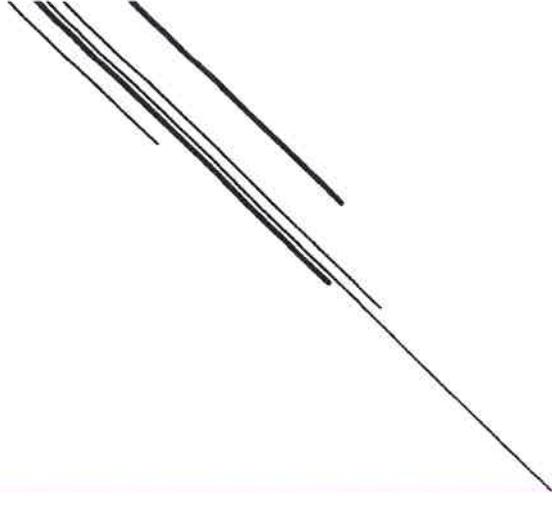


MASSACHUSETTS REGULATED MARIJUANA

- November 2016 Adult-use marijuana ballot initiative passes
 - July 2017 Legislature passes revised Adult-use Act
 - September 2017 The Cannabis Control Commission (CCC) is formed
 - April 2018 Application process released to public
 - June 1, 2018 Applications for Marijuana retailers are accepted by the CCC
 - July 2018 Adult-use is permissible
- 

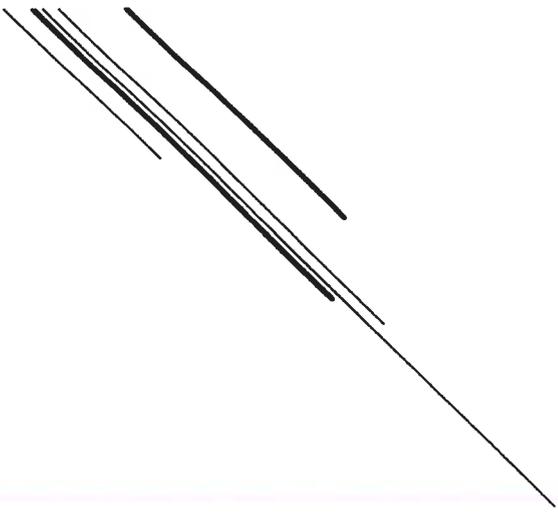
WHO WE ARE

Dean Graffeo, President



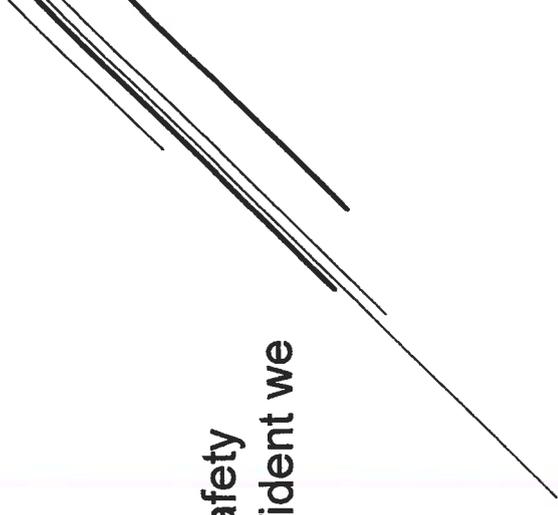
APPLICATION AND LICENSE TYPE

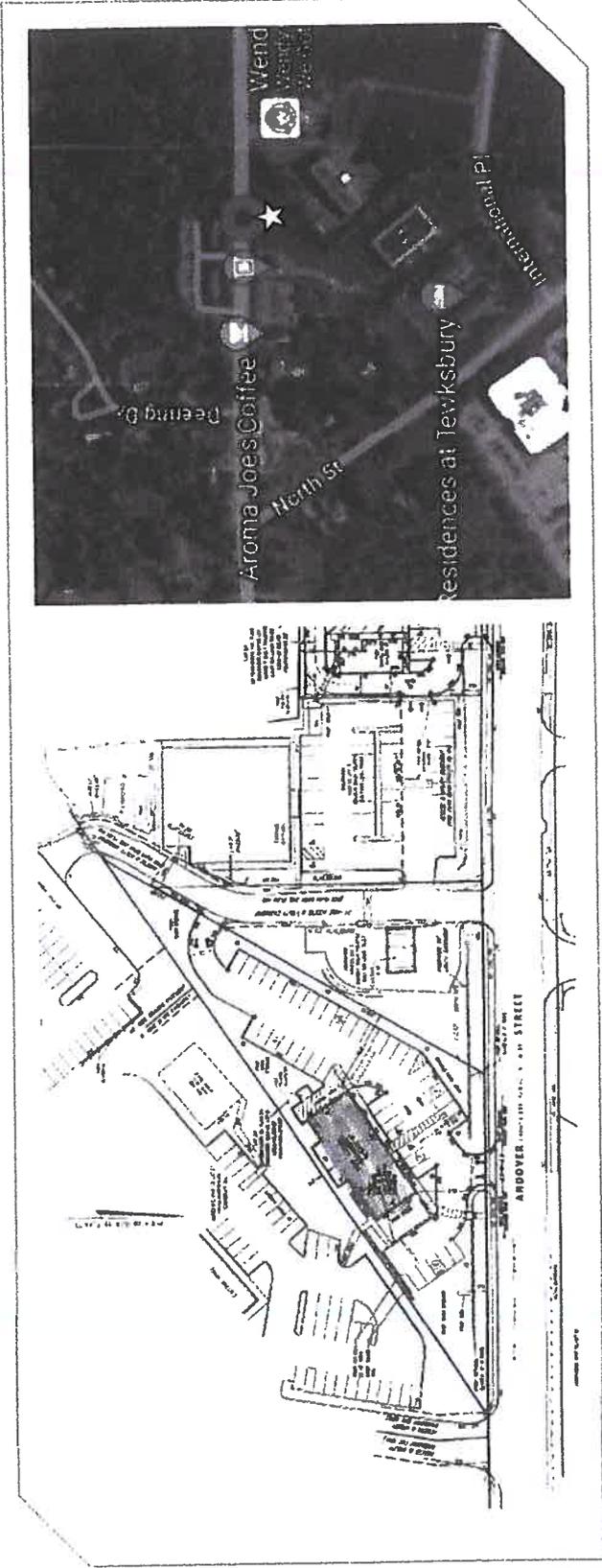
- ▶ A Marijuana Retailer is an entity authorized to purchase and deliver marijuana and marijuana products from Marijuana Establishments and to sell or otherwise transfer marijuana and marijuana products to Marijuana Establishments and to consumers.
- ▶ A Marijuana Retailer provides a retail location which may be accessed by consumers 21 years of age or older.
- ▶ Route 133 Cannabis plans to sell the following marijuana products:
 - ▶ Marijuana Flower
 - ▶ Pre-rolls
 - ▶ Concentrates-rosin, wax,
 - ▶ Vaporizer Cartridges
 - ▶ Edibles
 - ▶ Accessories



OUR COMMITMENT

- ▶ To offer a high quality, and safe product for recreational users.
- ▶ Work with the community, to ensure we are good neighbors.
- ▶ Work with the Tewksbury Police Department, Tewksbury public safety agencies, and Town officials to ensure that the community is confident we can maintain a safe environment.





1625 ANDOVER STREET

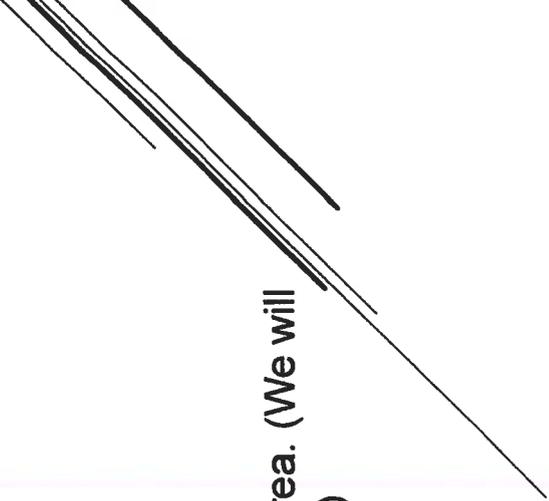
COMPLIANCE - ZONING

Route 133 Cannabis, LLC has applied for a special permit to operate a Marijuana Retail Establishment (ME) at 1625 Andover Street in the established Interstate Overlay District (IOD). ME's are permitted in the Interstate Overlay District pursuant to a special permit.

SECURITY MEASURES

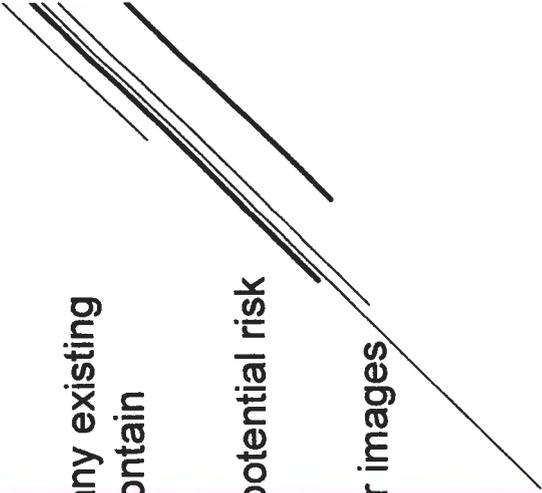
Route133 Cannabis, LLC, in conjunction with AC3, LLC will design physical security elements as well as policies and procedures for security, diversion prevention, transportation and product tracking.

Route133 Cannabis will build a state-of-the-art security system that will include, but not limited to:

- ▶ Redundant Intrusion Alarm Systems
 - ▶ Motion Detectors
 - ▶ 24/7 Video Monitoring of the Interior & Exterior of facility and parking area. (We will offer these monitoring capabilities to the Tewksbury Police Department)
 - ▶ Hardened Product Vault with Panic Alarms
 - ▶ Electronic Keyed Access throughout facility
 - ▶ Entry Mantrap allows us to vet customers prior to entry
- 

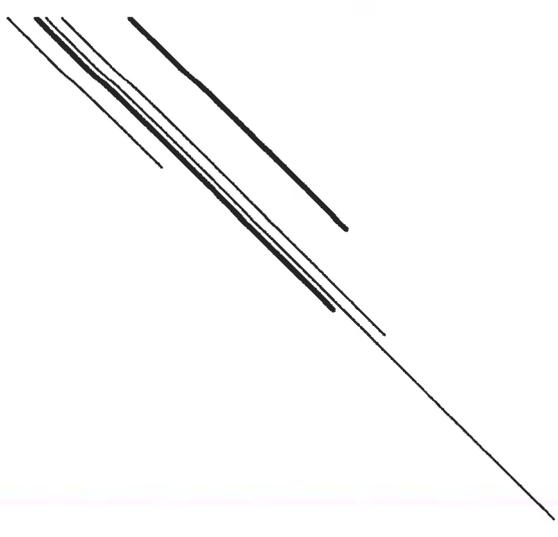
PREVENTION OF DIVERSION TO MINORS

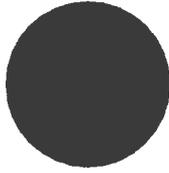
We will utilize the following measures among others to prevent diversion of marijuana to minors:

- ▶ Allow only persons 21 years of age or older access to the facility.
 - ▶ Strict inventory control procedures.
 - ▶ No products provided for wholesale will imitate or have a resemblance to any existing branded consumer products, including foods and beverages, that do not contain marijuana.
 - ▶ All products provided for wholesale will have warning labels outlining any potential risk and clearly identifying the contents.
 - ▶ Products will not be packaged with bright colors, cartoon graphics, or other images known to be or developed to target minors.
- 

PREVENTION OF DIVERSION TO MINORS

All packages will clearly display the following images indicating the active ingredient of THC and display it is not safe for children:





OUR USE WILL BE
CONSISTENT WITH
NORMAL RETAIL
BUSINESSES



THERE WILL BE NO
MARIJUANA
PRODUCTS VISIBLE
FROM THE OUTSIDE



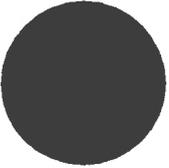
THERE WILL BE NO
NUISANCE NOISE OR
ODORS FOR
NEIGHBORS



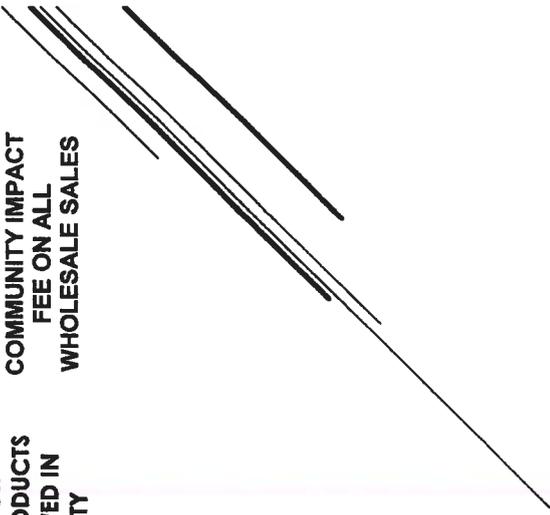
WE WILL WORK WITH
OUR NEIGHBORS AND
OTHER COMMUNITY
STAKEHOLDERS TO
IMMEDIATELY
RESPOND TO ANY
CONCERNS OR
ISSUES THAT ARISE



NO CONSUMPTION OF
MARIJUANA OR
MARIJUANA PRODUCTS
WILL BE ALLOWED IN
OUR FACILITY

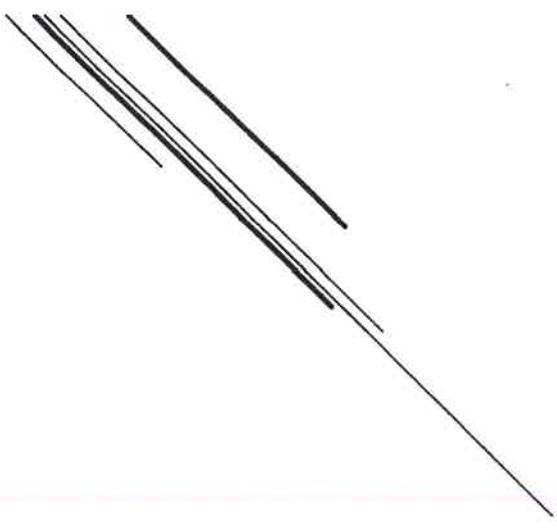


THE CITY WILL
RECEIVE A 3%
COMMUNITY IMPACT
FEE ON ALL
WHOLESALE SALES



COMMUNITY IMPACT

QUESTIONS AND ANSWERS



**The Commonwealth of Massachusetts, William Francis Galvin
Corporations Division**

One Ashburton Place - Floor 17, Boston MA 02108-1512 | Phone: 617-727-9640

Certificate of Organization

(General Laws, Chapter 156C, Section 12)

Filing Fee: \$500.00

Identification Number: 001713543 (number will be assigned)

1. The exact name of the limited liability company is:
ROUTE 133 CANNABIS, LLC

2. The address in the Commonwealth where the records will be maintained:
Number and street: 52 PINNACLE STREET
Address 2:
City or town: TEWKSBURY State: MA Zip code: 01876
Country: UNITED STATES

3. The general character of business (if the limited liability company is organized to render professional service, this form must be filed by fax, mail or in person):
TO APPLY TO THE CANNABIS CONTROL COMMISSION FOR LICENSURE

4. The latest date of dissolution, if specified: (mm/dd/yyyy)

5. The name and address of the Resident Agent:
Agent name: DEAN GRAFFEO
Number and street: 52 PINNACLE STREET
Address 2:
City or town: TEWKSBURY State: MA Zip code: 01876

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

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

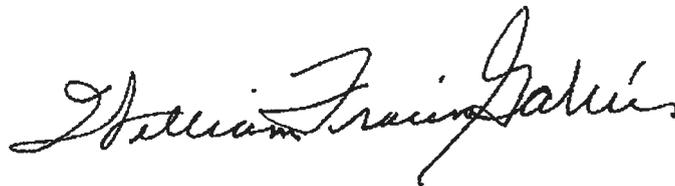
Title	Name	Address
MANAGER	DEAN GRAFFEO	52 PINNACLE STREET TEWKSBURY, MA 01876 USA

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:

October 20, 2023 12:08 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

OPERATING AGREEMENT

OF

**ROUTE 133 CANNABIS LLC,
a Massachusetts limited liability company**

THIS OPERATING AGREEMENT (this “**Agreement**”) of ROUTE 133 CANNABIS LLC, a Massachusetts limited liability company (the “**Company**”) is effective as of October 20th, 2023.

ARTICLE I **DEFINITIONS**

Section 1.1 Certain Definitions. As used in this Agreement:

“**Act**” shall mean the General Laws of the State of Massachusetts, as now in effect or hereafter amended.

“**Affiliate**” shall mean any Person (other than an individual) that directly or through one or more intermediaries controls, is controlled by or is under common control with another Person and includes the power to direct or cause the direction of the management and policies of a Person. With respect to an individual, “**Affiliate**” means members of such individual’s immediate family and any trust all the beneficiaries of which are either such individual or members of such individual’s immediate family.

“**Agreement**” shall mean this Amended and Restated Operating Agreement.

“**Annual Member’s Meeting**” shall have the meaning set forth in Section 3.2.

“**Capital Account**” shall have the meaning set forth in Section 4.2(a).

“**Carrying Value**” means, with respect to any asset, the asset’s adjusted basis for federal income tax purposes except as follows:

(i) the initial Carrying Value of any asset contributed (or deemed contributed) to the Company shall be such asset’s gross fair market value at the time of such contribution;

(ii) the Carrying Values of all Company assets shall be adjusted to equal their respective gross fair market values in accordance with, and as permitted by, Section 1.704-1 (b)(2)(iv)(f) of the Regulations; and

(iii) if the Carrying Value of an asset has been determined pursuant to clause (i) or (ii) above, such Carrying Value shall thereafter be adjusted in the same manner, as would the asset’s adjusted basis for federal income tax purposes.

“**Certificate of Organization**” shall mean the Certificate of Organization of the Company filed with the Massachusetts Secretary of State as amended from time to time.

“**Code**” means the Internal Revenue Code of 1986, as amended.

“**Company**” shall have the meaning set forth in the preamble above.

“**Event of Dissolution**” shall have the meaning set forth in Section 10.1.

“**Membership Interest**” shall have the meaning set forth in Section 8.1.

“**Person**” shall mean any natural person, company, government, political subdivision, agency, instrumentality of a government, body corporate, association, partnership, limited liability company, firm, joint venture, trust or other entity recognized at law.

“**Regulations**” means the Treasury Regulations promulgated under the Code, as from time-to-time are in effect.

“**Sole Member**” shall mean the Person listed on Schedule A hereto, as amended from time-to-time, who owns the sole Membership Interest in the Company upon such terms and conditions as provided in this Agreement and under the Act.

“**Transfer**” shall mean; (a) any sale, assignment or transfer of any Membership Interest, or any economic or voting rights associated with any Membership Interest; (b) any sale, assignment or transfer of an economic interest and/or a voting interest in an entity that, directly or indirectly, holds any Membership Interest; (c) any sale, assignment or transfer of any securities convertible into or exchangeable for any Membership Interest; (d) any other direct or indirect, voluntary or involuntary, sale, assignment or transfer of a Membership Interest or any interest therein.

ARTICLE II

NAME, OFFICE AND FORMATION OF THE COMPANY

Section 2.1 Name. The name of the Company shall be ROUTE 133 CANNABIS, LLC.

Section 2.2 Registered Office and Agent. The registered office and agent of the Company are as set forth in the Certificate of Organization, as it may be amended from time to time.

Section 2.3 Location of Records. The Company’s books and records shall be kept at 52 Pinnacle Street, Tewksbury, MA 01876 or such other place as may from time-to-time be determined by the Sole Member. The records of the Company will be available for inspection and copying by the Sole Member at such office to the extent required under the Act during regular business hours.

Section 2.4 Purpose and Powers. The purposes for which the Company is to exist is to engage in businesses and activities related to application for cannabis licensure and operations thereof once granted; in general, the Company shall have and exercise all powers and privileges now or hereinafter granted to a limited liability company under the provisions of the Act.

Section 2.5 Term. Subject to the provisions of Article X hereof, the term of the Company shall commence as of the date the Certificate of Organization is duly filed, and shall continue until the Company is dissolved in accordance with this Agreement or pursuant to the Act.

Section 2.6 Certificate of Organization. The Sole Member acknowledges that the Certificate of Organization was previously filed with the Massachusetts Secretary of State, and agrees to, from time-to-time, take such actions (including publication or periodic filings of any certificate) as may be necessary for the formation or continuation of the Company as a limited liability company under the provisions of the Act and the terms of this Agreement.

ARTICLE III

MEMBERS

Section 3.1 Membership. There shall be one Member of the Company, to be known as the Sole Member. The Sole Member is named on Schedule A to this Agreement, as such Schedule shall be amended from time to time upon a Transfer pursuant to Section 8.1 herein.

Section 3.2 Annual, Regular and Special Meetings of the Sole Member. The annual meeting of the Sole Member shall be held on such date and at such place and time as the Sole Member may designate (the “**Annual Member’s Meeting**”). If the Annual Member’s Meeting is for any reason not held on the date determined in accordance with this Section, a special meeting in lieu of the Annual Member’s Meeting may be held with the full force and effect of such Annual Member’s Meeting.

Section 3.3 Notice for Meeting of Sole Member; Waiver. Attendance at any meeting shall constitute the Sole Member’s waiver of notice for such meeting which may otherwise be required under the Act.

Section 3.4 Membership Quorum and Voting. The presence of the Sole Member shall constitute a quorum at all meetings of the Sole Member. The Sole Member shall have one (1) vote on each matter presented for action at a meeting of the Sole Member. Except as otherwise provided in this Agreement, when a quorum is present, any matter shall be deemed to be approved by the Sole Member if the Sole Member votes in favor thereof.

Section 3.5 Action Without a Meeting. Any action required or permitted to be taken by the Sole Member may be taken without a meeting if the Sole Member consents in writing to such action, and if such written consent is filed with the records of the Company. Such consent shall be treated for all purposes as a vote at a meeting.

Section 3.6 Limited Liability of Sole Member. The Sole Member shall not, nor shall any officer, director, employee or agent of the Sole Member be, liable for any debts, liabilities or obligations of the Company. The Sole Member shall be responsible:

- (a) for the making of any contribution to the capital of the Company required to be made by such Member pursuant to the terms of this Agreement; and
- (b) for the amount of any distribution made to such Member that must be returned to the Company pursuant to the Act.

ARTICLE IV

CAPITALIZATION

Section 4.1 Capital Contributions. Except as otherwise provided herein, the Sole Member shall not be entitled to a return of its capital contributions to the Company.

Section 4.2 Capital Accounts.

- (a) The Company shall establish and maintain a capital account for the Sole Member (a “**Capital Account**”) in accordance with the Code and the Regulations.
- (b) The Sole Member shall not be obligated to restore any deficit in its Capital Account upon dissolution or liquidation.
- (c) Upon transfer of any Capital Account, the Capital Account of the transferee shall be adjusted to reflect the amount of the transferor’s Capital Account (or the applicable percentage interest thereof in the case of a partial transfer) and the transferor’s Capital Account shall be adjusted accordingly.
- (d) If distributions under this Agreement are insufficient to return to the Sole Member the full amount of such Member’s capital contributions to the Company, such

Member shall have no recourse against the Company for the return of such capital contributions.

Section 4.3 Return of Capital and Waiver of Partition. The Sole Member has no right to demand or receive from the Company any return of capital contributions made pursuant to this Agreement, except with respect to distributions in accordance with and during the term of this Agreement or upon dissolution of the Company. The Sole Member has no right to demand and receive any distribution from the Company in any form other than cash.

Section 4.4 Third Party Loans and Guaranties. The Company may borrow, and may guarantee amounts borrowed by Affiliates of the Company, from third party lenders such amounts as the Sole Member determines is necessary, either for working capital or capital expenditures, on such terms and conditions as the Sole Member considers reasonable. The Company may grant mortgages, security interests or other liens upon the assets of the Company as may be required by such third party lender to secure any such borrowing or guaranty.

Section 4.5 Member Loans. The Company may borrow from the Sole Member or Affiliates of the Sole Member such amounts as the Company determines is necessary, either for working capital or capital expenditures, on such terms and conditions as the Company considers reasonable. The Company may grant mortgages, security interests or other liens upon the assets of the Company as may be required by the Sole Member or Affiliate of the Sole Member to secure any such borrowing. The Sole Member shall not be required to make any such loan.

ARTICLE V

ALLOCATIONS AND DISTRIBUTIONS

Section 5.1 Allocation of Net Profits and Net Losses. Except as otherwise required by law, all Company net profits and net losses available for allocation shall be allocated to the Sole Member.

Section 5.2 Distributions. The Company may distribute cash of the Company, to the extent available for distribution, to the Sole Member, and to no other person, only as authorized and directed by the Company and only upon the prior written approval of the Sole Member.

ARTICLE VI

MANAGEMENT

Section 6.1 Member. In accordance with the Act, management of the Company shall be vested in the Sole Member. The Sole Member shall have the power to do any and all acts necessary, convenient or incidental to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by members of a limited liability company under the laws of the State of Massachusetts. The Sole Member has the authority to bind the Company within the meaning of the Act.

Section 6.2 Officers. The Sole Member may, from time to time, designate one or more persons to be officers of the Company (each an “**Officer**”), including but not limited to a President, Chief Financial Officer and Secretary. Any Officer so designated shall have such title and authority and perform such duties as the Sole Member may, from time to time, delegate to them; *provided, however*, that except as otherwise delegated by the Sole Member, the Officers shall have such authority and perform such duties as officers with similar titles of business corporations organized under the Act. Each Officer shall hold office for the term for which such Officer is designated and until its qualified successor shall be duly designated or until such officer’s death, resignation or removal as provided herein. Any Officer may be removed as such, with

or without cause, by the Sole Member at any time. Any Officer may resign at any time upon written notice to the Company. Such resignation shall be in writing and shall take effect at the time specified therein or, if no time is specified therein, at the time the Sole Member receives such written resignation. The Sole Member may from time to time by resolution authorize a person who is not an Officer to act on behalf of the Company and to execute and/or attest documents as an authorized representative of the Company, subject to such specific authority and such specific limitations as the Sole Member shall in its sole discretion determine and as shall be set forth in the resolution, and such person shall have such title as shall be set forth in the resolution. The action of such person taken in accordance with the authority granted to such person in the resolution shall bind the Company, and such person shall have the same fiduciary duty of loyalty and care as the Officers.

ARTICLE VII

ADMINISTRATIVE MATTERS

Section 7.1 Books of Account. At all times the Company shall maintain or cause to be maintained true and proper books, records, reports and accounts in accordance with generally accepted accounting principles, consistently applied, in which shall be entered fully and accurately all transactions of the Company.

Section 7.2 Reports. The Company shall provide the Sole Member with such reports as may be reasonably requested and required to keep such Member advised of the Company's current and projected operations and financial condition.

Section 7.3 Tax Matters Handled By the Sole Member. The Sole Member shall have exclusive authority to negotiate with, to conclude agreements with, or to refuse to agree with federal, state, local and foreign taxing authorities as to the taxable income of the Company for any taxable period. The Sole Member may also make such elections, including, without limitation, an election under Section 754 of the Code, as the Sole Member may determine.

Section 7.4 Fiscal Year. The fiscal year of the Company shall end on the last day of December in each year.

ARTICLE VIII

TRANSFER OF MEMBERSHIP INTEREST BY SOLE MEMBER

Section 8.1 Transfer of Membership Interest. The Sole Member may Transfer any part or all of its rights and interest (including, but not limited to, its Capital Account) in the Company (each a "**Membership Interest**") now owned or hereafter acquired to any Person, and the transferee of such Membership Interest shall become a Member of the Company.

ARTICLE IX

INDEMNIFICATION

Section 9.1 Indemnification By Company. The Company shall indemnify, defend and hold the Sole Member, and each Officer, employee and agent of the Company harmless to the fullest extent permitted by law.

Section 9.2 Right Not Exclusive. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of the Certificate of Organization, provision of this Agreement, vote of the Sole Member or otherwise.

Section 9.3 Insurance. The Company may maintain insurance, at its expense, to protect itself, the Sole Member, or any Officer, employee or agent of the Company against any expense, liability or loss, whether or not the Company would have the power to indemnify such Person against such expense, liability or loss by law.

Section 9.4 Amendment. Any amendment, repeal or modification of any provision of this Article IX shall not adversely affect any right or protection of the Sole Member, or any Officer, employee or agent of the Company existing at the time of such amendment, repeal or modification.

ARTICLE X

DISSOLUTION

Section 10.1 Events of Dissolution. Notwithstanding any provision of the Act to the contrary, the Company shall only be dissolved within sixty (60) days after the occurrence of any of the following events (each an "Event of Dissolution"), unless within said sixty (60) day period the Sole Member agrees in writing to continue the Company:

- (a) the written agreement to dissolve the Company of the Sole Member;
- (b) when the Company is declared bankrupt;
- (c) the sale or other disposition of all or substantially all the assets of the Company; or
- (d) the entry of a decree of judicial dissolution of the Company.

Section 10.2 Winding Up. Upon the happening of an Event of Dissolution, the Company shall not conduct business or engage in any activity not necessary or appropriate to winding-up its business and liquidating, and shall proceed promptly to wind up its affairs in an orderly manner, to liquidate its assets, to satisfy the claims of its creditors, and to distribute its remaining assets to the Sole Member. The Sole Member shall be responsible for supervising the winding-up and liquidation of the Company and shall dispose of the assets of the Company as promptly as is consistent with obtaining fair value therefore. The proceeds of the disposition of the assets of the Company shall be applied in the following order of priority:

- (a) First, to the payment, in order of priority, of all Company debts to creditors other than the Sole Member;
- (b) Next, to the payment, in the order of priority, and, thereafter, pro rata, of the debts of the Company owed to the Sole Member;
- (c) Next, to the Sole Member in accordance with the balance in its Capital Account; and
- (d) Any balance to the Sole Member.

Section 10.3 Notice of Dissolution. Within thirty (30) days of the happening of an Event of Dissolution, the Company shall give written notice thereof to the Sole Member, to all creditors of the Company, to the banks and other financial institutions with which the Company does business, and to all other parties with whom the Company conducts business, and shall publish notice of dissolution in accordance with the provisions of the Act.

ARTICLE XI

SALE OF ASSETS

Upon the sale or other disposition of all or substantially all of the Company's assets, the proceeds thereof shall be distributed in accordance with the terms of Section 10.2 of this Agreement and the net profits arising therefrom shall be distributed in accordance with the terms of Section 5.1 of this Agreement.

ARTICLE XII

MISCELLANEOUS

Section 12.1 Amendment. This Agreement may be amended by the Sole Member by written action.

Section 12.2 Waiver. Any waiver of any of the terms hereof shall be in writing, shall be effective only for the instance for which it is given and shall not constitute a waiver of a subsequent occurrence or of any other provision hereof.

Section 12.3 Notices. Except as otherwise set forth herein, all notices, requests, demands and other communications made with respect to this Agreement or any other agreements executed in connection herewith shall be in writing, and personally delivered, sent by registered or certified mail (postage prepaid), by telecopier or by prepaid carrier service, and shall be deemed to be effective on the day that such writing is delivered or, if given by registered or certified mail, ten (10) days after being deposited in the mails, postage prepaid, in accordance with this Section 12.3. All such notices shall be addressed as follows:

if to the Company or the Sole Member:

Dean Graffeo
52 Pinnacle Street
Tewksbury, MA 01876

Section 12.4 Binding Agreement. This Agreement shall be binding upon the executors, administrators, estates, heirs and legal successors of the parties hereto.

Section 12.5 Governing Law. This Agreement and all questions arising hereunder shall be resolved in accordance with the laws of The State of Massachusetts, except for any choice of law provisions of Massachusetts law that would result in the application of the substantive laws of another jurisdiction.

Section 12.6 Severability. If one or more provisions of this Agreement is held or found to be invalid, illegal or unenforceable in any respect, the provision(s) shall be given effect to the extent permitted by law, and the invalidity, illegality or unenforceability thereof shall not affect the validity or enforceability of the remaining provisions of this Agreement.

Section 12.7 Entire Agreement. This Agreement is intended by the Sole Member to constitute the "limited liability company agreement" of the Company within the meaning of the Act. This Agreement contains the entire understanding of the Sole Member with respect to the subject matter hereof.

Section 12.8 Headings. The headings in this Agreement are for convenience of reference only and shall not limit or otherwise affect the meaning thereof.

[THE REMAINDER OF THIS PAGE HAS BEEN LEFT BLANK INTENTIONALLY.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date set forth in the preamble

SOLE MEMBER:

DocuSigned by:

Dean Graffeo

6A08000808CE466...

Dean Graffeo

Schedule A

Sole Member:

Name: Dean Graffeo

Address: 52 Pinnacle Street, Tewksbury, MA 01876

Email: dgraffeo3@verizon.net

Plan to Remain Compliant with Local Zoning

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Host Community: A municipality in which a Marijuana Establishment or Independent Testing Laboratory is located or in which an applicant has proposed locating an establishment.

Local Authorities: Local municipal authorities, unless otherwise indicated.

Intended Use

Route 133 Cannabis will remain in compliance and ensure that the Marijuana Establishment is and will remain compliant with local codes, ordinances and bylaws for the physical address of our Marijuana Establishment at 1625 Andover Street, Tewksbury, MA, which includes, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

Tewksbury Zoning

In October of 2023 the Town of Tewksbury amended the underlying zoning district of the Interstate Overlay District (IOD) at the Interstate 495 at 133 interchanges. Uses allowed in the IOD include retail marijuana sales with a license from the Select Board.

Our location at 1625 Andover Street is located in the Interstate Overlay District and is compliant with all required setbacks.

Route 133 Cannabis shall file an annual written report to, and appear before, all appropriate town boards as required each calendar year, providing a copy of all current applicable state licenses for the facility and/or its owners and demonstrate continued compliance with the conditions of the Special Permit.

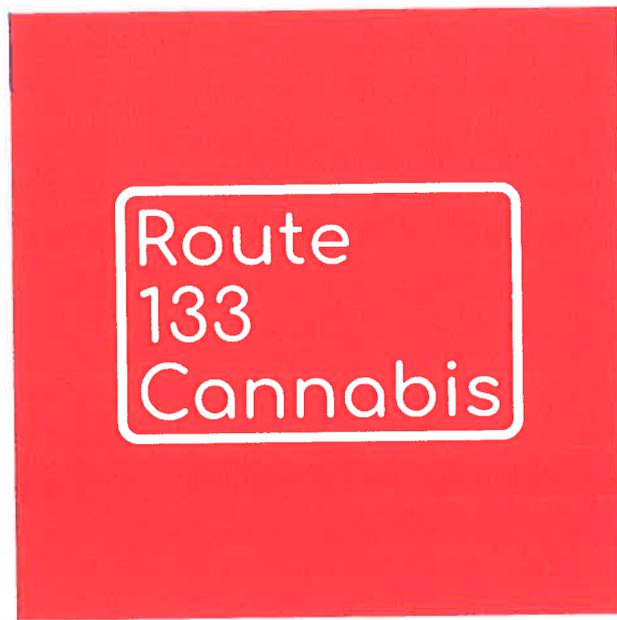
On-going Compliance:

Route 133 Cannabis LLC is currently fully compliant with all of the requirements outlined in the Bylaw as well as all special permit requirements.

It is the intention of Route 133 Cannabis to remain compliant with all relevant local codes, ordinances and applicable to a Marijuana Retail Establishment.

Route 133 Cannabis LLC has applied for our Site Plan approval. Once issued, these local approvals do not expire. There are no other local licensing requirements.

Continued compliance will be ensured through regular monitoring of changes to local codes and zoning ordinances, as well as ongoing collaboration with elected officials, inspectors and other stakeholders. Additionally, the Route 133 Cannabis LLC management team will receive training about local zoning requirements and Special Permit conditions, including a directive to conduct a verification process as part of routine internal compliance checks.



Retail Cannabis License Application

1625 Andover Street, Tewksbury, MA

January 16, 2023

Community – Integrity – Values

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Executive Summary	4
Industry Overview	5
Marketing	7
Management	8
Operating Plan	10
Sales Forecast	12

Executive Summary

The cannabis market has experienced astounding growth since first legalized in states across the country. Attitudes continue to shift, with greater social acceptance and reduced stigma surrounding its use - from hockey moms to grandparents. Cannabis sales in the United States reached \$17.5 billion in 2020 (Arcview/BDS) and could climb to \$35 billion by 2024. Legal cannabis sales in Massachusetts alone exceeded \$1.4 billion in 2022 with growth expected to continue, particularly from within towns that are newly open.

Route 133 Cannabis LLC is a locally led, veteran-operated cannabis dispensary with unparalleled commitment to quality cannabis, pure hospitality, and community service. Route 133 Cannabis LLC's uncompromising work ethic and deep Tewksbury roots, coupled with Gold Standard Consulting's proven experience operating cannabis dispensaries in Massachusetts, uniquely sets it apart as a strong business pillar within the community that can respectfully help grow the local economy.

Route 133 Cannabis LLC seeks to open a cannabis retail store located at 1625 Andover Street in Tewksbury, Massachusetts and has entered into a Binding Letter of intent/Option to Lease with the landowner.

Route 133 Cannabis LLC looks forward to working cooperatively with the residents and officials in Tewksbury to protect the public interest and ensure responsible stewardship of the town values. Its vibrant staff of 20 full and part-time team members and custom details will blend seamlessly with the modern essence of the thoughtfully designed, custom-built dispensary located at 1625 Andover Street in Tewksbury, MA.

Since the first Massachusetts recreational dispensary opened in 2018, a wide variety of cannabis products have become available for sale. The market has seen a surge in innovative cannabis-infused products catering to different consumer preferences. Route 133 Cannabis LLC will ensure Tewksbury customers have access to a wide variety of the more popular products.

An award winning management team, Route 133 Cannabis LLC's key leaders include Principal Operator, Dean Graffeo who is a lifelong resident of Tewksbury, respected youth sports coach, graduate of Tewksbury Public Schools, and successful co-owner of Smitty's Liquors. Route 133 Cannabis LLC has also entered into a managing service agreement with Gold Standard Consulting who consists of a team of industry leaders with a proven track record for retail dispensary success.

Route 133 Cannabis LLC is planning to engage local nonprofits through volunteerism and charitable giving. We aim to donate to local charities and to volunteer for Tewksbury organizations or events such as clean up days, food drives, veterans housing, and the Senior Center.

Route 133 Cannabis LLC aims to achieve **\$8 million** in gross annual sales in the first three years of operation by adopting systems and procedures that have been established and proven successful by our operating partner, Gold Standard Consulting.

Industry Overview

Legal cannabis sales in the United States reached \$17.5 billion in 2020 (Arcview/BDS) and experts estimate that 2021 sales passed \$25 billion (\$18 billion of adult-use sales/\$7 billion for medical sales) and could climb to \$35 billion by 2024. The industry also employed more than 200,000 people in 2018 and was expected to surpass 500,000 in 2022.

Although the use of cannabis is illegal under the federal law, more than 75% of the U.S. states have legalized it in some form. Most legalized cannabis for medical use only, but 19 states, including Massachusetts, have legalized cannabis for adult recreational use.

Massachusetts Market Insight

In 2008 Massachusetts voters decriminalized the possession of small amounts of cannabis and in 2012 Massachusetts became the 18th state to legalize medical cannabis through a ballot. Since then, the market has experienced incredible growth. As of October 2022, 1,355 (909 in 2021) licenses have been awarded, including 445 retailer, 349 cultivator, 273 manufacturer, 218 courier and delivery operator, 32 micro businesses, 11 transporter and 20 testing licenses.

Cannabis stores sold about \$1.93 million worth of cannabis products during the first month and in December 2019 total legal cannabis sales exceeded \$246 million, according to figures released by the Cannabis Control Commission.² In 2020, cannabis establishments generated about \$700 million in gross sales despite two months of closures, and in 2022, legal cannabis sales exceeded \$1.4 billion. Growth in the Massachusetts cannabis market is expected to continue, particularly from within towns that are newly open.

Route 133 Cannabis LLC's Unique Approach

Route 133 Cannabis LLC is a locally owned and led cannabis dispensary with unparalleled commitment to quality cannabis, pure hospitality, and community service. Route 133 LLC's uncompromising work ethic and deep Tewksbury roots, coupled with Gold Standard Consulting's proven experience operating cannabis dispensaries in Massachusetts, uniquely sets it apart as a strong business pillar within the community that can respectively help grow the local economy.

Customer Segments

From hockey moms to grandpas, cannabis customers vary greatly depending on demographics, product preferences, and consumption habits. Recreational users, for example, consume cannabis to enhance social experiences, relax, or increase creativity. Wellness enthusiasts are interested in non-psychoactive CBD (cannabidiol) products, which are associated with potential health benefits such as reducing inflammation or promoting relaxation. Cannabis connoisseurs have a deep appreciation for the different strains, flavors, and aromas of cannabis. They often seek out premium products and have extensive knowledge about the different cannabis

varieties. Many baby boomers are rediscovering cannabis or using it for the first time. They are often interested in cannabis for pain management, relaxation, or as an alternative to other medications. Other consumers prefer the convenience and discretion of cannabis through edibles such as gummies, chocolates, or beverages. Finally, Cannabis enthusiasts are passionate about cannabis culture, legalization, and advocacy.

Tewksbury equally reflects the wide variety of cannabis customers who most likely travel to Lowell or Dracut to purchase their cannabis today. As a trusted member of the community, Route 133 Cannabis LLCs management team and staff will provide the Tewksbury community with access to a safe, trusted, and reliable establishment from which to buy high quality products.

in addition to serving adult residents of Tewksbury, Route 133 Cannabis LLC will draw customers from surrounding communities that have banned cannabis retail stores including Andover, Burlington, Reading, Methuen, North Reading, Lawrence, Stoneham and Wilmington. Out-of-state cannabis tourists or commuters from New Hampshire also represent a potential customer base as these states have not yet legalized adult-use cannabis.

Competition

Within this rapidly growing and dynamic industry, new dispensaries open every month. Most fall into one of the following categories:

Locally Owned Operators, such as Route 133 Cannabis LLC, have close connections with their customers and can provide personalized service. They tend to be more involved in community initiatives, promote community well-being, foster economic growth, and help preserve the unique character of a town. These tend to be the most enduring locations with the deepest customer connections.

Multi-Site Operators are larger, typically independently-owned, operations with locations in multiple towns or cities within the State. Products and dispensaries may include medical marijuana and/or recreational products. Route 133 Cannabis LLC will compete with these operators by leveraging their uniqueness and custom-tailoring to the Tewksbury market.

Vertically Integrated Operators produce their own range of products, including flower, tinctures, and concentrates. Instead of focusing on a single aspect of the cannabis industry, a vertically integrated organization controls and operates various aspects of the business from cultivation to retail. Route 133 Cannabis LLC will compete with these operators by leveraging the power of Gold Standard Consulting, LLC and their deep connections to vertically integrated operators.

Multistate Operators (MSO) have some of the strongest market holdings across the country when it comes to legal cannabis with presence in multiple markets. Many are backed by private equity or venture capital firms, while others may be publicly traded. A multistate cannabis organization typically holds licenses and operates cultivation facilities, dispensaries, or other cannabis-related businesses in multiple states. Route 133 Cannabis LLC will be able to compete with these operators by creating a narrative of authenticity and local roots.

Marketing

Products

Since the first Massachusetts recreational dispensary opened in 2018, a wide variety of cannabis products have become available for sale. The market has seen a surge in innovative cannabis-infused products catering to different consumer preferences. Route 133 Cannabis LLC will ensure Tewksbury customers have access to wide variety of the more popular products including:

Flower/Buds: Cannabis flower, also known as buds or marijuana, is the most common and traditional form of cannabis consumption. It can be smoked in a joint or pipe or used to make edibles, extracts, and other products. (31%)

Pre-rolls: Pre-rolled joints are ready-to-smoke cannabis cigarettes that are convenient for consumers who prefer not to roll their own. (28%)

Edibles: Cannabis-infused edibles are food or drink products that have been infused with cannabinoids, such as THC or CBD. They come in various forms like gummies, chocolates, cookies, brownies, beverages, and more. (19%)

Vape Cartridges: Vape cartridges are pre-filled containers of cannabis oil that attach to a battery-powered vaporizer pen. They offer a discreet and convenient way to consume cannabis, and they come in various strains and flavors. (13%)

Concentrates: Cannabis concentrates are highly potent forms of cannabis that have been extracted to concentrate the plant's active compounds. Some common types of concentrates include oils, waxes, shatter, budder, and live resin. (5%)

Topicals: Cannabis-infused topicals are products such as lotions, creams, balms, or oils that are applied to the skin for localized relief. They are often used for purposes like pain management or reducing inflammation.

Tinctures: Cannabis tinctures are liquid extracts that are typically consumed sublingually (under the tongue) or added to food or beverages. They provide a discreet and controlled method of cannabis consumption.

Capsules: Cannabis capsules contain measured doses of cannabis oil or powdered cannabinoids. They offer a discreet and controlled method of consumption, similar to traditional pharmaceuticals.

According to the Massachusetts Cannabis Control Commission, flower and pre-rolled selections account for over 50% of all cannabis sales. Average transaction for all sales is \$40.

Promotional Channels

Route 133 Cannabis LLC's leadership team has extensive experience working within the state's strict advertising restrictions and will use the following strategies and tactics to educate and engage customers while responsibly promoting the dispensary and products.

Word of mouth: no better marketing channel than a positive and authentic endorsement from a satisfied customer. People are more likely to trust the opinions and recommendations of their friends or family over traditional advertising methods, which is why Route 133 Cannabis LLC is deeply committed to exceptional customer service.

Digital marketing: a robust online presence through a well-designed website, active presence on social media platforms, and through the use of tools like geotagging and locally targeted ads.

Content Marketing: high-quality content - focused on providing information about the benefits, uses, and safe consumption of cannabis - will be used to educate and inform Route 133 Cannabis LLC customers through blogs, videos, podcasts, and infographics.

Reward Programs and Referral Incentives: Route 133 Cannabis LLC's customer incentive program will reward repeat purchases and encourage customer retention. Additional incentives, such as bonus buys or free non-cannabis merchandise, will be given to customers who refer others to the store.

Management

Team

Dean Graffeo - Principal

A lifelong resident of Tewksbury, Dean Graffeo is a respected youth sports coach, graduate of Tewksbury Public Schools, and successful co-owner and operator of Smitty's Liquors, where you will see him most days stocking shelves, greeting, and serving his customers.

After graduating from TMHS in 1988, Dean attended UMass Amherst with a degree in Political Science. He returned to Tewksbury where he and his wife, Denise, raised their three children who each returned to live in Tewksbury. One of his daughters is a teacher and head coach of the TMHS Girls Cross Country team.

Giving Back to his community is not a slogan to Dean. For 12 years, he has coached multiple sports, including in-town and travel girls basketball teams, as well as in town and travel boys football, basketball and baseball. In fact, Dean just completed his 8th year as assistant coach of the TMHS Boys Varsity Basketball team.

Dean got his start out of college working at Fisherman's Fleet, a family-owned wholesale, retail, and mail order fish business, a role he held for twelve years. Following Fisherman's Fleet, Dean worked as a sales representative in the alcohol industry, which, similar to the cannabis industry, is highly regulated by the Alcoholic Beverages Control Commission (ABCC). As the co-owner of a liquor store, Dean is extremely intune with the process and need to verify and properly identify individuals before they enter an establishment. Dean has an unblemished record overseeing and managing alcohol, Lottery, and Tobacco sales in Tewksbury.

Gold Standard Consulting - Operating Partner

As a specialist cannabis retail consultant, Gold Standard Consulting specializes in solving complex business problems. Their boutique consulting services are designed to help businesses achieve their goals and overcome challenges including:

- Achieving product-market fit
- Improving operational efficiency
- Enhancing strategic planning and decision-making processes
- Implementing change management initiatives
- Developing growth strategies and market expansion plans
- Optimizing financial performance and risk management

Gold Standard Consulting methodologies are based on a data-driven approach that combines qualitative and quantitative analysis to identify and solve business problems. Gold Standard Consulting uses a variety of tools and techniques, including process mapping, benchmarking, and SWOT analysis to develop customized solutions for each client.

Working closely with their clients, they help them develop actionable plans and implement them efficiently to achieve measurable results. By leveraging their expertise and experience, they will advise Route 133 Cannabis LLC on industry-leading best practices to:

- Improve profitability and reduce costs
- Increase efficiency and productivity
- Develop a high-demand menu with strong sell-through
- Enhance customer satisfaction and loyalty
- Expand into new markets and drive growth
- Stay ahead of the competition and achieve sustainable success

With a combined 30 years of niche industry experience and wealth of successfully completed projects, Gold Standard Consulting services are designed to help businesses achieve their full potential and thrive in today's competitive marketplace.

Gold Standard will be a minority equity holder in Route 133 Cannabis.

Dean Community Commitments

In Tewksbury, Dean Graffeo has put his money where his values are. As the owner/operator of Smitty's Liquors, Dean is often asked and seldom refuses requests to help out local non-profits. Below is a short list of some of the charities that Dean Graffeo has contributed to:

- Tewksbury VFW
- Tewksbury Friends of the Public Library
- Tewksbury PAC Trivia Night
- Tewksbury Food Pantry
- Inter Action Recovery
- Tewksbury Youth Football
- Tewksbury Youth Baseball
- Tewksbury Youth Softball
- Tewksbury Knights of Columbus
- Tewksbury Patriotic Activity Committee
- Tewksbury Lions Club
- Redmen Football Club
- TMHS Girls Hockey
- TMHS Boys Basketball
- TMHS Cheerleaders
- TMHS Wrestling
- TMHS DECA
- Tewksbury Best Buddies
- Tewksbury Wilmington Chamber of Commerce
- Tewksbury Town Crier
- American Foundation Suicide Prevention

Operating Plan

Operation Carnation

Route 133 Cannabis LLC is planning a Tewksbury focused effort to engage local nonprofits through volunteerism and charitable giving. We aim to donate to local charities and nonprofits and allow our employees paid time off to volunteer for Tewksbury organizations or events such as clean up days, food drives, veterans housing, and the Senior Center.

Location

Route 133 Cannabis LLC seeks to open a cannabis retail store located at 1625 Andover Street in Tewksbury, Massachusetts and has entered into a Binding Letter of Intent/Option to Lease with the landowner. Route 133 Cannabis, LLC looks forward to working cooperatively with the residents and officials in Tewksbury to protect the public interest and ensure responsible stewardship of the town values.

Our vibrant staff and custom details will blend seamlessly with the modern essence of the thoughtfully designed, custom-built dispensary (see images below). The purposeful design choice is not only aesthetically pleasing but also highly functional, providing ample interior space while maintaining a low profile that is appropriate for the commercial and retail corridor in which it is situated.

The proposed retail design will maximize site opportunities to positively transform the currently vacant lot in Tewksbury. Route 133 Cannabis LLC has considered all site impacts on adjacent properties and streets on pedestrians, cyclist and vehicular traffic, public services and infrastructure, abutting properties and adjoining properties. The site plan not only meets the Site Plan application criteria, it includes additional safeguards for security, mitigates traffic impacts, and proposes a beautiful building to ensure there is a balance between the demands on the land being developed and the needs of the community.

Labor

The proposed staffing plan consists of six (6) to eight (8) employees on duty at any given time, when fully operational. There will be four shifts (Weekday AM, Weekday PM, Weekend AM, Weekend PM) which will create a total of approximately 24-32 FTE positions. Within all boundaries of equal employment law, Tewksbury residents will be given hiring priority.

Route 133 Cannabis LLC owners, executives, and employees will be required to have a background check completed yearly. Route 133 Cannabis LLC will not hire any employee who cannot pass a background check and will hire employees with a strong moral character. Some positions include, but are not limited to the following:

Store Manager: Responsible for overall operations, staff management, and customer service.

Budtenders: Customer-facing employees who assist customers in selecting and purchasing cannabis products. They provide information, recommendations, and ensure compliance with regulations.

Security Personnel: An individual to ensure the safety of customers, staff, and inventory.

Inventory Manager: Handles inventory management, including ordering, stocking, and maintaining product levels. May also be the manager.

Receptionist: Manages the front desk, greets customers, checks IDs.

Compliance Officer: Ensures compliance with local and state regulations, monitors inventory tracking, and maintains necessary records.

Cleaning and Maintenance Staff: Responsible for keeping the store clean and organized.

Safety and Education

Education: Route 133 Cannabis LLC will provide CCC-approved and vetted educational materials to all customers to ensure products are used safely and responsibly. Route 133 Cannabis LLC also intends to organize workshops, seminars, or webinars to educate our customers and industry professionals about cannabis. As a trusted source of information, we can build credibility, and foster customer loyalty.

Security: Route 133 Cannabis LLC provides a comprehensive and integrated secure environment. The security design incorporates physical security elements, electronic security systems, security staffing, and security procedures. The facility design prevents unauthorized entrance into areas containing marijuana and deters theft of marijuana at the facility. These security measures have been designed to protect the premises, the employees, and the public.

Local Cooperation: The Tewksbury Police Department will have access to our video footage upon request.

Sales Forecast

Route 133 Cannabis LLC's financials are confidential and will not be provided in the public sections of this application.

Route 133 Cannabis LLC aims to achieve **\$8 million** in gross annual sales in the first three years of operation by adopting systems and procedures that have been successfully proven and established by our operating partner, Gold Standard Consulting.

Gold Standard Consulting Services

Gold Standard Consulting Services, LLC is an independent cannabis consulting services provider, offering support and training to operators of all license types across the Commonwealth. Currently, Gold Standard provides comprehensive services to four retail locations throughout Massachusetts, with two more contingent on receipt of CCC approvals to operate, in which process Gold Standard is assisting.

Gold Standard is the formalization of an ad-hoc program launched by the senior leadership of Green Gold Group, Inc. Green Gold Group was one of the original DPH medical marijuana program licensees, and has owned and operated a vertically-integrated cannabis license since 2017.

Green Gold Group supplies nearly 40% of cannabis retailers statewide with wholesale cannabis, and has a 153,000 SF cultivation, manufacturing, packaging, and distribution facility in Central Massachusetts. They are also the exclusive Massachusetts distributor of The Clear (the most established west-coast concentrates brand) and Willie's Reserve (Willie Nelson's cannabis brand).

Green Gold Group had been advising and working with licensees since 2017 to solve cannabis industry issues, and in early 2023 formalized those relationships with the organization of Gold Standard Consulting Services, LLC.

The formation of a separate entity provides distinct tax advantages, allows for compliance with the CCC's ownership and control caps (as GGG is fully committed with 3 co-located medical and adult-use retail facilities, and medical and adult-use cultivation and manufacturing operations.), and allows for flexibility in the provision of services to our partners.

We use proven methodologies on compliant operations, personnel management, marketing and branding, sales and forecasting, inventory management and depletions, auditing, training, and government relations and regulatory success.

Leveraging the combined 30 years of cannabis experience of Green Gold Group's senior leadership, we assist companies to reach their greatest levels of success, sustainability, and profitability. The business is intensely personal and relationship driven, and we closely vet any potential partners to ensure this is durable, long-term, and mutually beneficial arrangement.

Members of our team have known Dean Graffeo for over five years, and are excited to see him enter the cannabis industry. With Dean's incredible local knowledge and deep community ties, along with his proven track record of successfully operating heavily regulated sales through his liquor store, we are confident that this will be an amazing partnership for Dean, for Gold Standard, and for the Town of Tewksbury.

Plan to Obtain Liability Insurance

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Requirements

Route 133 Cannabis will maintain an insurance policy in place that satisfies the requirement under 935 CMR 500.105(10). Route 133 Cannabis will 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.

The deductible for each policy is not higher than \$5,000 per occurrence. Route 133 Cannabis will maintain reports documenting compliance with 935 CMR 500.105(10) in a manner and form determined by the Commission and make these reports available to the Commission up request.

Inventory Procedures

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Seed-to-sale System of Record (Seed-to-sale SOR): The electronic tracking system designated and required by the Commission to perform a process.

Seed-to-sale Electronic Tracking System: A system designated by the Commission as the system of record (Seed-to-sale SOR) or a secondary electronic tracking system used by a Marijuana Establishment or an MTC or an Independent Testing Laboratory. This system shall capture everything that happens to an individual Marijuana plant, from seed and cultivation, through growth, harvest and Manufacture of Marijuana Products and MIPs, including transportation, if any, to final sale of finished products. Seed-to-sale Electronic Tracking System shall utilize a unique-plant identification and unique-batch identification. It will also be able to track agents' and Registrants' involvement with the Marijuana Product. Any secondary system used by the Marijuana Establishment or an MTC or an Independent Testing Laboratory shall integrate with the SOR in a form and manner determined by the Commission.

Vault: A secured, limited access storage room within a Marijuana Establishment that is outfitted with adequate security features for the purposes of storing Marijuana or Marijuana Products or cash. A vault must be adequately sized to store inventory that is not being actively handled for purposes of dispensing, packaging, processing or transportation.

Requirements

Real-time inventory will be maintained as specified by the Commission and in 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, and flowering; marijuana ready for dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

Route 133 Cannabis will tag and track all marijuana and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission.

In addition to any inventory and/or tracking requirements specified by the Commission, Route 133 Cannabis will use a reliable industry proven seed-to-sale software system to document and track our Marijuana and Marijuana Products. This electronic inventory management system is the backbone of our real-time inventory management program and will allow us to keep a real-time electronic inventory of all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal. This inventory management program, Leaf Logix will also serve as our POS software and will integrate with the Metrc system. Route 133 Cannabis will:

Route 133 Cannabis

- Establish inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of all finished marijuana, marijuana products and stored marijuana.
- Conduct a monthly inventory of all finished marijuana, marijuana products and stored marijuana.
- Conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory.
- Promptly transcribe inventories if taken by use of an oral recording device.
- Conduct random, spot inventories of POS stations will also be conducted at the discretion of the General Manager and Finance Director.

Bulk packaged marijuana and final marijuana products will be stored in our vault which are equipped with adequate security, lighting, ventilation, as well as temperature and humidity controls. In addition to being guarded by RFID and keypad access codes, the vault will be monitored 24/7 by remote access camera monitors and senior leadership and digitally recorded and indexed for review. Marijuana and marijuana products in the vaults will not be removed until needed for transfer to our POS Stations for retail sale. Any marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or for which the containers or packaging have been opened or breached, will be stored separately until destruction. Inventory control will be managed under the direction of the Operations Manager or designee. CARBONEAR will not purchase, possess, or dispense any marijuana or marijuana product that has not been tested in accordance with the requirements of 935 CMR 500.160.

Inventories

Route 133 Cannabis will conduct daily, monthly, and annual inventory reviews. These inventories will be made available to the Commission upon request. These inventories 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.

The Operations Manager or designee will ensure that inventories are conducted as required by the regulations and this policy:

- Daily Inventory - The General Manager or designee will conduct an inventory of selected products or areas identified in our seed to sale program.
 - The General Manager will maintain a schedule of daily inventories and ensure that all rooms or areas are included.
 - A daily inventory will be done products or areas identified in our seed to sale software program on a rotating basis. At least once a month every product or area will be subjected to a daily inventory of all marijuana and marijuana products.

- At the end of the business day an inventory will be performed on all products that were moved to the sales floor that day. The inventory will be checked against the Dutchie POS system and the seed to sale monitoring system.
- Monthly Inventory - The General Manager, and another member of the management team, will conduct a physical inventory every month of all finished and stored marijuana.
 - This inventory will include all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal
- Annual Inventory - The Retail along with one or more members of the management team will conduct a comprehensive annual physical inventory of all marijuana and marijuana products in the facility.

All losses, inaccurate or unusual discrepancy in weight found in inventories must be reported to a Manager and an Incident Report is required to be filled out. The Director of Compliance along with the COO will investigate any instance of loss, unusual discrepancy in weight or inaccurate inventory. The Director of Compliance or the COO will immediately notify appropriate law enforcement authorities and the Commission within 24 hours after discovering the discrepancies identified during an inventory.

If it is determined that an Agent has diverted marijuana or marijuana products, their employment will be terminated immediately, and local law enforcement and the Commission will be notified immediately.

Storage of Marijuana

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Shelf-stable: Able to be safely stored at room temperature in a sealed container. Shelf-stable does not include "Time/Temperature Controlled for Safety Food" as it is defined under 105 CMR 590.001(A): Adoption of 2013 Food Code.

Vault: A secured, limited access storage room within a Marijuana Establishment that is outfitted with adequate security features for the purposes of storing Marijuana or Marijuana Products or cash. A vault must be adequately sized to store inventory that is not being actively handled for purposes of dispensing, packaging, processing or transportation.

Responsibilities

- Route 133 Cannabis Compliance Officer is responsible for developing, implementing, and updating standard procedures for the storage of Marijuana and Marijuana Products consistent with best practices and the regulations.
- Route 133 Cannabis Compliance Officer or designee is responsible for ensuring that all storage areas have adequate lighting, ventilation, temperature, humidity, space, and equipment.
- Route 133 Cannabis Compliance Officer or designee is responsible for ensuring that all storage areas are maintained in a clean and orderly condition.
- Route 133 Cannabis Compliance Officer and Retail Manager are responsible for ensuring all storage areas are kept free from infestation by insects, rodents, birds, and pests of any kind.
- Route 133 Cannabis Compliance Officer or designee is responsible for ensuring all storage areas are maintained in accordance with the security requirements of 935 CMR 500.110.
- Route 133 Cannabis Compliance Officer is responsible for ensuring that all Marijuana and Marijuana Products in any storage area are properly tagged and tracked in compliance with COMPANY Inventory and Tracking Policy and Procedures and the Regulations.
- Route 133 Cannabis Compliance Officer is responsible for keeping all safes, vaults, and any other equipment or areas used for storage of Marijuana and Marijuana Products securely locked and protected from entry, except for the actual time required to remove or replace Marijuana and Marijuana Products.

General Requirements

- All Marijuana and Marijuana Products in the facility will be housed and stored in such a manner as to prevent diversion, theft, or loss.

- Such items shall be accessible only to the minimum number of specifically authorized Route 133 Cannabis Agents essential for efficient operation.
- Such items shall be returned to a secure location immediately after completion of the process or at the end of the scheduled business day.
- All Storage areas will have adequate lighting, ventilation, temperature, humidity, space, and equipment.
- With the exception of inventory assigned to the fulfillment area during business hours, All Marijuana and Marijuana Products will be stored in our secure vaults.
- Route 133 Cannabis has a separate quarantine area for storage of Marijuana and Marijuana Products that are outdated, damaged, deteriorated, mislabeled, contaminated, or whose containers or packaging have been opened or breached.
 - Marijuana and Marijuana Products stored in this room will be destroyed within 7 days.
- Route 133 Cannabis storage areas are maintained in accordance with the security requirements of 935 CMR 500.110.
 - All storage areas will have complete CCTV camera coverage including cameras angled so as to allow for the capture of clear and certain identification of any person entering or exiting the area;
 - Limited access doors controlled by the Access Control Monitoring System ("ACMS"); and
 - Controls access to these areas to Agents who have authority from management to access them, and
 - Motion Detectors.
- All Managers will ensure that Marijuana and Marijuana Products are returned to a secure storage location immediately after completion of the process or at the end of the scheduled business day.
 - At the end of a working day, the Store Manager will ensure that any bins or bulk containers containing Marijuana and Marijuana Products will be securely locked inside the vaults.

Marijuana Storage Areas

Marijuana and Marijuana Products will only be stored in the following areas:

- Vault 1 - Environmental Conditions 65-70°F 55-63%% RH
 - All retail ready Marijuana and Marijuana Products.
- Waste/Quarantine Container Environmental Conditions <70°F 55-63%% RH
 - In a sealed container located inside the vault Route 133 Cannabis will store outdated, damaged, deteriorated, mislabeled or contaminated marijuana product or any product whose containers or packaging have been opened or breached to await destruction.

Inspections

The Compliance Manager will draft and maintain a Cleaning and Maintenance Schedule for all Marijuana or Marijuana Product storage areas that ensures;

- A daily visual inspection of the entire storage room and/or area for cleanliness and evidence of contamination, infestation by insects, rodents, birds, and pests of any kind.
- A weekly physical inspection of the entire room, including under and behind all tables, racks, or other equipment for cleanliness and evidence of contamination, infestation by insects, rodents, birds, and pests of any kind.

Transportation of Marijuana

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Transfer: The sale of Marijuana or Marijuana Products from a Marijuana Establishment to a separate Marijuana Establishment, Independent Testing Laboratory or MTC (but not to Consumers) subject to entry of the transaction in the Commission's Seed-to-sale SOR.

Intended Use

Route 133 Cannabis, LLC will not transport any marijuana or marijuana products at this time. All marijuana that is transported to or from any Route 133 Cannabis facilities will be done by Licensed Marijuana Establishments that have been approved for the transportation of marijuana by the Commission.

If Route 133 Cannabis purchases and outfits a vehicle for the transportation, we will contact the Commission for a vehicle inspection and approval for transportation of marijuana and marijuana products. This procedure will be reviewed, revised and sent to the Commission again for approval once we begin marijuana transportation.

Preparation for Transportation of Marijuana

- At the direction of the Director of Compliance, General Manager or designee marijuana destined for delivery will be staged, weighed and inventoried in the Vault.
 - This will be done on camera making sure that the weight on the scale and the manifest can clearly be captured by the CCTV.
- Products will be tracked in the seed to sale tracing software mandated by the Commission and our own seed to sale tracking system as "in transport to Marijuana Establishment."
- Transportation Manifests will be completed by the Director of Compliance or designee.
- Transportation Manifests will be double checked by a second member of the management team.
- All marijuana must be placed in food grade mylar bags, labeled and sealed and then placed into Transportation Cases and Locked. Tamper resistant tape and/or tamper resistant bands will be applied to each case.
- The keys to the cases will be locked in a separate, secure area of the Transportation Vehicle.
- The Director of Compliance, or General Manager will issue each transportation Agent a Route 133 Cannabis cell phone and ensure that each Agent is wearing their Agent registration card and Route 133 Cannabis ID card and has their Massachusetts Driver's License on their person.

- The Monitoring Agent will be notified of the impending trip and will be responsible for logging all communications and other activities of the transport.
 - In the case of an emergency stop, the Monitoring Agent must log the reason for the stop, the duration, the location, and any activities of personnel exiting the vehicle.
- The Monitoring Agent will open the GPS Tracking Program and complete a test of the system.
- The Monitoring Agent will test the cell phones of each Transportation Agent.
- If either of the GPS system or the communications test fails, the trip will be cancelled.
- The General Manager will draft a trip plan using 1 of 5 designated routes to the Destination Marijuana Establishment(s) location and back to Route 133 Cannabis facility.
- This trip plan will be different from the previous 2 transportation routes to that Marijuana Establishment.
- The trip plan will be given to the Transportation Agents and to the Monitoring Agent.
- The General Manager will ensure that the timing of the trip is not consistent with the two previous trip times and the timing will appear random with no discernable pattern.
- The Monitoring Agent will email a copy of the transportation manifest to the Destination Marijuana Establishment(s).
- A Route 133 Cannabis Agent will scan the area outside the loading area using the CCTV system to look for suspicious activity or persons in the area.
- One transportation Agent will drive the transportation vehicle to the loading area.
- At the loading area the transportation Agent will scan the area for suspicious activity or persons
- If the area is clear the transportation Agent will phone the Monitoring Agent letting them know that the area is clear for loading.
- The second transportation Agent and the General Manager or designee will transport the transportation cases from the vault to the loading area.
- The transportation cases will be placed into the secure cargo area of the transportation vehicle and locked.
- Two copies of the transportation manifest will be carried by the transportation Agents.

Restricting Access to Age 21 and Older

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions:

Consumer: A person who is 21 years of age or older.

Law Enforcement Authorities: Local law enforcement including, but not limited to, the local police and fire departments within the municipality where the Licensee is sited, unless otherwise indicated.

Marijuana Establishment Agent: Any Owner, employee, Executive, or volunteer of a Marijuana Establishment, who shall be 21 years of age or older. Employee includes a consultant or contractor who provides on-site services to a Marijuana Establishment related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of Marijuana.

Proof of Identification: Any government issued photograph that contains the name, date of birth, physical description and signature of the individual and is currently valid (in other words, not expired). Route 133 Cannabis will only accept the following forms of proof of identification that include all of the above criteria;

- Massachusetts driver's license
- Massachusetts Issued ID card
- Out-of-state driver's license or ID card
- Government issued Passport
- U.S. Military I.D.

Visitor: An individual, other than a Marijuana Establishment Agent or Laboratory Agent authorized by the Marijuana Establishment or Independent Testing Laboratory to be on the Premises of an Establishment for a purpose related to its operations and consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55, M.G.L. c. 94G, and 935 CMR 500.000, provided, however, that no such individual shall be younger than 21 years old.

Access to the Facility

Route 133 Cannabis, LLC management team is responsible for ensuring that all persons who enter the facility or are otherwise associated with the operations of Route 133 Cannabis are 21 years of age or older. For the purposes of this Policy, the term "facility" also refers to any vehicle owned, leased, rented or otherwise used by Route 133 Cannabis for the transportation of Marijuana. Route 133 Cannabis retail facilities allows only the following individuals access:

- Route 133 Cannabis Agents (including board members, directors, employees, executives, managers, or volunteers) while at the facility or transporting marijuana for the facility all Route 133 Cannabis Agents must carry their valid Agent Registration Card issued by the Commission.
- Customers/Consumers
 - To verify the age of the customer the Agent will use an Age Verification Smart ID Scanner that will be supplied by HG.
 - If for any reason the identity of the customer or the validity of the ID is in question, do not allow the customer to enter the facility.
- Visitors (including outside vendors and contractors)
 - Prior to being allowed access to the facility or any Limited Access Area, the visitor must produce a Government issued Identification Card to a member of the management team and have their age verified to be 21 years of age or older.
 - If there is any question as to the visitors age, or if the visitor cannot produce a Government Issued Identification Card, they will not be granted access.
 - After the age of the visitor is verified they will be given a Visitor Identification Badge.
 - Visitors will be escorted at all times by a marijuana establishment agent authorized to enter the limited access area.
 - Visitors will be logged in and out of the facility and must return the Visitor Identification Badge upon exit.
 - The visitor log will be available for inspection by the Commission at all times.
- Access to the Commission, Emergency Responders and Law Enforcement.
 - The following individuals shall have access to a Marijuana Establishment or Marijuana Establishment transportation vehicle:
 - Representatives of the Commission in the course of responsibilities authorized by St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000;
 - Representatives of other state agencies of the Commonwealth; and
 - Emergency Responders in the course of responding to an emergency.
 - Law enforcement personnel or local public health, inspectional services, or other permit-granting agents acting within their lawful jurisdiction.
 - Individuals described above in this policy will be granted immediate access to the facility.

Training

Route 133 Cannabis will train all Agents on the verification and identification of individuals. This training will be done prior to Agents performing age verification duties. Management will supply Age Verification Smart ID Scanners and hardcover books to assist Agents in age verification.

All Route 133 Cannabis Agents will enroll and complete the Responsible Vendor Training Program when it is available. This curriculum will include:

- Diversion prevention and prevention of sales to minors;

- **Acceptable forms of identification, including:**
 - **How to check identification**
 - **Spotting false identification;**
 - **Medical registration cards issued by the Cannabis Control Commission;**
 - **Provisions for confiscating fraudulent identifications; and**
 - **Common mistakes made in verification.**
-

Quality Control and Testing of Marijuana and Marijuana Products

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Cannabinoid Profile: The amounts, expressed as the dry-weight percentages, of delta-nine-tetrahydrocannabinol, cannabidiol, tetrahydrocannabinolic acid and cannabidiolic acid in a Marijuana Product. Amounts of other Cannabinoids may be required by the Commission.

Department of Agricultural Resources (MDAR): The Massachusetts Department of Agricultural Resources, unless otherwise specified. MDAR has jurisdiction over Hemp and Pesticides.

Finished Marijuana Product: A Marijuana Product that is completely manufactured and ready for retail sale and shall include Finished Marijuana that has been separated into individual packages or containers for sale.

Food and Drug Administration (FDA): The United States Food and Drug Administration.

Independent Testing Laboratory: A laboratory that is licensed or registered by the Commission and is:

- (a) Currently and validly licensed under 935 CMR 500.101, or formerly and validly registered by the Commission;
- (b) Accredited to ISO 17025: 2017 or the International Organization for Standardization 17025 by a third-party accrediting body that is a signatory to the International Laboratory Accreditation Accrediting Cooperation mutual recognition arrangement or that is otherwise approved by the Commission;
- (c) Independent financially from any MTC Marijuana Establishment or Licensee; and
- (d) Qualified to test Marijuana and Marijuana Products, including MIPs, in compliance with M.G.L. c. 94C, § 34; M.G.L. c. 94G, § 15; 935 CMR 500.000; and 935 CMR 501.000: Medical Use of Marijuana; and Commission protocol(s).

Laboratory Agent: An employee of an Independent Testing Laboratory registered in accordance with 935 CMR 500.029, who transports, possesses or tests Cannabis or Marijuana in compliance with 935 CMR 500.000.

Quarantine Order: An order to quarantine or otherwise restrict the sales or use of Marijuana, Marijuana Products, or MIPs by a Licensee or Registrant to protect the public health, safety, or welfare.

Removal of Product: An order issued against a Marijuana Establishment to remove and prohibit sales of categories of products, product types, specific product types or specific brands of products after notice and on a determination that the Marijuana or Marijuana Product poses a substantial risk to the public

health, safety or welfare including, but not limited to, when the product is especially appealing to persons younger than 21 years old.

Second Confirmatory Test: A second full panel of tests performed for reanalysis of a sample of Marijuana or Marijuana Products that failed an initial test for contaminants.

Vendor Sample: A sample of Marijuana or Marijuana Product developed by a Marijuana Cultivator or a Marijuana Product Manufacturer licensed under the provisions of 935 CMR 500.000 that is provided to a Marijuana Product Manufacturer, a Marijuana Retailer or a Delivery Operator to promote product awareness.

General Requirements

- Quality Control will be maintained through the strict adherence to Good Manufacturing Practices and compliance with 935 CMR 500.000 et. seq, 105 CMR 590.000: Minimum Sanitation Standards for Food Establishments, the sanitation requirement in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine.
- In the case of acquiring wholesale products, Route 133 Cannabis will only source marijuana products from Marijuana Establishments where the product has been tested in accordance with the regulations. Prior to accepting any marijuana or marijuana product from a source Marijuana Establishment Route 133 Cannabis will view and confirm that the source products have been tested in accordance with the regulations and will store the testing records. No marijuana product, including marijuana, will be sold or otherwise marketed for adult use that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.
- Any testing results indicating noncompliance with M.G.L. c.132B and the regulations at 333 CMR 2.00 through 333 CMR 14.00 will be immediately reported to the Commission, who may refer any such result to the Massachusetts Department of Agricultural Resources (MDAR).
- Route 133 Cannabis will not prepare, sell or otherwise transfer an edible marijuana product with potency levels exceeding the following, as tested by an independent marijuana testing facility licensed in accordance with M.G.L. c. 94G, § 15:
 - For a single serving of an edible marijuana product, five milligrams of active tetrahydrocannabinol (THC); and
 - In a single package of multiple edible marijuana product to be eaten, swallowed, or otherwise ingested, not more than 20 servings or 100 milligrams of active THC.
 - The THC content must be homogenous, or evenly distributed throughout the edible marijuana product.
- Route 133 Cannabis will satisfy minimum energy efficiency and equipment standards established by the Commission and meet all applicable environmental laws, regulations, permits and other applicable approvals, including those related to water quality and solid waste disposal, and to use additional best management practices as determined by the Commission in consultation with the working group

established under St. 2017, c. 55, § 78(b) to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts.

Sanitation

- Our Retail Marijuana facility will be designed and constructed with sanitation in mind. All product contact surfaces will be smooth, durable, non-porous and easily cleanable.
 - The walls, ceiling and floors of all storage and packaging areas will be constructed of materials that are smooth, durable and can be adequately kept clean and in good repair.
 - There will be coving at base junctures that is compatible with both wall and floor coverings. The coving should provide at least 1/4-inch radius and 4" in height.
 - The Retail Manager will prepare a cleaning and sanitation checklist for the staff to that cleaning and sanitation is performed in a consistent and satisfactory manner.
 - The facility will provide sufficient space for the placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations and the sale of safe marijuana products.
 - Lighting and Light Fittings Shatter-proof or safety-type light bulbs, fixtures, or other glass is used where lighting is suspended over retail or storage areas or otherwise protect against marijuana product contamination in case of glass breakage.
 - Suspended lighting is constructed from noncorrodible and cleanable assemblies.
 - All light bulbs used in the production, processing and storage areas are shatterproof and/or protected with plastic covers.
 - Adequate safety lighting in all areas
 - Buildings, fixtures, and other physical facilities will be constructed in such a manner that allow them to be maintained in a sanitary condition.
 - Product Preparation Surfaces (stainless steel tables, scale surfaces and utensils) 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.
 - Pre-scrape surface to remove any soils.
 - Wash surface with recommended strength solution of pot & pan detergent.
 - Rinse with water and wipe dry.
 - Using trigger sprayer bottle and a different wiping cloth, applying hydrogen peroxide.
 - Per label directions, use appropriate test papers to determine correct concentration of the sanitizer solution. Surfaces must remain wet for 60 seconds.
 - Allow to air dry.
 - Hand-washing facilities will be adequate and convenient and shall be furnished with running water at a suitable temperature.
 - Located in the packaging area and where good sanitary practices require employees to wash and sanitize their hands.
 - Provide effective handcleaning and sanitizing preparations and sanitary towel service or suitable drying devices.

- The facility will provide its employees with adequate, readily accessible toilet facilities that will be maintained in a sanitary condition and in good repair.
- All storage areas will be constructed in a manner that will protect its contents against physical, chemical, and microbial contamination as well as against deterioration of marijuana products or their containers.

Contamination Control

- **Training:**
 - All employees will be trained on pest prevention, pest management, pest detection, and pest treatments.
- **Handling and storage of marijuana product or marijuana plant waste:**
 - All marijuana plant waste will be placed in the sealed "Marijuana Waste" container.
 - This container must be impervious and covered.
 - All marijuana waste will be stored in the waste room in sealed containers until disposal.
- **Handling and storage of non-marijuana waste:**
 - All non-marijuana waste will be placed into the appropriate impervious covered waste receptacles:
 - Recyclable
 - Organic
 - Solid waste
 - At the end of every day these containers will be emptied, and the contents removed from the building and placed in the appropriate secure containers to await pickup.
- All toxic materials including cleaning compounds, sanitizers, etc. will be stored in an area away from marijuana storage areas.

Personnel

- Any employee or contractor who, by medical examination or supervisory observation, is shown to have, or appears to have, any disease transmissible through food, an illness, open lesion, including boils, sores, or infected wounds, or any other abnormal source of microbial contamination shall be excluded from any operations which may be expected to result in contamination of the facility or others until the condition is corrected. Personnel shall be instructed to report such health conditions to their supervisors.
- Any manager, when he or she knows or has reason to believe that an employee has contracted any disease transmissible through food or has become a carrier of such disease, or any disease listed in 105 CMR 300.200(A) will report the same immediately by email to the Local Board of Health.

- Route 133 Cannabis will voluntarily comply with any and all isolation and/or quarantine orders issued by the Local Board of Health or the Department of Public Health.
- Route 133 Cannabis Agents must report any flu-like symptoms, diarrhea, and/or vomiting to their supervisor. Employees with these symptoms will be sent home with the exception of symptoms from a noninfectious condition.
- All Route 133 Cannabis Agents shall conform to sanitary practices while on duty, including:
 - Maintain adequate personal cleanliness:

Grooming:

- Arrive at work clean – clean hair, teeth brushed, bathed and used deodorant daily.
- Maintain short, clean, and polish free fingernails. No artificial nails are permitted in the food/product production or processing area.
 - Fingernails should be trimmed, filed, and maintained so edges and surfaces are cleanable and not rough.
- Wash hands (including under fingernails vigorously and thoroughly with soap and warm water for a period of at least 20 seconds:
 - When entering the facility before work begins
 - In the restroom after toilet use and when you return to your workstation
 - After touching face, nose, hair, or any other body part, and after sneezing or coughing
 - After cleaning duties
 - After eating or drinking
 - Any other time an unsanitary task has been performed – i.e., taking out garbage, handling cleaning chemicals, wiping tables, picking up a dropped item, etc.
 - Wash hands only in hand sinks designated for that purpose.
 - Dry hands with single use towels. Turn off faucets using a paper towel, in order to prevent recontamination of clean hands.

Proper Attire:

- Wear appropriate clothing – clean uniform with sleeves and clean non-skid close-toed work shoes (or tennis shoes) that are comfortable for standing and working on floors that can be slippery.

Cuts, Abrasions, and Burns:

- Bandage any cut, abrasion, or burn that has broken the skin.
- Cover bandages on hands with gloves and finger cots and change as appropriate.
- Inform supervisor of all wounds.

Smoking, eating, and gum chewing:

- The Route 133 Cannabis facility is a smoke free facility. No smoking or chewing tobacco shall occur on the premises.
 - Eat and drink in designated areas only.
 - Refrain from chewing gum or eating candy during work.
-

Personnel Policies including Background Checks

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Agent Registration Card: An identification card currently and validly issued by the Commission to a Marijuana Establishment, MTC or Laboratory Agent. The Agent Registration Card allows access into Commission supported databases. The card facilitates verification of an individual Registrant's status including, but not limited to, identification by the Commission and Law Enforcement Authorities of those individuals exempt from Massachusetts criminal and civil penalties under M.G.L. c. 94G and 94I, and 935 CMR 500.000 and 501.000.

Confidential Application Materials: Any electronic or written document, communication or other record pertaining to an application for licensure or registration that is required to be confidential or protected from disclosure by law which includes, but is not limited to, personally identifiable information concerning an applicant, Registrant, or Licensee; background check information or Criminal Offender Record Information (CORI) as defined by 803 CMR 2.02: Definitions, or Criminal History Record Information (CHRI) as defined by 803 CMR 7.02: Definitions; and information that implicates security concerns.

Confidential Information: Information that is legally required to be kept confidential, or that is protected from disclosure by a legally recognized privilege. This includes, but is not limited to, M.G.L. c. 4, § 7, cl. 26 and M.G.L. c. 94I, §§ 2(e) and 3.

Criminal Offender Record Information (CORI): Shall have the same meaning as defined by 803 CMR 2.02: Definitions.

Department of Criminal Justice Information Services (DCJIS): The Massachusetts Department of Criminal Justice Information Services, unless otherwise specified. DCJIS shall have the same meaning as defined in 803 CMR 2.02: Definitions.

Department of Unemployment Assistance (DUA): The Massachusetts Department of Unemployment Assistance, unless otherwise specified.

Personnel Records

Route 133 Cannabis will maintain the following information in 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 CARBONEAR agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with CARBONEAR and shall 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/performance issues; and
 - Notice of completed responsible vendor and eight hour related duty training.
- A staffing plan that will demonstrate accessible business hours
- Personnel policies and procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030.

These personnel records will be held electronically and in hard copy. The electronic records will be stored in a secure server with encryption software that protects against unauthorized access to the files. Access to the electronic records will only be allowed to Route 133 Cannabis management agents who require access. as part of their job duties. Hard Copy (written records) will be stored in a secure, locked cabinet in a locked room accessible to only Route 133 Cannabis Management agents who require access. These records will be made available for inspection by the Commission upon request.

Agents

All Route 133 Cannabis board members, directors, employees, executives, managers and volunteers will register with the Commission as a CARBONEAR Marijuana Establishment Agent. For clarity an employee means, any consultant or contractor who provides on-site services to a Marijuana Retail Establishment related to the packaging, storage, testing, or dispensing of marijuana.

All Route 133 Cannabis Agents shall:

- Be 21 years of age or older;
- Not been convicted of an 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; and
- Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Route 133 Cannabis will submit to the Commission an application for every Route 133 Cannabis Agent, this application will include;

- The full name, date of birth, and address of the individual;
- All aliases used previously or currently in use by the individual, including maiden name, if any;
- A copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
- An attestation that the individual will not engage in the diversion of marijuana products;
- Written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
- Background information, including, as applicable:
 - A description and the relevant dates of any criminal action under the laws of the Commonwealth, or an Other Jurisdiction, whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - A description and the relevant dates of any civil or administrative action under the laws of the Commonwealth or an Other Jurisdiction, relating to any professional or occupational or fraudulent practices;
 - A description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
 - a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or a like action or complaint by an Other Jurisdiction, with regard to any professional license or registration held by the applicant; and
- A nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and
- Any other information required by the Commission.

Route 133 Cannabis agents will register with the Department of Criminal Justice Information Systems pursuant to 803 CMR 2.04: iCORI Registration and will submit to the Commission a Criminal Offender Record Information (CORI) report and any other background check information required by the Commission for each individual for whom Route 133 Cannabis seeks a marijuana establishment agent registration which was obtained within 30 days prior to submission.

Route 133 Cannabis will notify the Commission no more than one business day after Route 133 Cannabis agent ceases to be associated with the establishment. The registration shall be immediately void when the agent is no longer associated with the establishment.

The Agent registration card is valid for one year from the date of issue, Route 133 Cannabis will renew each Route 133 Cannabis Agent Registration Card on an annual basis upon a determination by the Commission that the applicant for renewal continues to be suitable for registration.

After obtaining a registration card for an Route 133 Cannabis Agent registration card, Route 133 Cannabis will notify the Commission, in a form and manner determined by the Commission, as soon as possible, but in any event, within five business days of any changes to the information that the

establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

All agents will carry the registration card at all times while in possession of marijuana products, including at all times while at the establishment or while transporting marijuana products.

Background Checks

Route 133 Cannabis will comply with all Background Check requirements in the regulations and any other sub-regulatory guidance issued by the Commission.

- Application Process- During the application process Route 133 Cannabis will complete the Background Check Packet as outlined in 935 CMR 500.101(1)(b) which includes;
 - The list of individuals and entities in 935 CMR 500.101(1)(a)1. (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);
 - Information for each individual identified in 935 CMR 500.101(1)(a)1., which shall include:
 - The individual's full legal name and any aliases;
 - The individual's address;
 - The individual's date of birth;
 - A photocopy of the individual's driver's license or other government-issued identification card;
 - A CORI Acknowledgment Form, pursuant to 803 CMR 2.09: Requirements for Requestors to Request CORI, provided by the Commission, signed by the individual and notarized;
 - Authorization to obtain a full set of fingerprints, in accordance with M.G.L. c. 94G, § 21, submitted in a form and manner as determined by the Commission;
 - Relevant Background Check Information. Applicants for licensure will also be required to provide information detailing involvement in any criminal or civil or administrative matters:
 - A description and the relevant dates of any criminal action under the laws of the Commonwealth, or another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, whether for a felony or misdemeanor including, but not limited to, action against any health care facility or facility for providing marijuana for medical or recreational purposes, in which those individuals either owned shares of stock or served as board member, executive, officer, director or member, and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - A description and the relevant dates of any civil action under the laws of the Commonwealth, another state, the United States or foreign jurisdiction, or a military,

- territorial, or Native American tribal authority, including, but not limited to a complaint relating to any professional or occupational or fraudulent practices;
- A description and relevant dates of any past or pending legal or enforcement actions in any other state against any board member, executive, officer, director or member, or against any entity owned or controlled in whole or in part by them, related to the cultivation, processing, distribution, or sale of marijuana for medical or recreational purposes;
 - A description and the relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or like action by another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority, including, but not limited to any complaint or issuance of an order relating to the denial, suspension, or revocation of a license, registration, or certification;
 - A description and relevant dates of any administrative action, including any complaint, order or disciplinary action, by the Commonwealth, or a like action by another state, the United States or foreign jurisdiction, or a military, territorial, Native American tribal authority or foreign jurisdiction, with regard to any professional license, registration, or certification, held by any board member, executive, officer, director, or member that is part of the applicant's application, if any;
 - A description and relevant dates of actions against a license to prescribe or distribute controlled substances or legend drugs held by any board member, executive, officer, director or member that is part of the applicant's application, if any; and
 - Any other information required by the Commission.

Route 133 Cannabis will not present any individual in our application whose background check will result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table A of 935 CMR 500.801.

- **Background Checks not included in the Application Process-** For all Marijuana Establishment Agent Registrations not included in the application process Route 133 Cannabis will submit Marijuana Establishment Agent applications for all required individuals. Route 133 Cannabis will perform its own due diligence and perform background checks, including a CORI report, in the hiring of employees and contractors and will not knowingly submit an employee or contractors' application if the background check would result in a Mandatory Disqualification or Presumptive Negative Suitability Determination as outlined in Table B: Retail and Transporter Marijuana Establishment Agents, under 935 CMR 500.802.

Equal Opportunity Employment Policy

It is the policy of Route 133 Cannabis to provide equal employment opportunities to all employees and employment applicants without regard to unlawful considerations of race, religion, creed, color, national origin, sex, pregnancy, sexual orientation, gender identity, age, ancestry, physical or mental disability, genetic information, marital status or any other classification protected by applicable local, state or federal laws. This policy prohibits unlawful discrimination based on the perception that anyone

has any of those characteristics or is associated with a person who has or is perceived as having any of those characteristics. This policy applies to all aspects of employment, including, but not limited to, hiring, job assignment, working conditions, compensation, promotions, benefits, scheduling, training, discipline, and termination.

Route 133 Cannabis expects all employees to support our equal employment opportunity policy, and to take all steps necessary to maintain a workplace free from unlawful discrimination and harassment and to accommodate others in line with this policy to the fullest extent required by law. For example, Route 133 Cannabis will make reasonable accommodations for employees' observance of religious holidays and practices unless the accommodation would cause an undue hardship on Route 133 Cannabis operations. If an employee desires a religious accommodation, they are required to make the request in writing to their manager as far in advance as possible. Employees requesting accommodations are expected to attempt to find co-workers who can assist in the accommodation (e.g. trade shifts) and cooperate Route 133 Cannabis in seeking and evaluating alternatives.

Moreover, in compliance with the Americans with Disabilities Act (ADA), Route 133 Cannabis provides reasonable accommodations to qualified individuals with disabilities to the fullest extent required by law. Route 133 Cannabis may require medical certification of both the disability and the need for accommodation. Keep in mind that Route 133 Cannabis can only seek to accommodate the known physical or mental limitations of an otherwise qualified individual. Therefore, it is the employees' responsibility to come forward if they are in need of an accommodation. Route 133 Cannabis will engage in an interactive process with the employee to identify possible accommodations, if any will help the applicant or employee perform the job.

Anti-Harassment and Sexual Harassment Policy

Route 133 Cannabis will promote a workplace that is free from discrimination and harassment, whether based on race, color, gender, age, religion, creed, national origin, ancestry, sexual orientation, marital status or disability. Inappropriate interference with the ability of Route 133 Cannabis employees to perform their expected job duties will not be tolerated.

It is illegal and against Route 133 Cannabis policy for any employee, male or female, to harass another employee. Examples of such harassment include making sexual advances or favors or other verbal or physical conduct of a sexual nature a condition of any employee's employment; using an employee's submission to or rejection of such conduct as the basis for, or as a factor in, any employment decision affecting the individual; or otherwise creating an intimidating, hostile, or offensive working environment by such conduct.

The creation of an intimidating, hostile, or offensive working environment may include but is not limited to such actions as persistent comments on an employee's sexual preferences, the display of obscene or sexually oriented photographs or drawings, or the telling of sexual jokes. Conduct or actions that arise out of a personal or social relationship and that are not intended to have a discriminatory employment effect may not be viewed as harassment. Route 133 Cannabis will determine whether such conduct constitutes sexual harassment, based on a review of the facts and circumstances of each situation.

Route 133 Cannabis will not condone any sexual harassment of its employees. All employees, including supervisors and managers, will be subject to severe discipline, up to and including discharge, for any act of sexual harassment they commit.

Route 133 Cannabis will not condone sexual harassment of its employees by nonemployees, and instances of such harassment should be reported as indicated below for harassment by employees.

If you feel victimized by sexual harassment you should report the harassment to your manager immediately. If your immediate manager is the source of the alleged harassment, you should report the problem to the Human Resources Department. Managers who receive a sexual harassment complaint should carefully investigate the matter, questioning all employees who may have knowledge of either the incident in question or similar problems. The complaint, the investigative steps and findings, and disciplinary actions (if any) should be documented as thoroughly as possible.

Any employee who makes a complaint, or who cooperates in any way in the investigation of same, will not be subjected to any retaliation or discipline of any kind.

In addition to the above, if you believe you have been subjected to sexual harassment, you may file a formal complaint with either or both of the government agencies set forth below. Using our complaint process does not prohibit you from filing a complaint with these agencies. Each of the agencies has a short time period for filing a claim (EEOC 300 days; MCAD - 300 days).

The United States Equal Employment Opportunity Commission ("EEOC") One Congress Street, 10th Floor Boston, MA 02114, (617) 565-3200.

The Massachusetts Commission Against Discrimination ("MCAD") One Ashburton Place, Rm. 601, Boston, MA 02108, (617) 994-6000.

Americans with Disability Act

Route 133 Cannabis strongly supports the policies of the Americans with Disabilities Act and is completely committed to treating all applicants and employees with disabilities in accordance with the requirements of that act. Route 133 Cannabis judge's individuals by their abilities, not their disabilities, and seeks to give full and equal employment opportunities to all persons capable of performing successfully in the company's positions. Route 133 Cannabis will provide reasonable accommodations to any persons with disabilities who require them, who advise Route 133 Cannabis of their particular needs. Information concerning individuals' disabilities and their need for accommodation will of course be handled with the utmost discretion.

Drug/Alcohol Free Workplace

Route 133 Cannabis is committed to providing its employees with a safe and productive work environment. In keeping with this commitment, it maintains a strict policy against the use of alcohol and the unlawful use of drugs in the workplace. Consequently, no employee may consume or possess alcohol, or use, possess, sell, purchase or transfer illegal drugs at any time while on Route 133 Cannabis premises or while using Route 133 Cannabis vehicles or equipment, or at any location during work time.

Route 133 Cannabis

No employee may report to work with illegal drugs (or their metabolites) or alcohol in his or her bodily system. The only exception to this rule is that employees may engage in moderate consumption of alcohol that may be served and/or consumed as part of an authorized Route 133 Cannabis social or business event. "Illegal drug" means any drug that is not legally obtainable or that is legally obtainable but has not been legally obtained. It includes prescription drugs not being used for prescribed purposes or by the person to whom it is prescribed or in prescribed amounts. It also includes any substance a person holds out to another as an illegal drug.

Any violation of this policy will result in disciplinary action, up to and including termination.

Any employee who feels he or she has developed an addiction to, dependence upon, or problem with alcohol or drugs, legal or illegal, is strongly encouraged to seek assistance before a violation of this policy occurs. Any employee who requests time off to participate in a rehabilitation program will be reasonably accommodated. However, employees may not avoid disciplinary action, up to and including termination, by entering a rehabilitation program after a violation of this policy is suspected or discovered.

Smoke Free Workplace

Smoking is prohibited throughout the workplace. This policy applies equally to all employees, clients, partners, and visitors.

Employee Assistance Policy

To help employees in circumstances where counseling services would be helpful, Route 133 Cannabis will make an Employee Assistance Program (EAP) counseling service available to employees, when needed, at no personal cost.

Employee Diversion of Marijuana

If a Route 133 Cannabis Agent is found to have diverted marijuana, that agent will immediately be dismissed and have their Marijuana Establishment Registration Card confiscated. The Director of HR will immediately be notified. The Director of HR will make a detailed report of the event and report it to local law enforcement and the Commission within 24 hours.

Employee Handbook

Route 133 Cannabis will provide a comprehensive employee handbook to all employees that will outline all the information pertinent to their employment with Route 133 Cannabis. These subjects will include, but not be limited to;

- Route 133 Cannabis Mission and Vision

- Organizational Structure
 - General Employment Policies
 - Employee Categories
 - Conflicts of Interest
 - Access to Personnel Files
 - Performance Evaluations
-
- Hours of Work
 - Compensation
 - Benefits
 - Code of Conduct
 - Discipline
 - Training

Record Keeping Procedures

Licensee

Route 133 Cannabis LLC ("CARBONEAR") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Department of Revenue (DOR): The Massachusetts Department of Revenue, unless otherwise specified.

Seed-to-sale System of Record (Seed-to-sale SOR): The electronic tracking system designated and required by the Commission to perform a process.

Seed-to-sale Electronic Tracking System: A system designated by the Commission as the system of record (Seed-to-sale SOR) or a secondary electronic tracking system used by a Marijuana Establishment or an MTC or an Independent Testing Laboratory. This system shall capture everything that happens to an individual Marijuana plant, from seed and cultivation, through growth, harvest and Manufacture of Marijuana Products and MIPs, including transportation, if any, to final sale of finished products. Seed-to-sale Electronic Tracking System shall utilize a unique-plant identification and unique-batch identification. It will also be able to track agents' and Registrants' involvement with the Marijuana Product. Any secondary system used by the Marijuana Establishment or an MTC or an Independent Testing Laboratory shall integrate with the SOR in a form and manner determined by the Commission.

Responsible Vendor Training (RVT) Program: A mandatory program that provides training courses taught by a Responsible Vendor Trainer for Marijuana Establishment Agents in order to satisfy the minimum training hours required under 935 CMR 500.105(2).

Route 133 Cannabis's electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Access to the Massachusetts Department of Revenue ("DOR")

Route 133 Cannabis's books, records, papers, and other data will be made available upon request by the DOR Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission of the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the

period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Route 133 Cannabis will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.

Point of Sale (POS) Systems

Route 133 Cannabis will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue (“DOR”) Directive 16-1 “Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems”

Our POS system will record all transactions in a manner that will allow the DOR to verify what items were sold and confirm if the appropriate amount of tax was collected. In addition to the data in the POS system, Route 133 Cannabis will maintain the following records:

- A journal or its equivalent, which records daily all non-cash transactions affecting accounts payable;
- A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
- A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
- Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information;
- A ledger to which totals from the journal, cash journal and other records have been periodically posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.

Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:

- Individual item(s) sold,
- Selling price,
- Tax due,
- Invoice number,
- Date of sale,
- Method of payment, and
- POS terminal number and POS
- Transaction number.

Route 133 Cannabis will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:

- Internal sequential transaction numbers
- Records of all POS terminal activity; and
- Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
- The POS audit trail or logging functionality must be activated and operational at all times, and it must record:
 - Any and all activity related to other operating modes available in the system, such as a training mode; and
 - Any and all changes in the setup of the system.

Types of Records

The following records will be maintained and stored by Route 133 Cannabis and available to the Commission upon request:

- Operating procedures as required by 935 CMR 500.105(1)
 - Security measures in compliance with 935 CMR 500.110;
 - Employee security policies, including personal safety and crime prevention techniques;
 - A description of the Marijuana Establishment's hours of operation and after-hours contact information, which shall 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 sold;
 - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.105(8) and (9);
 - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
 - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
 - 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 confidential information be maintained;
 - A policy for the immediate dismissal of any marijuana establishment agent who has:
 - Diverted marijuana, which shall be reported to law enforcement officials and to the Commission;
 - Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.
 - A list of all board members and executives of a Marijuana Establishment, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR

This requirement may be fulfilled by placing this information on the Marijuana Establishment's website.

- Policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that shall include:
 - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
 - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on the 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.
- Operating procedures as required by 935 CMR 500.105, including but not limited to;
 - Methods for identifying, recording, and reporting diversion, theft, or loss, and for correcting all errors and inaccuracies in inventories. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(8);
 - Policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures shall be adequate to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by a Marijuana Establishment to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety;
 - Policies and procedures for ensuring that any outdated, damaged, deteriorated, mislabeled, or contaminated marijuana products is segregated from other product and destroyed. Such procedures shall provide for written documentation of the disposition of the marijuana products. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(12);
 - Policies and procedures for transportation. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(13);
 - Policies and procedures to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The policies and procedures, at a minimum, must be in compliance with 935 CMR 500.105(15); and
 - Policies and procedures for the transfer, acquisition, or sale of marijuana products between Marijuana Establishments.
 - Inventory records as required by 935 CMR 500.105(8);
 - Seed-to-sale tracking records for all marijuana products are required by 935 CMR 500.105(8)(e).

- Personnel records required by 935 CMR 500.105(9)(d), including but not limited to;
 - 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. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall 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; and
 - Notice of completed responsible vendor and eight-hour related duty training.
 - A staffing plan that will demonstrate accessible business hours and safe operating conditions;
- Personnel policies procedures; and
- All background check reports obtained in accordance with 935 CMR 500.030
- Business records, which shall include manual or computerized records of:
 - Assets and liabilities;
 - Monetary transactions
 - Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
 - Sales records including the quantity, form, and cost of marijuana products; and
 - Salary and wages paid to each employee, stipend paid to each board member, and an executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
 - Waste disposal records as required under 935 CMR 500.105(12); and
 - Following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.
- Responsible vendor training program compliance records.
- Vehicle registration, inspection and insurance records. (If Applicable)

All records kept and maintained by Route 133 Cannabis will be securely stored. Access to these records will only be granted to those Route 133 Cannabis Agents who require access as a part of their job duties.

Maintenance of Financial Records

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Department of Revenue (DOR): The Massachusetts Department of Revenue, unless otherwise specified.

Seed-to-sale System of Record (Seed-to-sale SOR): The electronic tracking system designated and required by the Commission to perform a process.

Seed-to-sale Electronic Tracking System: A system designated by the Commission as the system of record (Seed-to-sale SOR) or a secondary electronic tracking system used by a Marijuana Establishment or an MTC or an Independent Testing Laboratory. This system shall capture everything that happens to an individual Marijuana plant, from seed and cultivation, through growth, harvest and Manufacture of Marijuana Products and MIPs, including transportation, if any, to final sale of finished products. Seed-to-sale Electronic Tracking System shall utilize a unique-plant identification and unique-batch identification. It will also be able to track agents' and Registrants' involvement with the Marijuana Product. Any secondary system used by the Marijuana Establishment or an MTC or an Independent Testing Laboratory shall integrate with the SOR in a form and manner determined by the Commission.

Requirements

Route 133 Cannabis, LLC financial records will be kept and maintained according to generally accepted accounting principles. The CFO is responsible for all accounting responsibilities and will engage the services of external professional accounting firm to ensure proper financial compliance.

All of Route 133 Cannabis financial/business records will be available for inspection to the Cannabis Control Commission upon request.

Route 133 Cannabis will maintain all business records in Manual and electronic form. These records include, but are not limited to;

- Assets and liabilities;
- Banking transactions;
- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
- Sales records including the quantity, form, and cost of marijuana products; and
- Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

In relation to the maintenance of financial records Route 133 Cannabis will incorporate the following into our business operations;

- Route 133 Cannabis will engage the services of a professional payroll and human resources company to assist in human resources management and payroll services for our employees.
- Route 133 Cannabis will engage, to the extent possible, a banking relationship in Massachusetts to provide banking services for our company.
- Route 133 Cannabis will utilize financial/accounting software programs and an e-bill payment provider for all financial record keeping.
- All transactions will be done through traditional banking transactions including checks, wire transfers and credit cards.
- On an annual basis an independent certified public accountant who is experienced in the legal marijuana industry, will conduct a financial audit.
- Route 133 Cannabis will engage the services of an industry experienced tax professional for the filing of all required state and federal tax documents.
- At the end of each business day a reconciliation audit will be done on each POS station by the Retail Manager or designee.
- A comprehensive financial audit will be done at the end of every month by the CFO and report their findings to the CEO and outside accounting firm.

Access to the Commission

Route 133 Cannabis electronic and hard copy (written) records will be available to the Commission upon request pursuant to 935 CMR 500.105(9). The records will be maintained in accordance with generally accepted accounting principles. All written records required in any section of 935 CMR 500.000 are subject to inspection.

Access to the Massachusetts Department of Revenue ("DOR")

Route 133 Cannabis books, records, papers and other data will be made available upon request by the DOR. Accounting records and information in electronic format will be provided in a searchable electronic format if requested by the Commission or the DOR. Any additional reports and schedules relating to the preparation of tax returns will be maintained and made available upon request. Inventory system data as well as any additional purchase reports, schedules or documentation that reconcile to other books and records, such as purchase journals or a general ledger, will also be maintained and made available upon request.

These records will be kept so long as their contents are material in the administration of Massachusetts and IRS tax laws. At a minimum, unless the DOR Commissioner consents in writing to an earlier destruction, the records will be preserved until the statute of limitations for making additional assessments for the period for which the return was due has expired. The DOR may require a longer retention period, such as when the records are the subject of an audit, court case, or other proceeding.

Additionally, Route 133 Cannabis will comply with all records retention requirements outlined in the DOR Regulations including but limited to 830 CMR 62C.25.1: Record Retention.

Point of Sale (POS) Systems

Route 133 Cannabis will utilize a POS system that complies with the requirements in G.L. c. 62C, § 25; 830 CMR 62C.25.1 (the Records Retention Regulation); and the Massachusetts Department of Revenue (“DOR”) Directive 16-1 “Recordkeeping Requirements for Sales and Use Tax Vendors Utilizing Point of Sale (POS) Systems”.

- Our POS system will record all transactions in a manner that will allow the DOR to verify what was sold and whether the appropriate amount of tax was collected. Along with the data in the POS system, Route 133 Cannabis will maintain the following records:
 - A journal or its equivalent, which records daily all noncash transactions affecting accounts payable;
 - A cash journal or its equivalent, which records daily all cash receipts and cash disbursements, including any check transactions;
 - A sales slip, invoice, cash register tape, or other document evidencing the original transaction, which substantiates each entry in the journal or cash journal;
 - Memorandum accounts, records or lists concerning inventories, fixed assets or prepaid items, except in cases where the accounting system clearly records such information; and
 - A ledger to which totals from the journal, cash journal and other records have been posted. The ledger must clearly classify the individual accounts receivable and payable and the capital account.
- Each POS transaction record will provide enough detail to independently determine the taxability of each sale and the amount of tax due and collected. Information on each sales transaction will include, but is not limited to the:
 - individual item(s) sold,
 - selling price,
 - tax due,
 - invoice number,
 - date of sale,
 - method of payment, and
 - POS terminal number and POS transaction number.
- Route 133 Cannabis will maintain auditable internal controls to ensure the accuracy and completeness of the transactions recorded in the POS system. The audit trail details include, but are not limited to:
 - Internal sequential transaction numbers;
 - Records of all POS terminal activity; and
 - Procedures to account for voids, cancellations, or other discrepancies in sequential numbering.
 - The POS audit trail or logging functionality must be activated and operational at all times, and it must record:

- Any and all activity related to other operating modes available in the system, such as a training mode; and
- Any and all changes in the setup of the system.
- Route 133 Cannabis will comply with the provisions of 935 CMR 500.140(5): Recording Sales.
 - Route 133 Cannabis will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR
 - Route 133 Cannabis may utilize a sales recording module approved by the DOR.
 - Route 133 Cannabis will not utilize software or other methods to manipulate or alter sales data.
 - Route 133 Cannabis will conduct a monthly analysis of our 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. Route 133 Cannabis will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Route 133 Cannabis determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - We will immediately disclose the information to the Commission;
 - We will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - We will take such other action directed by the Commission to comply with 935 CMR 500.105.
 - Route 133 Cannabis will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
 - Route 133 Cannabis will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
 - Route 133 Cannabis will allow the Commission and the DOR may audit and examine our point-of-sale system in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.140(5): Recording Sales.

Agent Qualifications and Training

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

MTC Agent: Any Owner, employee, Executive, or volunteer of an MTC, who shall be 21 years of age or older. Employee includes a consultant or contractor who provides on-site services to an MTC related to the cultivation, harvesting, preparation, packaging, storage, testing, or dispensing of Marijuana or Marijuana Products for medical purposes.

Agent Registration Card: Identification card currently and validly issued by the Commission to a Marijuana Establishment, MTC or Laboratory Agent. The Agent Registration Card allows access into Commission supported databases. The card facilitates verification of an individual Registrant's status including, but not limited to, identification by the Commission and Law Enforcement Authorities of those individuals exempt from Massachusetts criminal and civil penalties under M.G.L. c. 94G and 94I, and 935 CMR 500.000 and 501.000.

Responsible Vendor: A Marijuana Establishment that the Commission has determined to have completed the initial training requirements and has maintained its training requirement under 935 CMR 500.105(2).

Responsible Vendor Trainer: An independent business entity certified by the Commission to provide Responsible Vendor Training Program courses. No owner, manager, or employee of a Responsible Vendor Trainer may be a Person or Entity Having Direct or Indirect Control of a Marijuana Establishment.

Responsible Vendor Training (RVT) Program: A mandatory program that provides training courses taught by a Responsible Vendor Trainer for Marijuana Establishment Agents in order to satisfy the minimum training hours required under 935 CMR 500.105(2).

Qualifications

All Agents must;

- Be 21 years of age or older;
- Not been convicted of an 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; and
- Be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

Route 133 Cannabis will develop a job description for all positions with the company. While all Agents must meet the qualifications listed above, several of our positions will require additional qualifications based on the specific duties of the position.

Requirements

Pursuant to 935 CMR 500.105(2)(a), Route 133 Cannabis will ensure all Agents complete training prior to performing job functions. Training will be tailored to the role and responsibilities of the job function.

Route 133 Cannabis will train all marijuana establishment agents in compliance with 935 CMR 500.105(2)(a) and (b). Agents responsible for tracking and entering product into the Seed-to-sale SOR (Metrc) must receive training in a form and manner determined by the Commission.

After the initial training has been completed, Agents will be trained on job specific areas depending on their duties. This training can be done in a classroom setting, online or computerized, on the job training ("OJT") or through external training platforms.

All Agents will receive a minimum of 16 hours of training annually.

Route 133 Cannabis will record, maintain and store 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. These records will be stored in the Agents Personnel File. Training records will be retained for a minimum of one year after an Agents' termination.

Within 90 days of hire, Route 133 Cannabis will require all its Agents to attend and complete a Responsible Vendor Training Program to become designated as a "responsible vendor":

- After the responsible vendor designation is applied each owner, manager, and employee involved in the handling and sale of marijuana for adult use will successfully complete the program once every year thereafter to maintain designation as a "responsible vendor."
- Route 133 Cannabis will maintain records of responsible vendor training program compliance for four years and make them available to inspection by the Commission and any other applicable licensing authority upon request during normal business hours.

Additional Training

Route 133 Cannabis will provide training and training opportunities to its employees. In addition to required training, Route 133 Cannabis will encourage advanced training to our employees in the areas of Safety and Security, Marijuana Science or other areas then enhance the Company's, our Agents and our customers safety and shopping experience.

Diversity Plan

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Intended Use

To ensure that Route 133 Cannabis is a diverse and inclusive company that promotes a discrimination-free work environment and providing opportunities for all employees to use their diverse talents to support the company's mission.

Route 133 Cannabis's goal is to build a high performing, diverse workforce based on mutual acceptance and trust. It is also our policy to select the best qualified applicant for the job, regardless of race, national origin, gender, age, disability, religion, sexual orientation, or any other non-merit factor.

Definitions

Economic Empowerment Priority Applicant: *An applicant who, as an entity or through an individual certified by the Commission in 2018, meets and continues to meet three or more of the following six criteria, at least one of which shall be a majority-equity-ownership criterion:

1. Majority-equity-ownership Criteria:

- a. A majority (more than 50%) of ownership belongs to people who have lived for five of the preceding ten years in an Area of Disproportionate Impact, as determined by the Commission.
- b. A majority (more than 50%) of ownership has held one or more previous positions where the primary population served were disproportionately impacted, or where primary responsibilities included economic education, resource provision or empowerment to disproportionately impacted individuals or communities.
- c. A majority (more than 50%) of the ownership is made up of individuals from Black, African American, Hispanic or Latino descent.

2. Additional Criteria:

- a. At least 51% of current employees or subcontractors reside in Areas of Disproportionate Impact and by the first day of business, the ratio will meet or exceed 75%.
- b. At least 51% of employees or subcontractors have drug-related CORI and are otherwise legally employable in Cannabis enterprises.

c. Other significant articulable demonstration of past experience in or business practices that promote economic empowerment in Areas of Disproportionate Impact. This applicant has priority for the purposes of the review of its license application.

Social Equity Program Participant: An individual who qualified to participate in the Social Equity Program and is designated as a program participant by the Commission.

Goal 1

- Make Route 133 Cannabis workplace and management team as diverse as possible to include attracting and retaining qualified employees with no regard to race, national origin, gender, age, disability, religion, sexual orientation, or any other Non merit factor.

Goal 2

- Make Route 133 Cannabis workplace a safe, accepting, respectful, welcoming, comfortable, and supportive place to work.

Recruitment and Hiring Route 133 Cannabis looks to recruit and hire diverse employees and plans to promote equity among minorities, women, veterans, people with disabilities, and people of all gender identities and sexual orientations in the operation of our company.

Inclusion Route 133 Cannabis is determined to provide a work environment that is a diverse and inclusive workplace. We encourage a broad range of opinions, ideas and perspectives that drives creativity, innovation and excellence. Our goal, which must be met, is to ensure that every employee, contractor and visitor feels safe, respected, welcome, comfortable, supported and accepted. We will ensure our managers are trained to properly respond to complaints.

Measurement and Accountability Route 133 Cannabis realized that any plan needs to be evaluated once it is implemented. We will perform an ongoing and comprehensive evaluation of this plan to ensure that it accomplishes our 2 goals.

- As we begin to recruit and hire potential employees the management team will evaluate the applicant pool and application to ensure that our recruitment policies are generating a diverse representation.
 - We will track the demographics of all applicants to ensure we are reaching the desired population of candidates:
 - The number and percentage of applicants that are from areas of disproportionate impact, minorities, LBGTQ, veterans, and persons with disabilities, women and people with prior drug convictions.
 - We will evaluate this data and make adjustments in our outreach and recruitment process if needed
- Periodically, Route 133 Cannabis management team will evaluate the workplace climate through observations, employee meetings, and individual conversations with individual employees to ensure our workplace is a place of inclusion.
 - Feedback from the data received from this process will be evaluated and new programs or processes will be implemented if needed.
- Annually we will evaluate our Diversity Plan to ensure that the goals are met

- At least once annually, Route 133 Cannabis management team, along with our consultant(s) will conduct a comprehensive evaluation of this plan that includes feedback from employees and stakeholders as to the effectiveness of the policy and to see if our goals are attained.
 - If, at any time, it is found that the plan is not reaching our goals the executive management team will convene a special working group to evaluate the plan and make the necessary changes.
-

Energy Plan

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Horticultural Lighting Equipment (HLE): Any lighting equipment (e.g., fixtures, bulbs, ballasts, controls, etc.) that uses energy for the cultivation of plants, at any stage of growth (e.g., germination, cloning/Mother Plants, Propagation, Vegetation, Flowering, and harvest).

Horticulture Lighting Square Footage (HLSF): An area to be calculated in square feet and measured using clearly identifiable boundaries of all areas(s) that will contain plants at any point in time, at any stage of growth, including all of the space(s) within the boundaries. HLSF may be noncontiguous, but each unique area included in the total HLSF calculations shall be separated by an identifiable boundary which includes, but is not limited to: interior walls, shelves, Greenhouse walls, hoop house walls, garden benches, hedge rows, fencing, garden beds, or garden plots. If plants are being cultivated using a shelving system, the surface area of each level shall be included in the total HLSF calculation.

Lighting Power Density (HLPD): A measure of total watts of Horticultural Lighting Equipment per total Horticulture Lighting Square Footage, $(HLE / HLSF = HLPD)$ expressed as number of watts per square foot.

Intended Use

In compliance with 935 CMR 500.105(15) Route 133 Cannabis, LLC has identified potential energy use reduction opportunities (such as natural lighting and energy efficiency measures) and implemented these opportunities to the extent possible. Route 133 Cannabis reduced electric demand (such as lighting schedules, active load management, and energy storage); and will be engaging with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants. Route 133 Cannabis will work closely with our local utility companies to create and execute interactive Energy Savings Plans, by means of:

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

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

- The purchase and installation of the highest R-Value insulation materials, that actively resist the conductive flow of heat, wherever applicable on site;
- The purchase and installation of LED lighting systems;
- The removal and disposal of outdated HVAC systems, with the purchase and installation of advanced HVAC systems and all associated ductwork.

Further practices to maintain energy efficiency throughout daily operations include:

- Using power strips to power all devices, and turning off all power strips at the conclusion of the closing process (excludes security systems);
- Using communal printers, coffee makers, microwave ovens, and refrigerators;
- Turning off monitors when leaving for more than one hour;
- Save paper by only photocopying what is absolutely needed, and always using the second side of sheets by either printing on both sides or using the blank side as scratch paper;
- Report any obvious energy waste or material deficiencies such as broken heaters or air leaks up the chain of command;
- Close or tilt window blinds to block direct sunlight to reduce cooling needs during warmer months;
- Prohibiting the use of individual space heaters; and
- Using Energy Star labeled appliances.

Dispensing

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Department of Revenue (DOR): The Massachusetts Department of Revenue, unless otherwise specified.

Consumer: A person who is 21 years of age or older.

Limitation on Sales: A limitation on the sales of Marijuana or Marijuana Products by a Marijuana Establishment Licensee or Registrant arising from the regulations and until substantial compliance by a Licensee or Registrant with a law, regulation, guidance or other requirement for licensure or registration.

Seed-to-sale System of Record (Seed-to-sale SOR): The electronic tracking system designated and required by the Commission to perform a process .

Requirements

Pursuant to 935 CMR 500.140 Route 133 Cannabis will ensure that upon entry into our facility entrance by an individual, an Agent will immediately inspect the individual's proof of identification and verify the individual's age. No one will be admitted into the premises unless the Agent has verified that the individual is 21 years of age or older using a valid government issued identification.

Pursuant to 935 CMR 500.140(4) and in accordance with M.G.L. c. 94G, § 7, Route 133 Cannabis will not sell more than one ounce of marijuana, or five grams of marijuana concentrate to a consumer per transaction.

Restrictions

Pursuant to 935 CMR 500.140(5) HG:

- Will refuse to sell marijuana to any consumer who is unable to produce valid proof of identification.
- Will refuse to sell marijuana products to a consumer if, in the opinion of a Route 133 Cannabis Agent based on the information available to the Agent at that time, the consumer or public would be placed at risk.
- Will not sell to an individual more than one ounce of marijuana or five grams of marijuana concentrate per transaction.
- Will not sell or offer for sale marijuana products containing nicotine.
- Will not sell or offer for sale marijuana products containing alcohol.

Route 133 Cannabis

Protocols

Pursuant to 935 CMR 500.140(6) HG:

- Will only utilize a point-of-sale (POS) system approved by the Commission, in consultation with the DOR.
- May utilize a sales recording module approved by the DOR.
- Will not utilize software or other methods to manipulate or alter sales data.
- 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. Route 133 Cannabis will maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If Route 133 Cannabis determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - It will immediately disclose the information to the Commission;
 - It will cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and
 - Take such other action directed by the Commission to comply with 935 CMR 500.105.
- Will comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
- Will adopt separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales.
- Understands that the Commission and the DOR may audit and examine the point-of-sale system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000;

Route 133 Cannabis will make available educational materials about marijuana products to consumers. We will have an adequate supply of current educational material available at all times for distribution. These materials will be available in commonly spoken languages designated by the Commission, which will include, but not be limited to appropriate materials for the visually and hearing-impaired. These materials will be made available for inspection by the Commission upon request. These educational materials will include at least the following:

- A warning that marijuana has not been analyzed or approved by the FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children;
- A warning that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, § 24, and machinery should not be operated;
- Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms and routes of administration;
- Materials offered to consumers to enable them to track the strains used and their associated effects;

- Information describing proper dosage and titration for different routes of administration. Emphasis shall be on using the smallest amount possible to achieve the desired effect. The impact of potency must also be explained;
- A discussion of tolerance, dependence, and withdrawal;
- Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs;
- A statement that consumers may not sell marijuana to any other individual;
- Information regarding penalties for possession or distribution of marijuana in violation of Massachusetts law; and
- Any other information required by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed by Route 133 Cannabis that is not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. The product must be deemed to comply with the standards required under 935 CMR 500.160.

Consumer Access to the Facility

Customers/consumers access to the facility will be done through the main entrance. The main entrance is locked at all times and the customer must present an authorized government issued ID card to either a Route 133 Cannabis Agent or to a video intercom located adjacent to the entrance door. Once that valid ID is presented and verified the interior door will be opened and the customer can access the retail area.

The waiting areas is, in essence, a mantrap where the customer must go through another secure door to access the sales floor. In the waiting area an Budtender will take the ID and verify that the ID is valid and that the customer is 21 or older.

- To verify a customer is 21 or older an Budtender must receive and examine from the customer one of the following authorized government issued ID Cards;
 - Massachusetts license Issued driver's
 - Massachusetts Issued ID card
 - Out-of-state driver's license or ID card (with photo)
 - Passport
 - U.S. Military I.D.
- To verify the age of the customer the Budtender will use an Age Verification Smart ID Scanner that will be supplied by HG.
 - In the event that the ID is not a scannable ID, or if for any reason the scanner is not operational or available of if the ID is questionable the Budtender must use the FLAG methodology of ID verification.
 - Feel
 - Have the customer remove the ID from their wallet or plastic holder (never accept a laminated document).
 - Feel for information cut-out or pasted on (especially near photo and birth date areas).

- Feel the texture – most driver’s license should feel smooth, or (depending on your State) they will have an identifying texture.
- Look
 - Look for the State seals or water marks.
 - Look at the photograph. Hairstyles, eye makeup and eye color can be altered, so focus your attention on the person’s nose and chin as these features don’t typically change. When encountering people with beards or facial hair, cover the facial hair portion of the photo and concentrate on the nose or ears.
 - Look at the height and weight. They should reasonably match the person.
 - Look at the date of birth and do the math
 - Compare the age on the ID with the person’s apparent age.
 - Look at the expiration date. If the ID has expired, it is not acceptable.
 - If needed, compare the ID to the book of Government Issued ID’s.
- Ask
 - Budtenders should question of the person, such as their middle name, zodiac sign, or year of high school graduation, for example the month they were born. If they respond with a number, they may be lying. If the person is with a companion, ask the companion to quickly tell you the person’s name.
 - If you have questions as to their identity, ask the person to sign their name, and then compare signatures.
- Give Back
 - If the ID looks genuine, give the ID back to the customer and allow entry.
- If the customer does not have a valid ID or for any reason the identity of the customer or the validity of the ID is in question, do not allow the customer to enter the facility.

For security reasons there will be a limit on the number of customers in the sales area. This number will be determined prior to opening.

Access to the Sales Floor

On the sales floor customers will have access to marketing material, educational material and displays of non-marijuana products. There will also be video monitors located in the sales area showing the menu of items.

Budtenders are encouraged to engage customers in conversation and allow them to ask questions about the products, delivery methods and other product questions.

If a customer does not speak English or is visually or hearing impaired the Retail Manager or designee will be notified. Pursuant to our Interpreter Policy and Procedure the Retail Manager or designee will implement our interpretation procedure:

- For customers who require language assistance, we will provide telephone interpretation services. This service connects a live human interpreter via phone. During these appointments, interpretation is consecutive which means the interpreter waits until the speaker is finished to convert what was said from one language to another.
- For visually impaired customers we will have our forms and education materials transcribed in a process that meets or exceeds the standards set forth by the Braille Authority of North America (BANA) and Unified English Braille (UEB).
- Our Budtenders will also offer verbal translation of the material in a confidential area to all visually impaired customers.
- For the hearing-impaired customers, we will contract with a service provider that offers video interpretation in American Sign Language.

(Note: Additionally, ROute 133 Cannabis will give hiring preferences to applicants who are competent in American Sign Language.)

At the sales counter customers will have their ID's scanned again at the POS station and their data (name, address, and DOB) will be collected in the system. A first-time customer may be asked other questions regarding their product preferences, usage habits or other data. They will also be given customer education materials if they wish.

Route 133 Cannabis will only sell marijuana and marijuana products that are pre-packed for individual sale. Customers will place their order with the Budtender. The Budtender will:

- Retrieve the requested products from the secure, lockable storage cabinet.
- Once the entire order has been retrieved the Budtender will enter or scan each individual stock keeping unit (SKU) into the POS System.
- Our POS system will not allow over 1 ounce of marijuana flower product or more than 5 grams of concentrate to be entered into a single transaction.
- After the order has been entered into the POS system the customer will pay the Budtender in cash or electronically with a Debit Card (if allowed).
- Before placing the contents of the order into an exit-bag the Budtender will confirm that each individual item is contained in a Child-resistant package.
- The Budtender will then place the order in an exit bag, staple the bag closed and give the order and the paper receipt to the customer.

After the sale has been completed the customer will exit through the exit door.

Plan to Obtain Marijuana and Marijuana Products

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Marijuana Establishment: A Marijuana Cultivator (Indoor or Outdoor), Craft Marijuana Cooperative, Marijuana Product Manufacturer, Marijuana Microbusiness, Independent Testing Laboratory, Marijuana Retailer, Marijuana Transporter, Delivery Licensee, Marijuana Research Facility Licensee (as defined in 935 CMR 500.002): Marijuana Research Facility Licensee Social Consumption Establishment (as defined in 935 CMR 500.002): Social Consumption Establishment or any other type of licensed Marijuana-related business, except a Medical Marijuana Treatment Center (MTC).

Background

Route 133 Cannabis is fully licensed, we will be authorized to purchase and transport cannabis or marijuana products from Licensed Marijuana Establishments and to sell or otherwise transfer this product to Marijuana Establishments and to consumers. Route 133 Cannabis will execute written agreements outlining Wholesale Sales agreements for marijuana and marijuana products from other licensed marijuana facilities. Route 133 Cannabis has dedicated capital to fund the wholesale purchase of marijuana and marijuana products to supply our retail facility appropriately.

Plan

In sourcing marijuana and marijuana products from other authorized Marijuana Establishments, Route 133 Cannabis will follow the following guidelines and prior to executing any order for the purchase of marijuana or marijuana products. Route 133 Cannabis will:

1. Require documentation that the source Marijuana Establishment ("ME") is properly licensed and in good standing with the Commission.
2. If the product from the source ME is pre-packed for retail sales, the source ME must provide documentation that the packaging and labeling is compliant with the Regulations and approved (if applicable) by the Commission.
3. The source ME must attest that any marijuana or marijuana product that will be sold to Route 133 Cannabis has passed the required laboratory testing and be able to provide testing results from the Marijuana Testing Lab prior to receipt of the product.

Plan to Positively Impact Areas of Disproportionate Impact

Licensee

Route 133 Cannabis LLC ("Route 133 Cannabis") [License #MRXXXXXX] 1625 Andover Street, Tewksbury, MA 01876

Definitions

Area of Disproportionate Impact: A geographic area identified by the Commission for the purposes identified in M.G.L. c. 94G, 4(a½)(iv), 935 CMR 500.040 and 500.101, and which has had historically high rates of arrest, conviction, and incarceration related to Marijuana crimes.

Host Community: A municipality in which a Marijuana Establishment or Independent Testing Laboratory is located or in which an applicant has proposed locating an establishment.

Intended Use

Route 133 Cannabis is committed to do our part in positively impacting areas of disproportionate impact. Our plan focuses on employment and the use of suppliers, contractors and partners who have been historically harmed by marijuana prohibition.

Route 133 Cannabis is approximately 5 miles away from Lowell which has been designated as an "Area of Disproportionate Impact" by the Commission. It is our plan to engage employees, suppliers, contractors and other partners from Lowell when possible.

Route 133 Cannabis will comply with the requirements of 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 Route 133 Cannabis will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

The purpose of this policy is to outline the responsibilities of the Company, the Company's management team and Agents to ensure that Route 133 Cannabis promotes and encourages full participation in company operations by individuals from communities disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities while supporting our mission.

Plan for Positive Impact Populations ("Plan Populations"):

- 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, specifically Lowell.
- Commission-designated Economic Empowerment Priority applicants;
- Commission-designated Social Equity Program participants;

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- Massachusetts residents who have past drug convictions; and
- Massachusetts residents with parents or spouses who have drug convictions

Goal 1 – Employment

Positively impact areas of disproportionate impact by providing good-paying jobs with benefits and to develop long-term career opportunities. Our goal is to hire ~20% of our employees that meet the criteria of the Plan Populations described above.

Hiring Priority

- Priority will be giving to the following group:
 - Residents from areas of disproportionate impact, with an additional priority given to Lowell residents;
 - Commission-designated Social Equity Program participants;
 - Massachusetts residents who have past drug convictions; and
 - Massachusetts residents with parents or spouses who have drug convictions.

Accountability and Data Collection

- 1 year from receipt of Final License, and annually thereafter Route 133 Cannabis, will produce a full report on all attempts to hire, actual hires, from where the hires came from, the hires training, pay, benefits, and advancement. This report will be made available to the Commonwealth of Massachusetts, the Town of Tewksbury and the City of Lowell. The data will also be used as an evolving tool for Route 133 Cannabis to determine the best hiring practices to reach our stated goals above. Route 133 Cannabis Managers and community stakeholders will meet to discuss the report and make any necessary adjustments.

Goal 2 - Cannabis Partner Plan

Route 133 Cannabis will engage and contract with other cannabis establishments who meet the Plan Populations outlined previously in this plan. To positively impact areas of disproportionate impact by partnering with cannabis establishments and businesses whose owners or majority of its employees meet the Plan Populations outlined previously in this plan.

Plan:

To the extent possible and reasonable, Route 133 Cannabis plans to utilize cannabis establishments who meet the criteria outlined above. We will give preference to these businesses when choosing our partners.

1. It is our goal that ~10% of our wholesale cannabis vendors will be sourced locally from Lowell or whose owners or employees are individuals who qualify for the Commissions Social Equity Program.
2. Route 133 Cannabis will make reasonable efforts to identify and source Cannabis Establishments and Wholesale Partners who meet the Positive Impact Population criteria.
 - A. Preference will be given to these businesses.

Accountability and Data Collection

One year from receipt of Final License, and annually thereafter Route 133 Cannabis will produce an ongoing comprehensive report that details actions taken and outcomes achieved as related to the goals stated above. This ledger will be part of a report to be made available to the Commonwealth of Massachusetts, the Town of Tewksbury and the City of Lowell. Route 133 Cannabis Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.

Goal 3 – Donations

To positively impact areas of disproportionate impact by making direct monetary donations and encouraging employee volunteerism through paid volunteer days

Plan:

Route 133 Cannabis will make monetary donations to Lowell (or other areas of disproportionate impact) based nonprofits on an ongoing basis.

Additional donations will be made that benefit areas of disproportionate impact, the amounts of these donations have not been determined. Once the company is stable in its finances and fiscal projections are more solid, these donations will increase.

Accountability and Data Collection

Route 133 Cannabis will produce a full report annually on all charitable donations including the number of hours that Route 133 Cannabis employees have volunteered. This report will be made available to the Commonwealth of Massachusetts and the Town of Tewksbury and the City of Lowell. Route 133 Cannabis Managers and appropriate community stakeholders will meet to discuss the report and make any necessary adjustments.