

TOWN OF ARLINGTON

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MARIJUANA ESTABLISHMENT HOST COMMUNITY AGREEMENT (HCA)
LICENSE APPLICATION

****Notice: The following application is for the limited purpose of vetting individuals and businesses seeking a Host Community Agreement with the Town of Arlington. Applicants are encouraged to read the Select Board's "Host Community Agreement Process & Criteria" for a full articulation of the HCA Selection Process in Arlington.****

Section 1. Applicant Information:

Business Legal Name: Apothca, Inc.

Business DBA, if different: _____

Business Address: 99 Development Rd, Fitchburg, MA 01420

Phone: 305.741.6540 Website: www.apothca.com

Federal Employer Identification Number (EIN): 81-4591516

Does the business currently possess any type of marijuana license in the Town of Arlington? Yes No

If yes, describe: Apothca currently operated a Registered Marijuana Dispensary ("RMD")

Does the business currently possess any type of marijuana license in the Commonwealth? Yes No

Apothca currently holds three RMD licenses and three provisional adult-use licenses for retail, cultivation, and product manufacturing

(please note, subsidiary companies must identify any and all marijuana licenses held by parent companies/corporations in Massachusetts)

Primary Contact Name: Joseph Lekach

Mailing Address: 99 Development Rd, Fitchburg, MA 01420

Email: Joseph@ArtcanGroup.com Phone: 305.741.6540

Emergency Contact: Joseph Lekach

Email: Joseph@ArtcanGroup.com Phone: 305.741.6540

If you would like mail sent to a different Address, provide alternate mailing information below:

Mailing Contact Name: _____

Mailing Address: _____

A. Business Organization

Check only one and provide names as indicated:

Sole Proprietor: Name of Owner: _____

Partnership (Inc. LLP): Name of Partnership: _____

Names of all Partners Who Own More Than 10%: _____

Trust: Name of Trust: _____

Names of All Trustees Who Own More Than 10%: _____

Corporation (as registered): Apothca, Inc.

Name of President: Joseph Lekach

Name of Secretary: Leon Nitka Name of Treasurer: Andrew Mark Young

LLC: Name of LLC: _____

Name of All Managers Who Own More Than 10%: _____

Other: (Attach a Description of the Form of Ownership and the Names of Owners)

B. Proposed Marijuana Establishment

- Adult-Use Marijuana Retailer
- Registered Marijuana Dispensary/Medical Marijuana Treatment Center
- Co-Located Adult-Use/Medical Marijuana Retailer
- Marijuana Cultivator
- Craft Marijuana Cooperative
- Marijuana Product Manufacturer
- Independent Testing Laboratory
- Marijuana Research Facility

Section 2. Priority Status:

For Marijuana Retailers Only

- Group A Priority.** Attach proof that the applicant is 1) an Economic Empowerment Applicant, 2) is owned by an Arlington resident(s) or entities with at least 50% of its ownership made up of Arlington residents, or 3) is a cooperatively-owned entity.

An Economic Empowerment Applicant is one who meets *at least three (3)* of the following criteria:

- (1) A majority of ownership belongs to people who have lived for 5 of the preceding 10 years in an area of disproportionate impact, as determined by the MA CCC;
- (2) A majority 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;
- (3) At least 51% of employees or subcontractors reside in areas of disproportionate impact and by the first business day, the ratio will meet or exceed 75%;
- (4) At least 51% of the employees or subcontractors have drug-related CORI and are otherwise legally employable in cannabis enterprises;
- (5) A majority of ownership is made up of individuals of Black, African American, Hispanic or Latino descent;
- (6) Other significant articulable demonstration of past experience in or business practices that promote economic empowerment in area of disproportionate impact.

- Group B Priority.** Attach proof that your company is a Registered Marijuana Dispensary currently operating in Arlington that will continue selling medicinal products.

- No Priority.** All applicants who are not Group A or B should check here.

Section 3. Operating Questionnaire

The following questions provide applicants an opportunity to respond to the qualitative criteria established by the Select Board for considering applications, which are as follows:

- a. Completeness and quality of application;
- b. Demonstrated direct experience in the cannabis industry or a similar industry, such sensitive retail and related commercial uses – package stores, establishments with other types of alcohol licenses or age-restricted products;
- c. Relevant business experience in Arlington;
- d. Relevant business experience in the Commonwealth of Massachusetts;
- e. A sound preliminary business plan which evidences applicants' financial resources, proposed scale of operation, inventory sources and plans for inventory management, as well as anticipated costs and revenues;
- f. A strong employee training process and plan to ensure regulatory compliance;
- g. A sound preliminary security plan including inventory security;
- h. A sound preliminary traffic and parking plan demonstrating basic feasibility of the site and/or intended traffic and parking mitigation measures;
- i. For adult-use applicants, intention to co-locate RMD operations to ensure access to Arlington medical marijuana patients;
- j. Commitment to youth safety, abuse prevention, and community education;
- k. Commitment to diversity and local hiring; and
- l. Maintenance of geographic balance in the distribution of marijuana establishments.

Applicants are encouraged to provide specific information which speaks to each criterion/question. You may respond with separate attached documents as directed and needed.

1. Describe your direct experience in the cannabis industry or a similar industry (such as sensitive commercial retail enterprises such as package stores, nicotine products, etc.)
Apothca currently operates a cultivation campus in Fitchburg, MA spanning 26 acres which used to house Bayer Pharmaceuticals. The campus includes original structures totaling about 106,000 square feet across about 10 buildings and Apothca built a state-of-the-art greenhouse to support marijuana flowering totaling about 32,500 square feet. Apothca currently operates two medical retail stores, one located at 11 Water St in Arlington, MA which opened in October of 2018 and one in Lynn, MA which opened in November of 2018. Apothca plans to open a third location in Boston, MA in the third quarter of 2019. Additionally, Apothca is provisionally licensed to operate an adult-use cultivation and product manufacturing facility in Fitchburg, MA and an adult-use retail store in Lynn, MA.

2. Describe your business experience in Arlington if any.

Apothca has been operating a medical marijuana retail store at 11 Water St, Arlington MA since October of 2018. Apothca worked diligently with the Town of Arlington since 2015 to receive the necessary Town and State permits for this retail location. To date, there have been no issues reported with Apothca's operation in Arlington.

3. Describe your experience operating a business within the Commonwealth of Massachusetts.

Aside from the aforementioned cannabis operations throughout the Commonwealth of Massachusetts, Apothca's CEO, Joseph Lekach, previously founded (and sold in May of 2018), a business manufacturing a 2.5oz liquid sleep shot called Dream Water (www.drinkdreamwater.com). Dream Water was distributed across over 35,000 stores in the United States including retailers operating in Massachusetts such as Hudson News, Newslink, Walgreens, CVS, 7-Eleven, Stop & Shop, Shaws, and many others.

4. Provide a preliminary business plan¹ with particular attention to your proposed scale of retail operation, inventory sources, products to be sold, plan for inventory management, financial resources, marketing expectations, and anticipated costs and revenues (*please attach your full preliminary plan*).
Please see the attached file titled "Apothca Business Plan"

5. Describe your employee training process and plan to ensure regulatory compliance. If available, provide copies of any employee training manuals or policies to employ or plan to employ.

Apothca will train all its agents on its various plans and programs to ensure regulatory compliance with the State and Town. Please see the attached file titled "Personnel Policies Including Background Checks," "Dispensing Procedures," "Inventory Procedures," "Qualifications and Training," "Plan for Restricting Access to Age 21 and Older," "Plan for Separating Recreational from Medical Operations," and "Prevention of Diversion."

¹ Preliminary business, security, and traffic and parking plans need not provide the level of detail subsequent permitting processes will require such as a traffic study or all documents and information required by the Cannabis Control Commission for state licensure. The Select Board should however understand your basic business model and plans for addressing reasonable concerns about parking, security, and management of the flow of anticipated activity at your proposed location.

6. Provide a preliminary security plan identifying your priority security concerns and any site-specific security issues and proposed means of addressing them (please attach your full preliminary plan). Please see the included file titled "Security Plan" in addition to the relevant sections from other files.
7. Provide a preliminary traffic and parking plan demonstrating basic feasibility of the site and/or intended traffic and parking mitigation strategies (please attach your full preliminary plan).
8. Describe how you will prevent and educate youth and families about dangers of underage exposure to, and the consumption of, recreational marijuana. Describe how the Applicant will sustain these efforts over time.

~~Apart from the provisions outlined in the file titled "Plan for Restricting Access to Age 21 or Older," Apothca will educate customers on how to keep marijuana safe and out of reach of children. Apothca has also committed to the Cannabis Control Commission to hold informational sessions for the public and we would commit to make "education of youth and families about the dangers of underage exposure to, and the consumption of, recreational marijuana" one of the topics covered.~~

9. Describe how you will inform customers about restrictions on public consumption and workplace use, the risk of second hand smoke, and dangers of operating a motor vehicle while impaired.

~~Apothca has committed to the Cannabis Control Commission and commits to the Town of Arlington that it will provide sufficient educational materials to customers. The topics contemplated in this section, restrictions on public consumption and workplace use, the risk of second hand smoke, and dangers of operating a motor vehicle while impaired, will all be covered. Additionally, Apothca places a warning to not operate a motor vehicle while impaired due to the effects of marijuana on its product labels.~~

10. Describe the number and type of jobs expected to be created by your business in Arlington, and how you will attract a local workforce that is also reflects Arlington's commitment to diversity.

~~Apothca expects to employ around 30 agents, both full time and part time. In our Host Community Agreement for our medical operations, we have made a commitment to hiring Arlington residences when able to and in compliance with labor laws. Apothca intends to extend that commitment for its adult-use operations. Additionally, Apothca has held "job fair" days in Lynn, Fitchburg, and Arlington (our three current host communities) during the month of March and have found such events to attract a great local resident response. At the time of writing this application on April 18, 2019, Apothca's workforce has over 50% of it come from Communities of Disproportionate Impact, women, minorities, or handicapped individuals.~~

11. Describe how your business will support the unique character of your site location's neighborhood, as well as the Town's overall character, history, and culture. Apothca has been working closely with Town officials since 2015 and intends to continue doing so. We are committed to having a net positive impact on the Town. Aside from our annual community meetings, residents, patients, employees, and local media have all had access to our CEO, Joseph Lekach. Joseph publicly discloses his personal cell phone number and email address to be able to quickly address any concerns, questions, or feedback from the local community.
-

Responsive applicants shall also be invited to make a 20 minute presentation to the Select Board after all applications have been received and examined by a Preliminary Review Team. In addition to the foregoing, the presentation will provide applicants an opportunity to address those matters you believe present the best case for your business seeking one of a limited number of licenses.

Section 4. Site Control Certification and Authorization:

If the property has more than one owner, each owner must sign a copy of this form:

Street Address of Business Location: 1386 Massachusetts Avenue, Arlington, MA

B3

Zoning District and Overlay District, if any: _____

Assessor's Map 170.0 Block 0001 Lot 0001.0 Parcel ID - 170.0-0001-0001.0 Ward _____

Property Owner's Legal Name; B * G Corset Company, LLC

Property Owner's Mailing address (with zipcode): 18 Cranes Court, Woburn MA 01801

Property Owner's Type of Business (Check Only One and Provide the Names Indicated):

Sole Proprietorship: Name of Owner: _____

Partnership (inc., LLP): Name of Partnership: _____

Names of All Partners Who Own More Than 10%: _____

Trust: Name of Trust: _____

Names of All Trustees Who Own More Than 10% : _____

Corporation: Name of Corporation: B * G Corset Company, LLC

Name of President: David Wooldridge

I certify that:

I am the property owner or that I am duly authorized to act as agent for the property owner, For the property Located at 1386 Massachusetts Avenue.

Apothca, Inc. (legal name of Applicant) Has been authorized by me to develop and use the property listed above for the purposes indicated in this application.

I will permit any officials representing the Town to conduct site visits on the property in connection with this application and, if approved, this applicants business.

Should the ownership of this property change before the Town has acted on this application, I will provide updated information and new copies of this signature page.

Owner Signature: David Wooldridge Date: 4/19/19

Print Name: David Wooldridge

Title (Owner, Present, Agent, Etc.): Manager

Email: David@dataprint.net Phone: 781-935-3350

Section 5. Zoning Compliance

HCA Applicants are reminded that the Arlington Zoning Bylaw permits marijuana business only in those districts set forth in tables 5.5.3 and 5.6.3 subject to special permit requirements and review, and further by default do not permit marijuana establishments within 500 feet of k-12 schools, within 300 feet of Town playgrounds and recreational facilities, and/or within 200 feet of a public library.²

HCA applicants must certify that the site described in Section 4, to the best of their knowledge complies with sections 5.5.3, 5.6.4, and 8.3 of the Arlington Zoning Bylaw with respect to siting restrictions.

I Joseph Lekach, owner or duly authorized agent of Apothca, Inc. (legal name of Applicant, hereby certify that:

The proposed site of the Marijuana Establishment as described in this application is within an allowable Zoning District for my intended use.

The proposed site of the Marijuana Establishment as described in this application is **not within:**

- 500 feet of a k-12 public or private school;
- 300 feet of Town of Arlington playgrounds or recreational facilities; and/or
- 200 feet of a Town of Arlington public library.*

**If a proposed site is within one of the buffer zones set forth in the Zoning Bylaw, applicants must provide a clear statement providing substantial evidence that an exception (which is purely within the the discrction Arlington Redevelopment Board) is feasible due to site-specific conditions .*

Owner Signature:  Date: 4/19/2019

Print Name: Joseph Lekach

Title (Owner, Present, Agent, Etc.): CEO

Email: Joseph@ArtcanGroup.com Phone: 305.741.6540

² Marijuana Establishments are also not permitted within 2,000 feet of another like establishment. The Arlington Redevelopment Board may, but is not required to grant relief from buffer zone requirements as set forth in section 8.3.B.2 of the Zoning Bylaw.

Apothca, Inc is a state not-for-profit and thus, has no owners. With that said, Apothca, Inc's sole member is Artcan, LLC and this form will be filled out based on ownership of Artcan, LLC.

Section 6. Local & State Regulatory Compliance Information:

Each individual (e.g. partner, trustee, manager) with a 10% or greater ownership stake in the business must complete a separate copy of this form.

Owner's Name: Joseph Lekach Ownership Stake (%) 8.80%

1. Has the Owner ever obtained a marijuana related license in any jurisdiction? Yes No

If yes, explain: Apothca, Inc has three RMD licenses and three provisional Marijuana Establishment licenses in Massachusetts. Artcan, LLC's subsidiary, AC Eugene, LLC has a recreational retail license in Oregon.

2. Has the Owner ever had any type of license denied, revoked or Suspended in any jurisdiction? Yes No

If yes, explain: _____

3. Has the Owner ever received a Notice of Violation in any jurisdiction? Yes No

If yes, explain: _____

4. Has the Owner been in compliance for the last 3 years (or since being in business in Masschusetts, whichever is less), and is the Applicant currently in compliance, with all laws and regulations of the Commonwealth of Massachusetts? Yes No

If no, explain: _____

5. Has the Owner been in compliance for the last 3 years (or since being in business in Arlington, whichever is less), and is the Applicant currently in compliance, with all laws and regulations of the Town of Arlington? Yes No

If no, explain: _____

6. Has the Owner been charged in any jurisdiction with any form of wage theft in the last three (3) years? Yes No

If yes, explain: _____

Apothca, Inc is a state not-for-profit and thus, has no owners. With that said, Apothca, Inc's sole member is Artcan, LLC and this form will be filled out based on ownership of Artcan, LLC.

Section 6. Local & State Regulatory Compliance Information:

Each individual (e.g. partner, trustee, manager) with a 10% or greater ownership stake in the business must complete a separate copy of this form.

Owner's Name: Daniel Karten Ownership Stake (%) 28.05%

1. Has the Owner ever obtained a marijuana related license in any jurisdiction? Yes No
If yes, explain: Apothca, Inc has three RMD licenses and three provisional Marijuana Establishment licenses in Massachusetts. Artcan, LLC's subsidiary, AC Eugene, LLC has a recreational retail license in Oregon.

2. Has the Owner ever had any type of license denied, revoked or Suspended in any jurisdiction? Yes No
If yes, explain: _____

3. Has the Owner ever received a Notice of Violation in any jurisdiction? Yes No
If yes, explain: _____

4. Has the Owner been in compliance for the last 3 years (or since being in business in Masschusetts, whichever is less), and is the Applicant currently in compliance, with all laws and regulations of the Commonwealth of Massachusetts? Yes No
If no, explain: _____

5. Has the Owner been in compliance for the last 3 years (or since being in business in Arlington, whichever is less), and is the Applicant currently in compliance, with all laws and regulations of the Town of Arlington? Yes No
If no, explain: _____

6. Has the Owner been charged in any jurisdiction with any form of wage theft in the last three (3) years? Yes No
If yes, explain: _____

Apothca, Inc is a state not-for-profit and thus, has no owners. With that said, Apothca, Inc's sole member is Artcan, LLC and this form will be filled out based on ownership of Artcan, LLC.

Section 6. Local & State Regulatory Compliance Information:

Each individual (e.g. partner, trustee, manager) with a 10% or greater ownership stake in the business must complete a separate copy of this form.

Owner's Name: Charles Vavrus, Jr. Ownership Stake (%) 22.48%

1. Has the Owner ever obtained a marijuana related license in any jurisdiction? Yes No

If yes, explain: Apothca, Inc has three RMD licenses and three provisional Marijuana Establishment licenses in Massachusetts. Artcan, LLC's subsidiary, AC Eugene, LLC has a recreational retail license in Oregon.

2. Has the Owner ever had any type of license denied, revoked or Suspended in any jurisdiction? Yes No

If yes, explain: _____

3. Has the Owner ever received a Notice of Violation in any jurisdiction? Yes No

If yes, explain: _____

4. Has the Owner been in compliance for the last 3 years (or since being in business in Masschusetts, whichever is less), and is the Applicant currently in compliance, with all laws and regulations of the Commonwealth of Massachusetts? Yes No

If no, explain: _____

5. Has the Owner been in compliance for the last 3 years (or since being in business in Arlington, whichever is less), and is the Applicant currently in compliance, with all laws and regulations of the Town of Arlington? Yes No

If no, explain: _____

6. Has the Owner been charged in any jurisdiction with any form of wage theft in the last three (3) years? Yes No

If yes, explain: _____

Section 7. Proposed Host Community Agreement Terms

*Applicants are invited to provide their own draft HCA proposals with the following minimum requirements and restrictions:**

1. A Community Impact Fee equal to 3.0% of the establishment's gross sales;
2. Annual filing of financial statements with the Town;
3. Provision of financial reporting records required by the CCC to the Town within a reasonable timeframe;
4. Maintenance of books and other financial records pertaining to the requirements of the HCA consistent with accounting standards and guidelines of the CCC;
5. Commitment to hiring local, qualified employees, and diverse employees to the extent consistent with the law;
6. Commitment to hiring local vendors, suppliers, and contractors from diverse businesses to the extent permitted by law;
7. Commitment to participation in youth health, safety, and prevention programs;
8. Cooperation with the Arlington Police Department to ensure effective security, including periodic meetings to review of security protocols and agreement on the placement of exterior security cameras and devices; and
9. If applicable, commitment to cooperate with the Town to prevent Hardship Cultivation Registration for medical marijuana patients.

**Select Board will not accept additional financial incentives or payments to private entities as a condition of HCAs.*

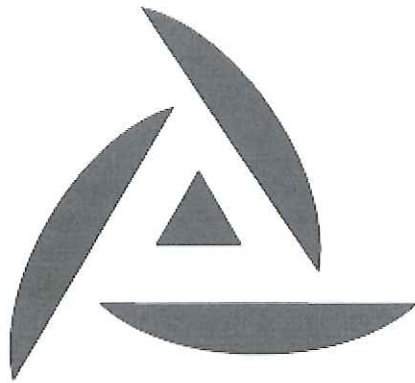
Please submit a proposed HCA with this application. The Town will negotiate the details of HCAs with successful applicants at the direction of the Select Board.

Please see the included file titled "Arlington Host Community Agreement"

SECTION 8. Deadline for Filing and Application Fee

- Applications must be submitted to the Office of the Select Board located in Town Hall at 730 Massachusetts Avenue, Arlington MA, 02476, no later than ***12 p.m. Friday, May 3, 2019;***
- Applicants must provide a \$250.00 payment to the “Town of Arlington” at the time of submission.
- Applicant presentations shall be made ***Monday, May 20, 2019³*** before an open meeting of the Select Board.

³ Time and date are subject to change depending in part on Arlington’s Annual Town Meeting and Select Board schedule.



APOTHCA

**Apothca, Inc.
Business Plan**

May 2, 2019

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1. EXECUTIVE SUMMARY

1.1 Mission Statement and Message from the CEO

Apothca, Inc. (“**APOTHCA**”) is currently operating as a Registered Marijuana Dispensary (“**RMD**”) with a mission to provide high quality, medical-grade cannabis to registered patients in the Commonwealth in a safe and welcoming environment. **APOTHCA** is committed to the safety

of patients and the community. APOTHCA is passionate about helping patients suffering from debilitating conditions and diseases through medical cannabis.

APOTHCA is expanding to also become a Marijuana Establishment (“ME”) committed to creating a safe and clean community environment providing consistent, high quality cannabis to Consumers who are over the age of 21.

APOTHCA plans to operate a Marijuana Cultivator, Marijuana Product Manufacturer and Marijuana Transporter and Marijuana Research Facility out of the Fitchburg facility. Additionally, APOTHCA plans to operate a Marijuana Retailer in Lynn, Arlington and a third undetermined location.

1.2 Product

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

1. Topical Salves
2. Creams/ Lotions
3. Patches
4. Oral Mucosal/ Sublingual Dissolving Tablets
5. Tinctures
6. Sprays
7. Inhalation ready to use CO2 Extracted Hash Oils
8. Pre-Dosed Oil Vaporizers
9. Ingestion Capsules
10. Food/Beverages/Single Serve Shots

1.3 Customers

APOTHCA’s target customers include registered, qualifying patients, their caregivers, and adults over the age of 21.

1.4 What Drives Us

APOTHCA’s goals include:

1. Separately serving customers and patients and their caregivers with high quality, consistent, laboratory-tested medical-grade cannabis and derivatives
2. Serving customers over the age of 21 with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives
3. Assisting local communities in offsetting the cost of APOTHCA’s operations within their communities
4. Hiring employees and contractors from within the communities we serve
5. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs
6. Hiring employees from economically distressed communities and giving them the space and knowledge to flourish professionally within APOTHCA and the cannabis industry as a whole

7. Having a diverse and socially representative pool of employees
8. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching through programs APOTHCA plans to create such as a cannabis incubator and accelerator
9. Being the most environmentally friendly cannabis operator in the Commonwealth of Massachusetts through the use of our cultivation methods which include, but are not limited to, climate-controlled greenhouses, evaporative cooling technologies in lieu of traditional HVAC systems, tapping into well-water, and more
10. Creating branded marijuana products that stand for safe, effective, consistent, and high quality cannabis products

2. COMPANY DESCRIPTION

2.1 Structure

APOTHCA is currently a Massachusetts domestic not-for-profit corporation operating an RMD and is interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate a ME in the Commonwealth.

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

2.2 Operations

In Fitchburg, APOTHCA plans to operate a Marijuana Cultivator, Marijuana Product Manufacturer, Marijuana Research Facility and a Marijuana Transporter, co-located with APOTHCA’s existing infrastructure, conducting similar activities as an RMD. APOTHCA also plans to become a Marijuana Retailer, co-located with APOTHCA’s retail RMD facilities in Lynn, Arlington and a third undetermined location.

APOTHCA’s Marijuana Cultivation, Marijuana Product Manufacturing, Marijuana Research Facility and Marijuana Transportation Facility will be located at APOTHCA’s RMD facility, currently under lease and operational, at 99 Development Rd, Fitchburg, MA 01420 (all actives referred to, collectively, as “**Fitchburg Facility**”).

APOTHCA’s Fitchburg Facility is well positioned to match the ideal picture of a community cultivation, production, research and transportation facility. Before taking over the Fitchburg Facility, it was a defunct Bayer Pharmaceutical campus and remains in good condition.

The Fitchburg Facility encompasses 11 buildings totaling over 130,000 square feet on over 26 acres of land. Currently, APOTHCA is using 32,500 square feet of newly built, climate controlled greenhouses for flowering canopy, roughly 7,000 square feet as a head house consisting of an employee entrance, preparation area, mother room, clone/vegetative room, irrigation room, and a room dedicated to the greenhouse system controls. Additionally, APOTHCA has a single building in operation, totaling roughly 5,000 square feet, dedicated to drying marijuana cultivated within the greenhouses and an additional building roughly 15,000 square feet (on each of two floors). Operations on the first floor consist of:

1. Employee entrance
2. Extraction
3. Processing
4. Infused products manufacturing
5. Packaging
6. Secure storage
7. Flower trimming
8. Beverage manufacturing
9. Distribution

Operations of the second floor consist of:

1. Administrative offices
2. Security room
3. IT room

APOTHCA has established inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of marijuana products in the process of cultivation, and finished, stored marijuana; conduct of a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; conduct of a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and prompt transcription of inventories if taken by use of an oral recording device.

APOTHCA will tag and track all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology (currently BioTrackTHC) in a form and manner to be approved by the Commission.

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

APOTHCA maintains, and will continue to maintain, records, including all records required in any section of 935 CMR 500.000, which will be available for inspection by the Commission, upon request. The records shall be maintained in accordance with generally accepted accounting principles. Records shall be maintained for at least 12 months.

APOTHCA has obtained for its RMD activities, and shall obtain and maintain for its adult-use activities, general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy shall be no higher than \$5,000 per occurrence.

APOTHCA currently provides, and will continue to provide, adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

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

APOTHCA has demonstrated, and will continue to demonstrate, consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure

APOTHCA has obtained and shall provide proof of having obtained a surety bond in an amount

equal to its licensure fee payable to the Marijuana Regulation Fund to ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 on the cessation of operation of APOTHCA.

APOTHCA and APOTHCA agents shall comply with all local rules, regulations, ordinances, and bylaws.

APOTHCA has achieved:

1. RMD Priority Applicant Status
2. Final Certificate of Registration by The Department of Public Health
3. Letter of Non-Opposition for Medical operations and community host agreements for both Medical and Adult-Use Operations
4. Architectural Review for Medical Operations
5. Special Permits for Medical Operations
6. Certificate of Occupancies for Existing Operations

2.3 Security

APOTHCA has contracted with two professional security and alarm companies, DGA Security and Wayne Alarm, which have designed, implemented and currently monitor our comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

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

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

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

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

Only APOTHCA's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to any facility, and a visitor log has been, and will continue to be, maintained in perpetuity.

All agents and visitors are required to visibly display an ID badge, and APOTHCA maintains a current list of individuals with access.

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

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

2.4 Benefits to the Municipality

APOTHCA looks forward to working cooperatively with all the municipalities in which it is operating, including Fitchburg, Lynn and Arlington. All the municipalities approved the 2016 Ballot Question 4 legalizing adult use marijuana to ensure that APOTHCA operates as a responsible, contributing member of each community. APOTHCA anticipates establishing mutually beneficial relationships with the municipalities in exchange for permitting APOTHCA to site and operate its facilities. The municipalities stand to benefit in various ways, including but not limited to the following:

- **Jobs**
 - The Fitchburg Facility will add over 40 full-time jobs, in addition to hiring qualified, local contractors and vendors.
 - Each Retail location will add over 20 full and part-time jobs
- **Monetary Benefits**
 - A Host Community Agreement with significant monetary donations would provide each municipality with additional financial benefits beyond local property taxes.
- **Access to Quality Product**
 - APOTHCA will allow qualified patients, caregivers, and consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- **Control**
 - In addition to the DPH and the CCC, the municipality's Police Department and other municipal departments will have oversight over APOTHCA's security systems and processes.
- **Responsibility**
 - APOTHCA is comprised of experienced cultivators and professionals who have been thoroughly background check by the DPH and will be thoroughly background checked and scrutinized by the CCC.

2.5 Zoning

The address for the Fitchburg Facility is 99 Development Road, Fitchburg, MA 01420. The Fitchburg Facility is zoned industrial and complies with all Fitchburg zoning requirements for a RMD, Cultivation Facility, Product Manufacturing Facility, Research Facility and Transportation Facility.

The address for the Lynn dispensary is 491 Lynnway, Lynn, MA 01905 and is located in the Waterfront zone. The Lynn dispensary is compliant with Lynn's zoning requirements for both an RMD and a Marijuana Retailer.

The address for the Arlington dispensary is 11 Water St, 3r, Arlington, MA 02476 and is located in the neighborhood business district. The Arlington dispensary is compliant with Arlington's zoning requirements for an RMD, and APOTHCA is working with local officials to pass a zoning bylaw for adult-use Marijuana Retailer activities.

In accordance with the CCC's regulations set forth in 935 CMR 500.110(3), all of the

properties are not located within 500 feet of a public or private school providing education to children in kindergarten or grades 1 through 12.

3. MARKET RESEARCH

3.1 Industry

APOTHCA's proposed Fitchburg Facility is located in Fitchburg, MA with parts of the property in Westminister, MA. Surrounding areas include Westminister, Ashburnham, Ashby, Townsend, Lunenburg and Leominster.

APOTHCA's Lynn RMD is located in Lynn, MA. Surrounding areas include Revere, Saugus, Swampscott, and Peabody.

APOTHCA's Arlington RMD is located in Arlington, MA. Surrounding areas include Cambridge, Somerville, Medford, Belmont, and Lexington.

3.2 Customers

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

3.3 Competitors

APOTHCA's competitors include all currently open RMDs in the greater Boston area including, but not limited to, Alternative Therapies Group, Inc, Revolutionary Clinics, Sira Naturals, Inc, Healthy Pharms, Inc, Patriot Care, Corp, New England Treatment Access, LLC, and Garden Remedies, Inc.

3.4 Competitive Advantage

In every business, there is competition, however, the retail cannabis industry is known to be highly competitive. APOTHCA possesses several strengths which will allow it to stand apart from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, discounts offered for the products, and to some extent, the branding of the business.

APOTHCA's competitive advantages over their competition include:

1. A highly experienced team of successful operators including, but not limited to:
 - a. Rachmil "Roma" Lekach, Chairman of the Board of Directors - Roma Lekach has had a prolific career with a focus on retail, manufacturing, and distribution. Roma is the co-founder of Perfumania, growing it to be the leading specialty fragrance retailer with over 300 stores in 30 states. In 2001, the Lekach family sold controlling interest in Perfumania, which was publicly traded on the NASDAQ.
 - b. Joseph Lekach, Chief Executive Officer - Joseph Lekach received his degree from Babson College in Wellesley, MA. Upon finishing school, Joseph began a business with his brother manufacturing and selling Dream Water (drinkdreamwater.com), a 2.5oz liquid dietary supplement that helps you relax and fall asleep. Joseph was responsible for the distribution of Dream Water and grew the brand into the best-selling sleep shot in the US sold in over 35,000 stores including Walgreens, CVS, Stop & Shop, Shaws, Hudson News, Amazon, and many more. Dream Water was sold to HarvestOne, a publicly traded Canadian medical marijuana company trading on the TSXv in 2018.

- c. Daniel Karten, Chief Operating Officer - As a founder of SecureMD, a business that performs Gastroenterology Pathology procedures in correctional institutions, he took a business working only in one state to a national entity within two years. The company was sold to a private equity group in 2013. Prior to SecureMD, Daniel founded PathOptions, a business focused on servicing GI offices and their Pathology needs. After building the business to include a national sales force, a network of labs with hundreds of clients, he sold to EndoChoice in 2010.
- d. Andrew Mark Young, Chief Financial Officer and Member of the Board of Directors - Mark is an established financial officer who previously initiated and implemented all infrastructure systems and processes to develop New Wave Fragrances, LLC, a company that was founded in 2007 and grew to annual revenues of approximating \$140 million by 2009. Young negotiated and executed a sale of the Company in 2012. Prior to New Wave, Mark was the CFO of Perfumania where he brought the company from a \$13 million loss to a \$14 million net profit in his last two fiscal years at the helm.
- e. Rabbi Moshe Yehuda Bleich, Member of the Board of Directors - Moshe studied in Rabbinical schools in London, England from 1992-1994 and in Jerusalem from 1994-1995. Moshe also was the founder of the Jewish Community Center in Kremenchug, Ukraine which he ran from 1995-1996. Moshe then continued his Rabbinical education in New York, New York from 1996-1997 and then taught Judaic Studies in Brooklyn, NY from 1998-2000. He went on to found the Wellesley-Weston Chabad Center in 2000 with a goal of serving the Jewish communities of Wellesley, Weston, as well as the surrounding towns and college communities.
- f. Corey Cutler, Member of the Board of Directors - For more than 30 years, Corey Cutler has grown and developed businesses in the fields of law, real estate development, property management, and sales and distribution of construction materials. In addition to his long-standing membership in the Bar of the Commonwealth of Massachusetts, Mr. Cutler is a licensed real estate broker with extensive experience representing buyers and sellers of real estate and managing real estate and construction projects. Mr. Cutler's success in the fields of law, real estate, and construction is the product of a diverse and well-developed skill set, particularly in the areas of negotiation and strategic planning.

With this highly experienced, professional, and successful team, which has covered all operational activities, APOTHCA is currently engaged in such as retail operations, manufacturing operations, distribution operations, and cultivation operations. Thus, APOTHCA is uniquely qualified to be successful in achieving its Mission.

3.5 Regulations

APOTHCA is a registered RMD with a Final Registration for its Fitchburg Facilities and operates in full compliance with c. 369 2012, "An Act for the Humanitarian Medical Use of Marijuana."

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

APOTHCA is registered to do business in the Commonwealth as a domestic non-profit business corporation or another domestic business entity in compliance with 935 CMR 500.000 and maintains the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

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

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

APOTHCA's Fitchburg Facility will cultivate marijuana, manufacture marijuana products, transport marijuana products, and conduct research and development.

APOTHCA's retail operations in Lynn and Arlington will soon begin selling Medical Cannabis and will, with approvals, co-locate adult-use cannabis sales in the same locations.

4. PRODUCT / SERVICE

4.1 Product & Service

APOTHCA has strict and thorough standard operating policies (“SOP”) for its various operations. Said SOPs will be available to be reviewed by the staff at the DPH, the staff at the CCC, and the government officials, police, and fire officials in each of the municipalities within which APOTHCA operates.

The core products APOTHCA will produce, distribute, and retail include, but are not limited to, smokable cannabis with varying levels of THC and CBD, ingestible infused products, extracts, oils, tinctures, lotions and topicals, salves, capsules, vaporizing cartridges, beverages, and shots.

4.2 Pricing Structure

APOTHCA pricing structure will vary based on market conditions. APOTHCA plans to produce products and medicine of superior quality and will price its products accordingly.

4.3 Intellectual Property Rights

APOTHCA intends to enter into trademark licensing agreements with Artcan Licensing, LLC for products, designs, formulas, and experiences for the brand Apothca™ and various brands under the holding company of TreHoldco, a prolific and successful product manufacturing company in the state of Washington.

4.4 Research & Development

APOTHCA research and development plans are significant. Within the Fitchburg Facility, one of the former owners, Bayer Pharmaceuticals, left two operational laboratories which requires minimal servicing to bring back to operational status. APOTHCA plans on conducting that servicing in the first half of calendar year 2019 and embark on an ambitious program internally and externally.

Internally, APOTHCA plans to use the equipment in the laboratories to test propagation through tissue cultures. If successful, not only would APOTHCA generate an even more consistent product, but APOTHCA will also be able to further reduce its environmental impact as it would negate the need to have a “mother room” from which to create clones.

Externally, APOTHCA plans to launch a premiere accelerator/incubator program for which any entrepreneur or researcher can apply to participate in. APOTHCA plans to accept 5-10 applicants every six months, based on an application process. APOTHCA would be looking for entrepreneurs and researchers that want to advance the cannabis industry with concepts including, but not limited to, new products, new brands, new cultivation techniques, new extraction techniques, and whatever else the imagination of Massachusetts’ brilliant population can think of.

APOTHCA plans to create a process for minorities and people from lower socio-economic background to be given scholarships to join the program. APOTHCA is committed to empowering people from all walks of life to succeed and our incubator/accelerator program will

be built for that purpose.

Apart from access to our facilities, APOTHCA will provide those enrolled in our program with expert guidance, hands on training, raw materials, legal assistance, and other tools to succeed in the cannabis industry. Those enrolled in our program that successfully pass through our accelerator/incubator program will also be connected with a group of “angel investors” to be able to grow their new businesses as well as be able to implement their business concepts in APOTHCA’s operations, whether it be techniques we can employ in our Fitchburg Facility, products we can distribute and sell through our retail facilities, or connections we can make to establish the businesses in other jurisdictions.

5. MARKETING & SALES

5.1 Growth Strategy

APOTHCA's plan to grow the company includes:

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

5.2 Communication

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

All marketing, advertising and branding produced by or on behalf of APOTHCA shall include the following warning, including capitalization, in accordance with M.G.L. c. 94G, § 4(a½)(xxvi): "This product has not been analyzed or approved by the Food and Drug Administration (FDA). There is limited information on the side effects of using this product, and there may be associated health risks. Marijuana use during pregnancy and breast-feeding may pose potential harms. It is against the law to drive or operate machinery when under the influence of this product. KEEP THIS PRODUCT AWAY FROM CHILDREN. There may be health risks associated with consumption of this product. Marijuana can impair concentration, coordination, and judgment. The impairment effects of edible marijuana may be delayed by two hours or more. In case of accidental ingestion, contact poison control hotline 1-800-222-1222 or 9-1-1. This product may be illegal outside of MA."

APOTHCA will communicate with our customers by using:

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

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

5.3 Sales

APOTHCA will sell its product and service by separately engaging customers and patients with

knowledgeable in-store personnel.

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

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

5.4 Logo

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

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

An image of the logo can be found below:



6. FINANCIAL PROJECTIONS

Fiscal Year	FIRST FULL FISCAL YEAR PROJECTIONS	SECOND FULL FISCAL YEAR PROJECTIONS	THIRD FULL FISCAL YEAR PROJECTIONS
	2019	2020	2021
Projected Revenue	\$ 10,917,504	\$ 13,428,530	\$ 16,382,807
Projected Expenses	\$ 9,061,528	\$ 11,145,680	\$ 13,597,729
VARIANCE:	\$ 1,855,976	\$ 2,282,850	\$ 2,785,077
Number of unique customers for the year	2,500	3,075	3,752
Number of customer visits for the year	43,200	53,136	64,826
Projected % of customer growth rate annually	---	23%	22%
Estimated purchased ounces per visit	.702	.702	.702
Estimated cost per ounce	\$ 360	\$ 360	\$ 360
Total FTEs in staffing	62	64	68
Total marijuana inventory for the year (in lbs.)	2,000	2,500	3,150
Total marijuana sold for the year (in lbs.)	1,895	2,331	2,844
Total marijuana left for roll over (in lbs.)	105	169	306

6.1 Financial Assumptions

See the above chart

6.2 Profit & Loss

See the above chart

6.3 Cash Flow

APOTHCA estimates that the VARIANCE listed in the above chart, which includes tax liabilities, is a proper representation of APOTHCA's annual net cash flow

7. TEAM

7.1 General

APOTHCA has put together a team to implement the operations of the Marijuana Establishment. APOTHCA intends to create over 100 full-time staff positions within the first three years of operations across all the municipalities it operates within including Fitchburg, Lynn and Arlington.

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

7.2 Founders

The Founders of APOTHCA, who remain affiliated with APOTHCA, have been previously described and consist of: Joseph Lekach, Rachmil Lekach, Daniel Karten, Rabbi Moshe Bleich, and Andrew Mark Young.

7.3 CEO / COO / CFO

As previously detailed, Joseph Lekach serves as APOTHCA's Chief Executive Officer, Daniel Karten serves as APOTHCA's Chief Operating Officer, and Andrew Mark Young serves as APOTHCA's Chief Financial Officer.

7.4 Head of Security & Chief Agricultural Officer

As previous detailed, Michael Thompson serves as APOTHCA's Chief Agricultural Officer

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

- Be responsible for implementing policies within the Cultivation Facility.
- Coordinate space assignments.
- Receive and review work requests.
- Coordinate repairs and maintenance.
- Be responsible for supervision and training of agents.
- Provide mandatory training for new agents.
- Maintain a record of space allocations.
- Work with Greenhouse Technician to promote successful operations in the Cultivation Facility.
- Program and monitor Environmental Control System (DDC).
- Maintain a database of environmental controls and conditions.
- Adjust DDC for optimum efficiency of operation.
- Provide pesticide recommendations and ensure Integrated Pest Management (IPM) Program is sufficient.

Currently, APOTHCA contracts with DGA Security and Wayne Alarm for all of the company's security needs. However, APOTHCA is currently interviewing, and plans to hire, a Head of Security in the near future. The following is the job description for APOTHCA's Head of Security:

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

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

8. FINAL REMARKS

As a currently operating RMD with RMD Priority Applicant Status, APOTHCA has the experience and know-how to safely and efficiently serve customers and patients with high quality, consistent, laboratory-tested medical grade cannabis and derivatives. By expanding operations to include adult-use products, APOTHCA hopes to bring its high quality standards to adult-use Consumers to provide them with a safe and clean community environment. To accomplish this, APOTHCA will leverage and expand its existing RMD infrastructure while maintaining its committed services to existing and future patients and their caregivers. Further, APOTHCA will leverage existing protocols and standard operating procedures to control, review, test, and track inventory, consistent with regulations set forth by the Commission. APOTHCA's state-of-the-art security systems and contracted professional security and alarm companies, along with other comprehensive security measures will also help ensure a safe and protected environment for both Consumers and staff and will help deter and prevent diversion.

In Massachusetts, cannabis-related sales are expected to increase from \$106 million in 2017 to \$457 millions in 2018, and eventually to \$1.4 billion in 2025. APOTHCA is prepared to position itself well in this market and contribute to this growth through a highly experienced team of successful operators working under an established framework of high quality standard operating procedures, research and development plans, and growth strategies. In doing so, APOTHCA looks forward to working cooperatively with all the municipalities in which it is operating to help spread the benefits this market will yield.

HOST COMMUNITY
AGREEMENT ARLINGTON, MA
AND APOTHCA, INC.

THIS HOST COMMUNITY AGREEMENT ("Agreement") is entered into pursuant to M.G.L. ch.44, §53A this ____ day of December, 2018 by and between APOTHCA, INC, (f/k/a Massachusetts Patient Foundation, Inc.), a Massachusetts not-for-profit corporation with a principal office address of 99 Development Road, Fitchburg, MA 01420 ("OPERATOR") and the TOWN OF ARLINGTON, a Massachusetts municipal corporation with a principal address of 730 Mass Ave., Arlington, MA 02476 ("TOWN").

WHEREAS, OPERATOR presently operates a Registered Marijuana Dispensary dispensing facility ("RMD") in the TOWN at 11 Water Street, Unit 3B (the "Existing Location"), in accordance with regulations issued by the Commonwealth of Massachusetts Department of Public Health ("DPH");

WHEREAS, OPERATOR seeks to operate a Marijuana Retailer Establishment ("MRE"), as defined in M.G.L. c 94G, Section 1, for retail sales of marijuana and marijuana products in the TOWN at 1386 Massachusetts Avenue (the "New Location");

WHEREAS, OPERATOR intends to provide certain benefits to the TOWN by way of gift or grant in the event that it receives a Final License to operate a MRE in the TOWN by the Cannabis Control Commission ("CCC");

WHEREAS, if OPERATOR obtains and MRE as detailed above, it intends to seek approval from the appropriate regulatory authority to move its RMD from the Existing Location to the New Location and operate both its RMD and MRE from the New Location;

NOW, THEREFORE, in consideration of the above, OPERATOR offers and the TOWN accepts the following Agreement terms in accordance with M.G.L. ch.44 §53A:

1. OPERATOR shall pay to the TOWN 3% of the gross revenue received by OPERATOR from retail sales at the MRE accruing from the date of commencement of sales by OPERATOR in the TOWN ("Sales Commencement Date"). The initial payment to the TOWN shall be made on the first day of the seventh month after the Sales Commencement Date ("Initial Payment Date"), and shall reflect gross revenue for the first quarter of sales. Thereafter payments shall be made every six months, and shall reflect the

subsequent six month's sales, with the final three months payment remaining unpaid until three months after the termination of this Agreement. OPERATOR shall notify the TOWN when OPERATOR commences retail sales within the TOWN.

OPERATOR's records maintained pursuant to 935 CMR 500.105(8) will be available to the TOWN upon request to verify OPERATOR's payment amounts. The TOWN may notify OPERATOR to delay the initial payment, in which case the initial payment shall be made as specified by the TOWN; however, the timing of subsequent payments shall be made as if the initial payment had been on the Initial Payment Date.

2. OPERATOR shall work with the Arlington Police Department in determining the placement of exterior security cameras, so that at least two cameras are located to provide an unobstructed view in each direction of the public way(s) on which the MRE is located. OPERATOR will maintain a cooperative relationship with the Arlington Police Department, including but not limited to periodic meetings to review operational concerns, cooperation in investigations, and communication to Arlington Police Department of any suspicious activities on the site.
3. Except for senior management positions, OPERATOR commits to hiring local, qualified employees to the extent consistent with law. In addition to the direct hiring, OPERATOR will work in a good faith, legal and non-discriminatory manner to hire local vendors, suppliers, contractors and builders from the Arlington area where possible.
4. The OPERATOR shall submit at least annual financial records to the Town on or before January 15 of each calendar year, with a certification of the Gross Sales for the respective year. The OPERATOR shall also submit to the Town copies of any additional financial records that the OPERATOR is required to submit to DPH.
5. The OPERATOR shall maintain its books, financial records, and other compilations of data pertaining to the requirements of this Agreement in accordance with standard accounting practices and any applicable regulations or guidelines of the CCC. All records shall be kept for a period of at least seven (7) years.

6. The purpose of this Agreement is to assist the TOWN in addressing any public health, safety and other effects or impacts the MRE may have on the TOWN. The TOWN shall use the above-referenced payments in its sole discretion consistent with the purpose of the Agreement.
7. This Agreement shall terminate at the time that either of the following occur:
 - a. the TOWN notifies OPERATOR of the TOWN's termination of this Agreement for "cause", which shall be defined as a failure of the OPERATOR to adhere to the terms of this Agreement or Massachusetts and local laws, ordinances and regulations which is not cured within ten (10) days after written notice thereof; or
 - b. OPERATOR ceases to operate a MRE in the TOWN
8. The obligations of OPERATOR and the TOWN recited herein are specifically contingent upon the issuance by CCC to OPERATOR of a Final License for the operation of a MRE in the TOWN, and OPERATOR obtaining all required approvals from the TOWN for the OPERATOR to serve customers from the New Location in Town.
9. OPERATOR agrees that upon the commencement of sales at the MRE from the New Location, OPERATOR will apply to change the location of its RMD from the Existing Location to the New Location. Within five (5) business days following such application, OPERATOR will cease operating its RMD at the existing Location and will not commence operation of its RMD at the New Location until it receives approval from the appropriate Massachusetts regulatory agency. Apart from this provision regarding the change of location of the RMD, all other terms of the previously executed Community Host Agreement between OPERATOR and TOWN regarding the RMD will remain in full force and effect.
10. OPERATOR shall not assign, sublet or otherwise transfer this Agreement, in whole or in part, without the prior written consent of the TOWN and shall not assign any of the moneys payable under this Agreement, except with the written consent of the TOWN, provided, however, that a pledge or assignment of assets, profits or receivables required in connection with financing the business by OPERATOR shall not be

considered an assignment for the purposes of this paragraph.

11. This Agreement is binding upon the parties hereto, their successors, assigns and legal representatives. Neither the TOWN nor OPERATOR shall assign or transfer any interest in the Agreement without the written consent of the other.
12. OPERATOR shall comply with all laws, rules, regulations and orders applicable to the operation of an MRE, such provisions being incorporated herein by reference, and shall be responsible for obtaining all necessary licenses, permits, and approvals required for the operation of an MRE.
13. Any and all notices, or other communications required or permitted under this Agreement, shall be in writing and delivered by hand or mailed postage prepaid, return receipt requested, by registered or certified mail or by other reputable delivery service, to the parties at the addresses set forth on Page 1 or furnished from time to time in writing hereafter by one party to the other party. Any such notice or correspondence shall be deemed given when so delivered by hand, if so mailed, when deposited with the U.S. Postal Service, or if sent by private overnight or other delivery service, when deposited with such delivery service.
14. 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.
15. This Agreement shall be governed by, construed and enforced in accordance with the laws of the Commonwealth of Massachusetts and OPERATOR submits to the jurisdiction of the Trial Court for Middlesex County for the adjudication of disputes arising out of this Agreement.
16. This Agreement, including all documents incorporated herein by reference, 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.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

TOWN OF ARLINGTON

APOTHCA, INC.

By: _____

By: _____

Its:

Its:

Dated:

Dated:

Dispensing Procedures

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

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

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

Once a customer has selected a product for purchase, a APOTHCA agent will collect the chosen items from the designated product storage area. A APOTHCA agent will then scan each product barcode, including pre-packaged flower, into the point of sale system. A APOTHCA agent will affix a label, as generated by the point of sale system, indicating the date, strain name, cannabinoid profile, and all applicable warnings detailed in 935 CMR 500.105.

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

APOTHCA will use the point of sale security system to accept payment and complete sales. The system can back up and securely cache each sale for inspection.

Pursuant to 935 CMR 500.140(6)(d), APOTHCA will conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. If any such malware is found, APOTHCA will immediately report the occurrence to the Commission and assist in any subsequent investigation into the matter. APOTHCA will maintain a record of the monthly analyses and will make it available for inspection by the Commission upon request. Further, APOTHCA will cooperate with the Commission and the Department of Revenue to ensure compliance with any and all taxes in accordance with the laws of the Commonwealth and 935 CMR 500.000. APOTHCA will maintain and provide to the Commission on a biannual basis accurate sales data collected during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10).

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

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

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

In compliance with 935 CMR 500.140(8), APOTHCA will provide educational materials designed to help consumers make informed marijuana product purchases. APOTHCA's educational materials will describe the varying types of products available at APOTHCA, as well as the types and methods of consumption. The materials will offer education on cannabis titration: the method of using the smallest amount of a given marijuana product necessary to bring about the desired effect. Additional topics discussed in consumer materials will include

potency; proper dosing; the delayed effects of edible marijuana products; and substance abuse and related treatment programs, marijuana tolerance, dependence, and withdrawal.

Inventory Procedures

Apothca, Inc. ("APOTHCA") will maintain real-time inventory in compliance with 935 CMR 500.105(8), including maintaining 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. All marijuana seeds, clones, plants, and marijuana products will be tagged and tracked within APOTHCA's seed-to-sale tracking system.

APOTHCA will utilize a real-time seed-to-sale tracking system, BiotrackTHC, which will provide the electronic tracking of individual marijuana plants, including during cultivation, growth, harvest and preparation of marijuana products (as applicable), and final sale. APOTHCA's tracking system will utilize unique batch identification numbers to accurately track inventory.

APOTHCA will:

- Establish inventory controls and procedures for the conduct of inventory reviews, and comprehensive inventories of marijuana products in the process of cultivation, and finished, stored marijuana;
- Conduct a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana;
- Conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and
- Promptly transcribe inventories if taken by use of an oral recording device.

The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory. All inventory records will be kept in accordance with APOTHCA's record keeping procedures. APOTHCA's agent's will document and APOTHCA will report any unusual discrepancy in weight or inventory to the Commission and law enforcement authorities not more than 24 hours after the discovery of such a discrepancy.

APOTHCA will only sell and market inventory that is capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

APOTHCA will create virtual separation of its medical and adult-use products. At the point of sale, APOTHCA will designate whether marijuana products are intended for sale for adult use or medical use through its seed-to-sale tracking system and using tracking methodology approved by the Commission under 935 CMR 500.

APOTHCA will comply with all provisions of 935 CMR 500.140(10). APOTHCA will ensure access to a sufficient quantity and variety of marijuana products, including marijuana, for patients registered under 105 CMR 725.000: Implementation of an Act for the Humanitarian Medical Use of Marijuana. During APOTHCA's first six months of operations, APOTHCA will reserve 35% of the amount of its Registered Marijuana Dispensary inventory to ensure sufficient patient supply. After six months of operations, APOTHCA will determine, based on recorded sales data of the previous six months, a sufficient amount of inventory to reserve for patient supply. APOTHCA will reevaluate such reserve inventory on an ongoing basis to ensure sufficient patient supply.

APOTHCA's reserved patient supply will, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six months. In the event that a substitution must be made, the substitution will reflect the type and strain no longer available as closely as possible.

On a quarterly basis, APOTHCA will submit to the Commission an inventory plan to reserve a sufficient quantity and variety of marijuana products for registered patients, based on reasonably anticipated patient needs as documented by sales records over the preceding six months. On each occasion that the supply of any product within the reserved patient supply is exhausted and a reasonable substitution cannot be made, APOTHCA will submit a report to the Commission.

Marijuana products reserved by APOTHCA for patient supply will be either maintained on site at the retail facility or easily accessible at another location operated by APOTHCA and transferable to the retail facility location within 48 hours of notification that the on-site supply has been exhausted. APOTHCA will perform audits of patient supply on a weekly basis and retain those records for a period of six months.

Waste Disposal

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Specifically, liquid waste containing marijuana will be disposed of in compliance with all applicable state and federal requirements, including but not limited to, for discharge of pollutants into surface water or groundwater (Massachusetts Clean Waters Act, M.G.L. c. 21 §§ 26-53; 314 CMR 3.00: Surface Water Discharge Permit Program; 314 CMR 5.00: Groundwater Discharge Program; 314 CMR 12.00: Operation Maintenance and Pretreatment Standards for Wastewater Treatment Works and Indirect Dischargers; the Federal Clean Water Act, 33 U.S.C. 1251 et seq., the National Pollutant Discharge Elimination System Permit Regulations at 40 CFR Part 122, 314 CMR 7.00: Sewer System Extension and

Connection Permit Program), or stored pending disposal in an industrial wastewater holding tank in accordance with 314 CMR 18.00: Industrial Wastewater Holding Tanks and Containers.

Organic material, recyclable material, and solid waste generated at a marijuana establishment will be redirected or disposed of as follows:

1. Organic material and recyclable material will be redirected from disposal in accordance with the waste disposal bans described at 310 CMR 19.017: Waste Bans.
2. To the greatest extent feasible:
 - a. Any recyclable material as defined in 310 CMR 16.02: *Definitions* will be recycled in a manner approved by the Commission; and
 - b. Any remaining marijuana waste will be ground and mixed with other organic material as defined in 310 CMR 16.02: *Definitions* such that the resulting mixture renders the marijuana unusable for its original purpose. Once such marijuana waste has been rendered unusable, the mixture may be composted or digested at an aerobic or anaerobic digester at an operation that is in compliance with the requirements of 310 CMR 16.00: Site Assignment Regulations for Solid Waste Facilities.
3. Solid waste containing cannabis waste will be ground up and mixed with solid wastes such that the resulting mixture renders the cannabis unusable for its original purposes. Once such cannabis waste has been rendered unusable, it will be brought to a solid waste transfer facility or a solid waste disposal facility (e.g., landfill or incinerator) that holds a valid permit issued by the Department of Environmental Protection or by the appropriate state agency in the state in which the facility is located.

No fewer than two APOTHCA agents will witness and document how the marijuana waste is disposed or otherwise handled (recycled, composted, etc.) in accordance with 935 CMR 500.105(12). When marijuana products or waste is disposed or handled, APOTHCA will create and maintain a written or electronic record of the date, the type and quantity disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two APOTHCA agents will be present during the disposal or other handling, with their signatures. APOTHCA will keep these records for at least three years. APOTHCA understands that this period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

Joseph Lekach

From: CannabisLicensing (CNB) <cannabislicensing@state.ma.us>
Sent: Wednesday, April 18, 2018 2:04 PM
To: Joseph Lekach MPF
Subject: Certification Application Approved

April 18, 2018

Dear Joseph Lekach:

Your application for RMD priority certification has been approved. Your certification number is: RPA201880.

Sincerely,

The Cannabis Control Commission



The Commonwealth of Massachusetts

DEPARTMENT OF PUBLIC HEALTH

REGISTERED MARIJUANA DISPENSARY FINAL CERTIFICATE OF REGISTRATION

In accordance with the provisions of Chapter 369 of the Acts of 2012, and 105 CMR 725.000 et seq., a final certificate of registration is hereby granted to:

Massachusetts Patient Foundation, Inc.

for the operation of a Registered Marijuana Dispensary (RMD).


Certificate of Registration Number: 025

RMD Permitted to Operate at the Following Addresses

Dispensing: 11 Water Street, Unit 3B, Arlington, MA 02476

Cultivation: 99 Development Road, Fitchburg, MA 01420

Processing: 99 Development Road, Fitchburg, MA 01420



Monica Bharel, MD, MPH | Commissioner
Department of Public Health
1/30/18

Date Issued

This Final Certificate of Registration is subject to conditions listed in a separate document on file with the Department of Public Health and available for review at www.mass.gov/medicalmarijuana

POST CONSPICUOUSLY

Personnel Policies Including Background Checks

Overview

Apothca, Inc. ("APOTHCA") will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records. APOTHCA will keep, at a minimum, the following personnel records:

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

Job Descriptions

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

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

Security Agent: Security Agents monitor APOTHCA's security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the APOTHCA facility by verifying appropriate

ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

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

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

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

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

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

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

- Oversee hiring and release of APOTHCA agents;
- Review and revise APOTHCA personnel policies and procedures in consultation with the executive management team and department managers;

- Develop training schedules and policies for APOTHCA agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;
- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team.

Chief Agriculture Officer (“Director of Cultivation”): The Director of Cultivation is responsible for all daily operations and maintenance of the Cultivation Facility. The Director of Cultivation will:

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

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

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

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

- Irrigation;
- Pruning;
- Pesticide application;
- Potting/Re-potting;
- Propagation;
- Light construction; and

- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

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

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

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

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

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

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

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

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

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

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

Member Services Agent: Member Services Agents ensure that each customer is treated with respect while at a APOTHCA facility and that each customer receives the appropriate amount of individualized attention in order to address his/her specific needs and questions. Member Services Agent responsibilities include, but are not limited to:

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

Agent Personnel Records

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

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the

date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;

- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

Staffing Plan and Business Hours

Hiring and Recruitment

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

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

Standards of Conduct

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

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

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

Violence and Weapons in the Workplace

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

At-Will Employment

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

Workplace Attire

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

Overview of Personnel Policies and Procedures

Standard Employment Practices

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

Advancement

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

Written Policies

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

Investigations

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

Designated Outside Counsel

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

Job Status

Job Classifications

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

Work Schedules

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

Mandatory Meetings and Community Service Days

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

Breaks

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

Performance Reviews

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

Leave Policies

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

APOTHCA anticipates observing the following holidays:

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

Disciplinary Policies

Purpose

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

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

Procedure

Step 1: Counseling and Verbal Warning

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

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

Step 2: Written Warning

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

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

Step 3: Suspension and Final Written Warning

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

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

Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is

reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that discipline is administered without jeopardizing the FLSA exemption status.

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

Step 4: Recommendation for Termination of Employment

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

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

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

Appeal Process

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

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

Performance and Conduct Issues Not Subject to Progressive Discipline

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

Documentation

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of

the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

Separation of Employment

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

Types of Separation

1. Resignation

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

2. Retirement

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

3. Job Abandonment

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

4. Termination

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

5. Reduction in Workforce

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

6. Release

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

Exit Interview

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

Return of Property

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

Termination of Benefits

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

Health Insurance

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

Rehire

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

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

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

Compensation

As an employer, APOTHCA believes that it is in the best interest of both the organization and APOTHCA's employees to fairly compensate its workforce for the value of the work provided. It is APOTHCA's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent

incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

Selection Criteria

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

Responsibilities

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

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

Management Responsibility

1. The CEO is charged with ensuring that APOTHCA is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.

3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

Agent Background Checks

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

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

As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by APOTHCA or the Commission.

Plan for Restricting Access to Age 21 and Older

Pursuant to 935 CMR 500.050(5)(b), Apothca, Inc. ("APOTHCA") will only be accessible to consumers 21 years of age or older with a verified and valid, government-issued photo ID or in possession of a Program ID Card demonstrating the individual is a registered qualifying patient with the Medical Use of Marijuana Program. Upon entry into the premises of the marijuana establishment by an individual, a APOTHCA agent will immediately inspect the individual's proof of identification and determine the individual's age, in accordance with 935 CMR 500.140(2).

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

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

Plan for Separating Recreational from Medical Operations

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

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

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

Marijuana products reserved for registered patients will be either: (1) maintained on site in an area separate from marijuana products intended for adult use, or (2) easily accessible at another APOTHCA location and transferable to APOTHCA’s retailer location within 48 hours. APOTHCA may transfer a marijuana product reserved for medical use to adult use within a reasonable period of time prior to the product’s date of expiration.

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

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

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

Prevention of Diversion

Apothca, Inc.'s ("APOTHCA") operating policies and procedures ensure prevention of diversion, theft, and illegal or unauthorized conduct pursuant to the Commission's Adult Use of Marijuana regulations codified in 935 CMR 500. Considerations regarding diversion prevention measures include, but are not limited to, marijuana establishment agent and consumer accountability, and identifying, recording, and reporting diversion, theft, or loss. Marijuana in the process of transport, analysis, or retail sale is to be stored and tracked in a manner that prevents diversion, theft, or loss.

More specifically, diversion measures include policies and procedures requiring that:

- Identification is verified on the premises to ensure that only individuals 21 years or older are permitted in APOTHCA's adult-use marijuana establishment.
- If APOTHCA's adult-use marijuana establishment is co-located with an RMD, operations of the marijuana establishment and RMD are separated at the point of sale, and the adult use operation is restricted to those individuals 21 years of age or older pursuant to 935 CMR 500.101(2)(e)(4).
- Providing samples or giving away marijuana to consumers is prohibited (except in the case of co-located facilities where RMD applicants are providing reduced cost or free marijuana to patients with documented verified financial hardship per 105 CMR 725.100(A)(6)).
- Employees are made aware of crime prevention techniques pursuant to 935 CMR 500.105(1)(b).
- Any marijuana establishment agent who has diverted marijuana is immediately dismissed, and this is reported to law enforcement and to the Commission pursuant to 935 CMR 500.105(1)(l).
- All employees involved in the handling and sale of marijuana for adult use complete a responsible vendor training program with a curriculum covering diversion prevention and prevention of sales to minors, and comply with all other marijuana establishment agent training requirements under 935 CMR 500.105(2).
- Display samples of each product offered for sale are displayed in secure, locked cases, subject to the requirements of 935 CMR 500.110.
- APOTHCA only engages in reasonable marketing, advertising, and branding practices that do not promote the diversion of marijuana, and comply with all other marketing and advertising requirements under 935 CMR 500.105(4).
- Warning statements required by the Commission's regulations are affixed to all applicable products, and that APOTHCA's labels comply with all other labeling of marijuana and marijuana products requirements under 935 CMR 500.105(5).

- Tamper or child-resistant packaging is used for applicable marijuana products, and that APOTHCA's products comply with all other packaging of marijuana and marijuana products requirements under 935 CMR 500.105(6).
- APOTHCA maintain real-time inventory, and tracking and tagging all marijuana seeds, clones, plants, and marijuana products, using a seed-to-sale methodology in a form and manner to be approved by the Commission.
- Records are kept for inventory, seed-to-sale tracking for all marijuana products, personnel (including documentation of the completion of required training), and waste disposal, and that APOTHCA comply with all other record keeping requirements under 935 CMR 500.105(9).
- Marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, is stored in a separate area, until such products are destroyed; and that APOTHCA comply with all other storage requirements under 935 CMR 500.105(11).
- Two or more marijuana establishment agents witness and document how the marijuana waste is disposed or otherwise handled, and that APOTHCA comply with all other waste disposal requirements under 935 CMR 500.105(12).
- All transported marijuana products are linked to the seed-to-sale tracking program, that all vehicles transporting marijuana are staffed with a minimum of two marijuana establishment agents, and that any vehicle accidents, diversions, or other reportable incidents that occur during transport are reported to the Commission and law enforcement within 24 hours, and that APOTHCA comply with all other transportation requirements under 935 CMR 500.105(13).
- All security requirements under 935 CMR 500.110 are followed, including:
 - Implementing sufficient safety measures to deter and prevent unauthorized entrance into areas containing marijuana and theft of marijuana at APOTHCA's adult-use marijuana retail location;
 - Adopting procedures to prevent loitering and to ensure that only individuals engaging in activity expressly or by necessary implication permitted by the Commission's regulations and its enabling statute are allowed to remain on the premises;
 - Storing all finished marijuana products in a secure, locked safe or vault in such a manner as to prevent diversion, theft, and loss;
 - Restricting access to employees, agents or volunteers specifically permitted by APOTHCA, agents of the Commission, state and local law enforcement and emergency personnel, and all other limited access areas requirements under 935 CMR 500.110(4);
 - Implementing an adequate security system to prevent and detect diversion, theft or loss of marijuana, notifying law enforcement and the Commission within 24

hours of a diversion, theft or loss of any marijuana product, and all other security and alarm requirements under 935 CMR 500.110(5); and

- Obtaining, at APOTHCA's own expense, a security system audit by a vendor approved by the Commission, and all other security audits requirements under 935 CMR 500.110(8).
- All other operating requirements for retail sale under 935 CMR 500.140 are followed, including:
 - Limiting sales to one ounce of marijuana or five grams of marijuana concentrate to a consumer per transaction;
 - Utilization of a point-of-sale (POS) system approved by the Commission, in consultation with the DOR;

Providing educational materials to consumers stating that they may not sell marijuana to any other individual and which include information regarding penalties for possession and distribution of marijuana in violation of Massachusetts law.

Qualifications and Training

Apothca (“APOTHCA”) will ensure that all employees hired to work at a APOTHCA facility will be qualified to work as a marijuana establishment agent and properly trained to serve in their respective roles in a compliant manner.

Qualifications

In accordance with 935 CMR 500.030, a candidate for employment as a marijuana establishment agent must be 21 years of age or older. In addition, the candidate cannot have been convicted of a criminal offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States, or foreign jurisdiction, or a military, territorial, or Native American tribal authority.

APOTHCA will also ensure that its employees are suitable for registration consistent with the provisions of 935 CMR 500.802. In the event that APOTHCA discovers any of its agents are not suitable for registration as a marijuana establishment agent, the agent’s employment will be terminated, and APOTHCA will notify the Commission within one (1) business day that the agent is no longer associated with the establishment.

Training

As required by 935 CMR 500.105(2), and prior to performing job functions, each of APOTHCA’s agents will successfully complete a comprehensive training program that is tailored to the roles and responsibilities of the agent’s job function. Agent training will at least include the Responsible Vendor Program and eight (8) hours of on-going training annually.

On or after July 1, 2019, all of APOTHCA’s current owners, managers, and employees will have attended and successfully completed a Responsible Vendor Program operated by an education provider accredited by the Commission to provide the annual minimum of two hours of responsible vendor training to marijuana establishment agents. APOTHCA’s new, non-administrative employees will complete the Responsible Vendor Program within 90 days of the date they are hired. APOTHCA’s owners, managers, and employees will then successfully complete the program once every year thereafter. APOTHCA will also encourage administrative employees who do not handle or sell marijuana to take the responsible vendor program on a voluntary basis to help ensure compliance. APOTHCA’s records of responsible vendor training program compliance will be maintained for at least four (4) years and made available during normal business hours for inspection by the Commission and any other state licensing authority upon request.

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

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

Prohibited purchases and practices.

Security Plan

General Security Overview

Apothca, Inc. ("APOTHCA") will implement policies and procedures to maintain a secure facility and to prevent diversion or other loss of marijuana products in accordance with 935 CMR 500.110 as set out by the Commission. These policies are intended to protect the general public, employees, and consumers. APOTHCA will identify each individual seeking entrance into the marijuana establishment to ensure that only individuals who are 21 years or older are allowed access. These policies will also provide for the proper storage and disposal of marijuana products. APOTHCA will ensure that all excess marijuana is disposed of safely and will have in place the necessary storage areas and equipment for proper storage of marijuana, including established limited access areas. This equipment will include, but is not limited to, locked safes or vaults, keys, alarms, and cameras. In addition to these measures, APOTHCA will ensure that all marijuana products are kept out of plain sight of public places outside of the marijuana establishment. APOTHCA will also implement policies and procedures for situations following inadvertent diversion or loss of marijuana products. In addition, APOTHCA will work cohesively with law enforcement authorities and fire services and will share APOTHCA's security plans, policies, and procedures with those authorities.

Limited Access Areas

APOTHCA will designate limited access areas by posting clearly visible signs, no smaller than 12" x 12" and which state: "Do Not Enter-Limited Access Area-Access Limited to Authorized Personnel Only" in lettering no smaller than one inch in height. APOTHCA will limit individuals allowed access to these areas to employees, agents, law enforcement, and others authorized by the Commission. APOTHCA will require all employees to wear employee identification badges at all times while inside the marijuana establishment. Employees of APOTHCA will escort all visitors, including vendors and contractors, into limited access areas. These visitors will be logged in and out, and APOTHCA will maintain this log and make it available to the Commission for periodic inspection. APOTHCA will ensure that all visitor identification badges are collected before visitors leave the premises.

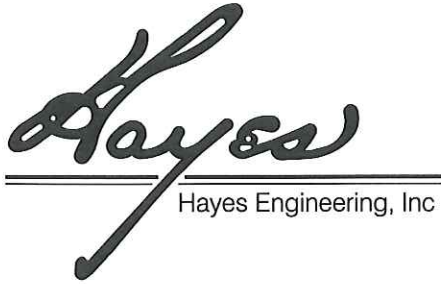
Security and Alarm Requirements

APOTHCA will implement alarms and other security equipment to prevent and detect potential loss and diversion of marijuana. This equipment will include perimeter alarms at all entrances and exits of APOTHCA's facility, a failure notification system, a panic alarm connected to local law enforcement, video cameras in all areas that contain marijuana, and 24-hour recordings of all video surveillance to be made available to the Commission upon request. APOTHCA will ensure that all video footage has a clear date and time stamp, clear still photos can be produced in color, and that the footage can be exported into standard image formats including .jpg, .gif, and .bmp formats. APOTHCA will store the video footage in a way that precludes loss or alteration of the

footage. In addition to the primary alarm systems, APOTHCA will maintain a backup alarm system provided by a different company from the primary system. APOTHCA will have this security equipment inspected monthly. Access to all surveillance areas will be limited to employees who are essential to APOTHCA's security operations, including local law enforcement.

Incident Reporting

APOTHCA will immediately notify law enforcement authorities of any security breach including, but not limited to, discovery of discrepancies identified during inventory, diversion or loss of marijuana products, any loss or unauthorized alteration of records related to marijuana, suspicious actions within the marijuana establishment, failure of an alarm system, activation of an alarm system, or any criminal acts. APOTHCA will provide written notice to the Commission within ten calendar days of any incident that occurs on the premises. APOTHCA will maintain records and documentation of any security incident for at least one year.



603 Salem Street
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Traffic Impact Statement

Nantucket, MA 02554
Tel: (508) 228-7909

Refer to File No. ARL-0017

TO: Town of Arlington
Board of Selectmen and Redevelopment Board

FROM: Tony Capachietti, *Project Manager*

DATE: May 2, 2019

SUBJECT: Apothca, Inc.
Proposed Marijuana Dispensary
1386 Massachusetts Avenue, Arlington, MA

Hayes Engineering, Inc. (HEI) has prepared this Traffic Impact Statement pursuant to the request of the project proponent, Apothca, Inc. (Apothca), in support of the proposed co-located adult-use and medical marijuana dispensary at 1386 Massachusetts Avenue in Arlington, Massachusetts. The purpose of this Impact Statement is to evaluate the anticipated Average Daily and Peak Hour trip generation for the facility.

The existing 2,184[±] square foot (sf.) building at 1386 Massachusetts Avenue is occupied by *Arlington Swift Printing*, a copy, printing and shipping store. The Applicant proposes to convert the facility into a medical and adult-use marijuana dispensary within the existing footprint.



Figure 1 – 1386 Massachusetts Avenue, Arlington, MA © Google Image Capture

Trip Generation

Average Daily Vehicle Trips and Peak Hour Trips for the project are calculated using data published by the Institute of Transportation Engineers (ITE) Trip Generation Manual, 10th Edition.

The prior use at the facility is best classified as Institute of Transportation Engineers (ITE) Land Use Code (LUC) 920 - Clinic, defined in the ITE Trip Generation Manual, 10th Edition as being:

... a facility that offers a variety of copying, printing, binding, and shipping services. Retail sales of a limited range of office-related items including packing and shipping supplies are also commonly available. Technology services, such as computer rental and wireless Internet may also be provided.

Estimated Trip Generation rates for the 2,184[±] -sf. facility under its prior use are summarized in Table 1, below. ITE Trip Generation Graphs for the above Land Use Code accompany this report as Appendix A.

TABLE 1
Trip Generation, *Prior Use*

<u>Time Period</u>	<u>LUC 630 – Clinic</u> <u>Vehicle Trip Ends^(1,2)</u>
Weekday Daily	270 ⁽³⁾
Weekday AM Peak Hour	18
Weekday PM Peak Hour	27
Saturday Daily	Not Published

⁽¹⁾ Based on 2,184[±] ± -sf. of floor area

⁽²⁾ ITE cautions use due to small sample size

⁽³⁾ Estimated as 10 times peak hour

The proposed RMD use is best classified as Institute of Transportation Engineers (ITE) Land Use Code (LUC) 882, Marijuana Dispensary, defined in the ITE Trip Generation Manual, 10th Edition as being:

... a standalone facility where cannabis is sold to patients or consumers in a legal manner.

Trip Generation rates for the proposed 2,184[±] -sf. dispensary use are summarized in Table 2, below. ITE Trip Generation Graphs for this Land Use Code accompany this report as Appendix B. It should be noted that the ITE cautions the use of its Marijuana Dispensary data as it was derived from a small sample set.

Traffic Impact Statement
 1386 Massachusetts Ave – Arlington, MA
 ARL-0017
 May 2, 2019

TABLE 2
 Trip Generation, *Proposed Marijuana Establishment*
LUC 882 –
Marijuana Dispensary
Vehicle Trip Ends^(1,2)

<u>Time Period/Direction</u>	<u>Vehicle Trip Ends^(1,2)</u>
Weekday Daily	556
Weekday AM Peak Hour	46
Weekday PM Peak Hour	66
Saturday Daily	570

⁽¹⁾ Based on 2,184[±] -sf. of floor area
⁽²⁾ ITE cautions use due to small sample size

Table 3, below, compares estimated vehicle trip ends for the previous restaurant use and proposed marijuana business use:

TABLE 3
 Trip Generation, *Summary – Prior Use vs. Proposed RME*

<u>Time Period/Direction</u>	<u>Prior Use Vehicle Trip Ends</u>	<u>Proposed RME Vehicle Trip Ends</u>	<u>Change in Trip Ends</u>
Weekday Daily	270 ⁽²⁾	556	+286
Weekday AM Peak Hour	18	46	+28
Weekday PM Peak Hour	27	66	+39
Saturday Daily	Not Published	570	+300 ⁽¹⁾

⁽¹⁾ As compared to weekday daily traffic for the prior use
⁽²⁾ Estimated as 10 times peak hour

The proposed dispensary will increase trip ends to the facility when compared to the proposed use. Each vehicle trip is represented by two trip ends, one arriving and one departing in the same vehicle. The PM Peak hour increase of 39 trip ends would result in approximately 20 additional vehicles when compared to the existing use. It should be noted that not all vehicle trips to this facility will represent “new,” or destination, trips. Studies have shown that for developments such as the proposed dispensary, a substantial portion of vehicle trips are from existing traffic passing by the site or diverted from another route to the site. Data indicates the percentage of pass-by trips for similar uses to be 20-49 percent of total trips.

The Massachusetts Department of Transportation Highway Division maintains vehicle counts on Massachusetts Avenue on either side of the site (see Figure 2) at the following locations:

- Location ID: 4871 - Massachusetts Avenue North of Pleasant Street
- Location ID: 4930 - Massachusetts Avenue North of Appleton Street

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Average Annual Daily Traffic (AADT), as reported by MassDOT, for these count locations indicate that approximately 20,000 vehicles per day pass the project site. The projected daily increase in vehicle trips of 143 on an average day represents less than 1% of the 17,613 vehicles reported at Location ID 4930. As such no significant changes to the prevailing traffic conditions are anticipated as a result of this project. MassDOT AADT information is included as Appendix C to this report.



Figure 2 – 1386 Massachusetts Avenue, Arlington, MA MASSDOT Traffic Count Data

The site is also located in proximity to a robust public transportation network. The project site is located within one-quarter mile of stops along the Massachusetts Bay Transit Authority (MBTA) 1, 62, 62/76, 77, 78 and 79 bus routes.



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Parking Analysis

The site in its existing condition provides off-site parking for 6 vehicles. The parking lot can be reconfigured to provide parking for up to 13 vehicles. The Town of Arlington Zoning By-Law section 6.1.4 requires 1 space per 300 sf. of floor area for retail uses. The parking requirement for the 2,184-sf. dispensary would be 7-spaces. Employees will be encouraged to use public transportation to avail as many spaces as possible for customers. The average transaction time for customers is between 15 and 20 minutes. This allows for the 13 parking spaces to turn over between 3 and 4 times per hour (39-52 vehicles per hour); the parking levels are adequate to handle the project PM peak hour of 33 vehicles (66 trip ends).



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Appendix A – Prior Land Uses

Land Use: 920

Copy, Print, and Express Ship Store

Description

A copy, print, and express ship store is a facility that offers a variety of copying, printing, binding, and shipping services. Retail sales of a limited range of office-related items including packing and shipping supplies are also commonly available. Technology services, such as computer rental and wireless Internet may also be provided. Copy, print, and express ship stores typically maintain long store hours 7 days a week. Some stores may be open 24 hours a day.

Additional Data

The weekday AM peak hour occurred between 10:30 and 11:30 a.m. The weekday PM peak hour occurred between 3:30 and 4:30 p.m.

The site was surveyed in the 2000s in Texas.

Source Number

608

Copy, Print, and Express Ship Store (920)

Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Weekday,
AM Peak Hour of Generator

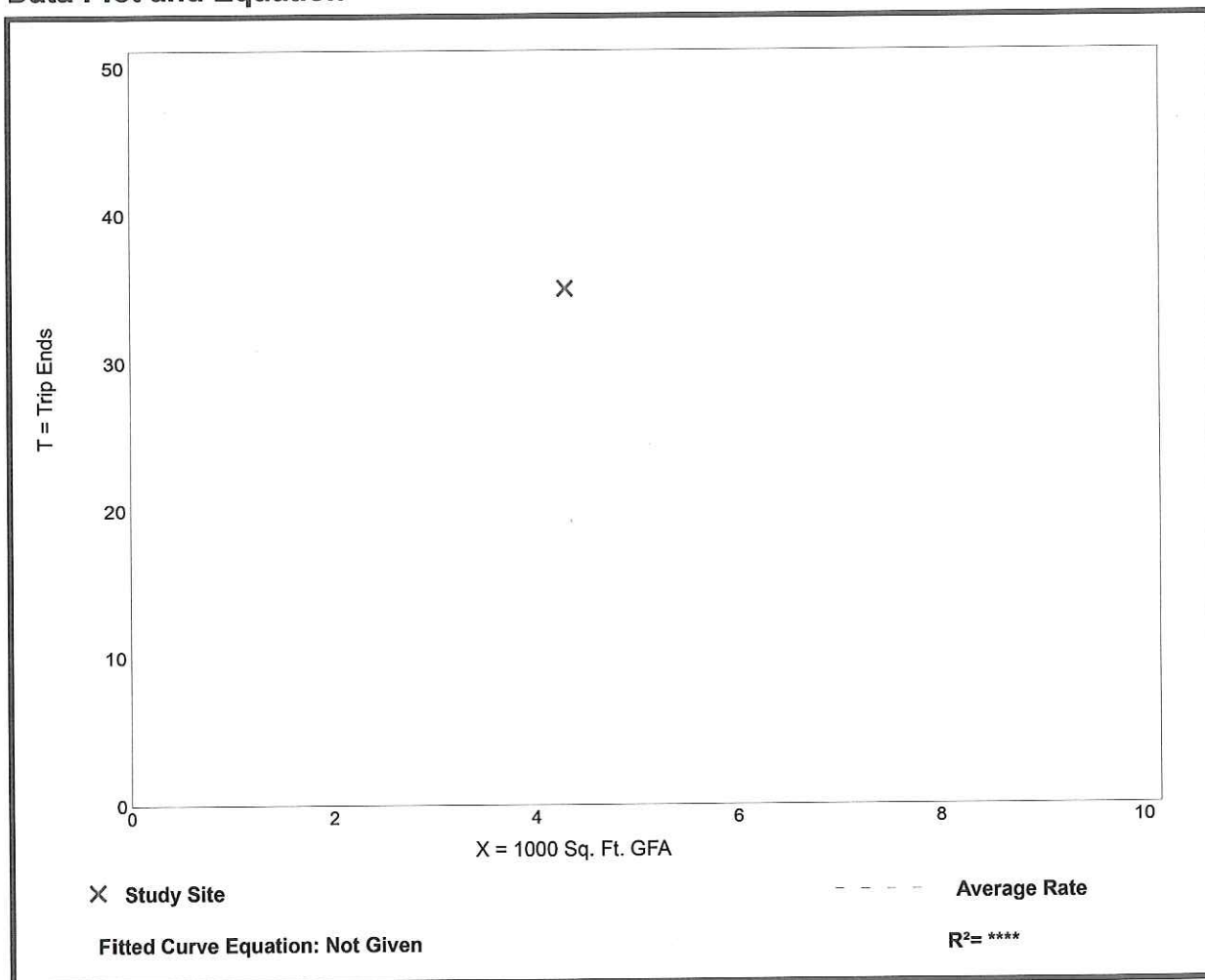
Setting/Location: General Urban/Suburban
 Number of Studies: 1
 Avg. 1000 Sq. Ft. GFA: 4
 Directional Distribution: 51% entering, 49% exiting

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
8.12	8.12 - 8.12	*

Data Plot and Equation

Caution – Small Sample Size



Trip Generation Manual, 10th Edition • Institute of Transportation Engineers

Copy, Print, and Express Ship Store (920)

Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Weekday,
PM Peak Hour of Generator

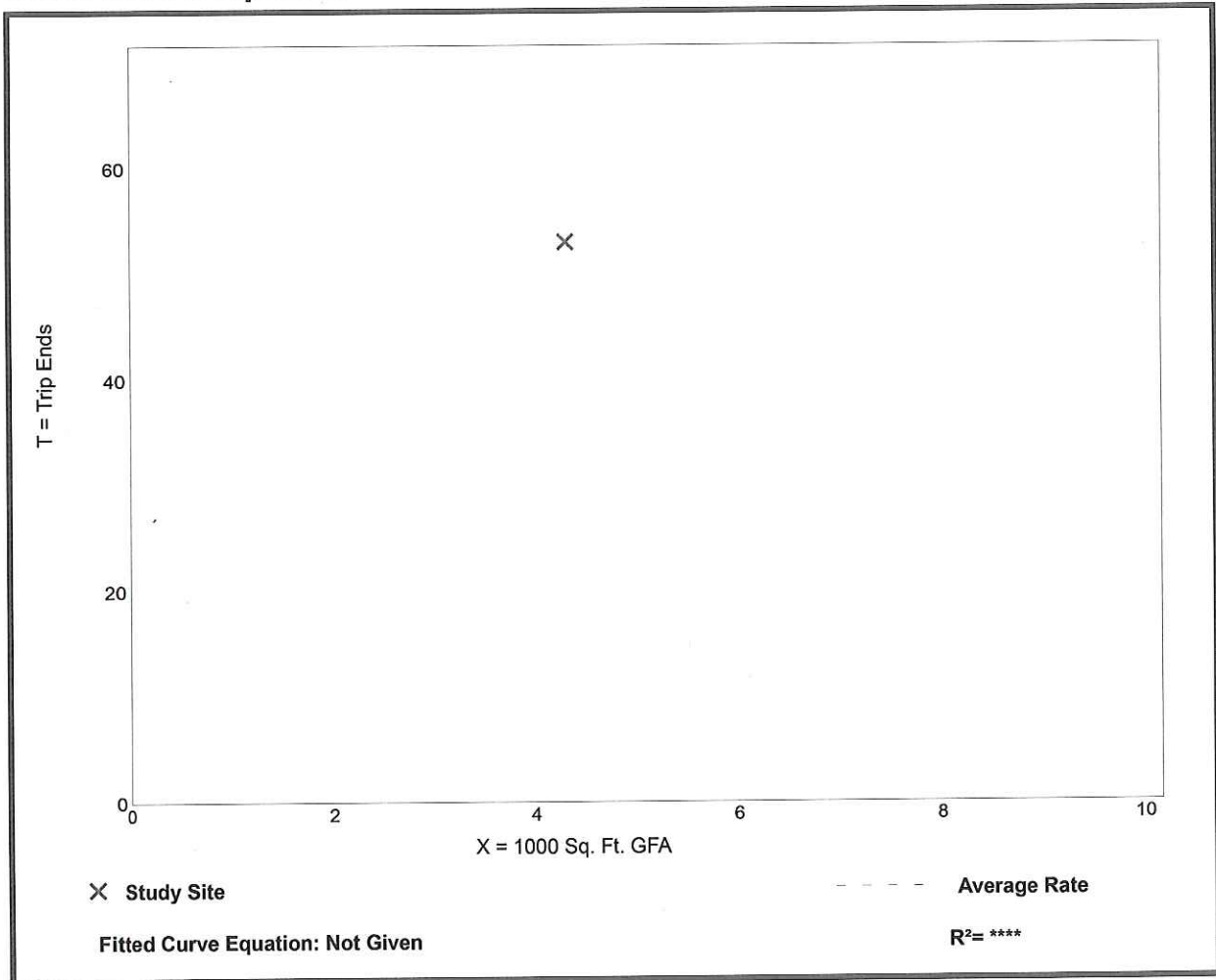
Setting/Location: General Urban/Suburban
 Number of Studies: 1
 Avg. 1000 Sq. Ft. GFA: 4
 Directional Distribution: 43% entering, 57% exiting

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
12.30	12.30 - 12.30	*

Data Plot and Equation

Caution – Small Sample Size



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Appendix B – Proposed Land Uses

Land Use: 882 Marijuana Dispensary

Description

A marijuana dispensary is a standalone facility where cannabis is sold to patients or consumers in a legal manner.

Additional Data

Time-of-day distribution data for this land use for a weekday and Saturday are presented in Appendix A. For the four general urban/suburban sites with data, the overall highest vehicle volumes during the AM and PM on a weekday were counted between 11:45 a.m. and 12:45 p.m. and 5:45 and 6:45 p.m., respectively.

The sites were surveyed in the 2010s in Colorado and Oregon.

Source Numbers

867, 893, 919

Marijuana Dispensary (882)

Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Weekday

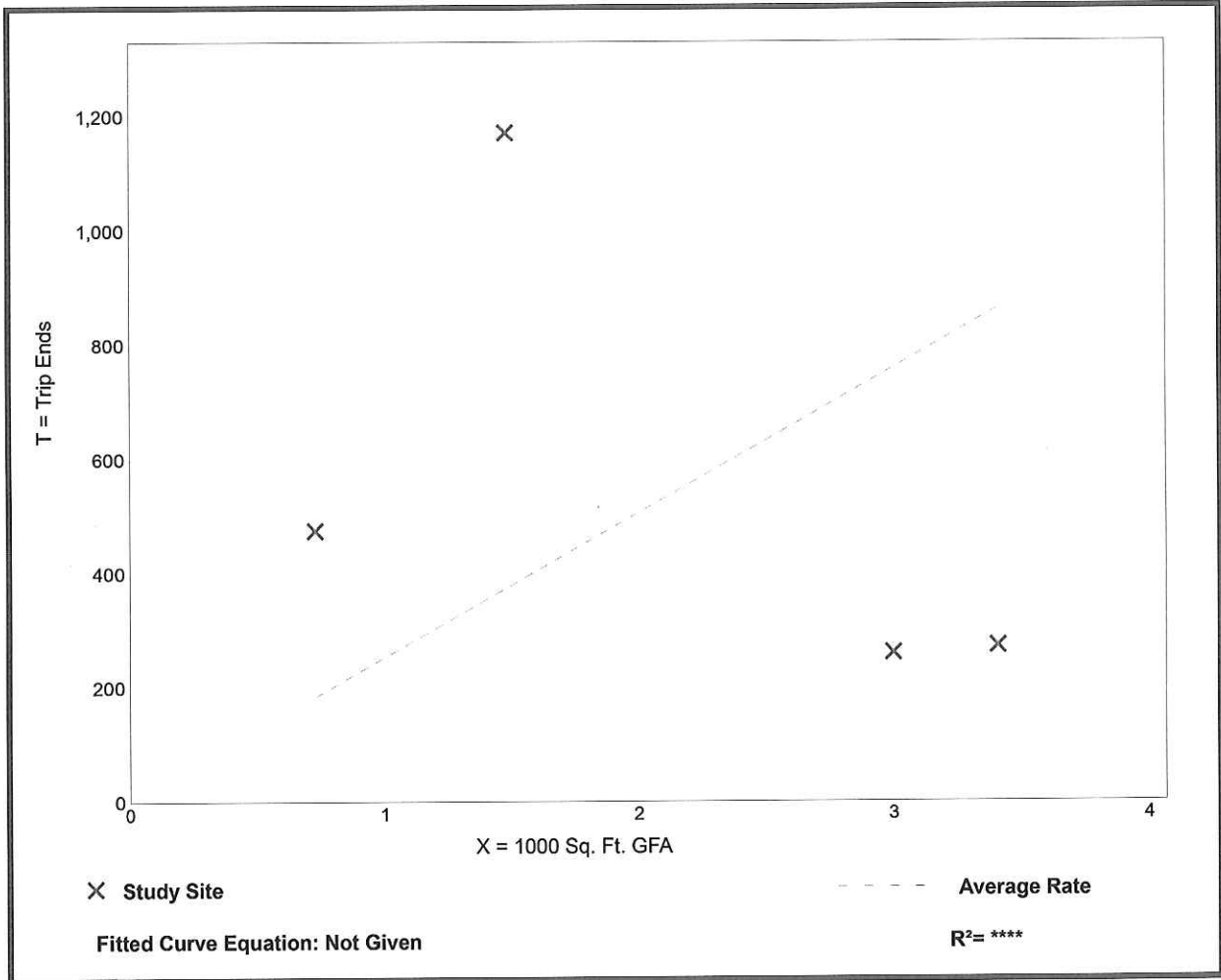
Setting/Location: General Urban/Suburban
Number of Studies: 4
Avg. 1000 Sq. Ft. GFA: 2
Directional Distribution: 50% entering, 50% exiting

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
252.70	79.74 - 791.22	336.11

Data Plot and Equation

Caution – Small Sample Size



Marijuana Dispensary (882)

Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Weekday,
AM Peak Hour of Generator

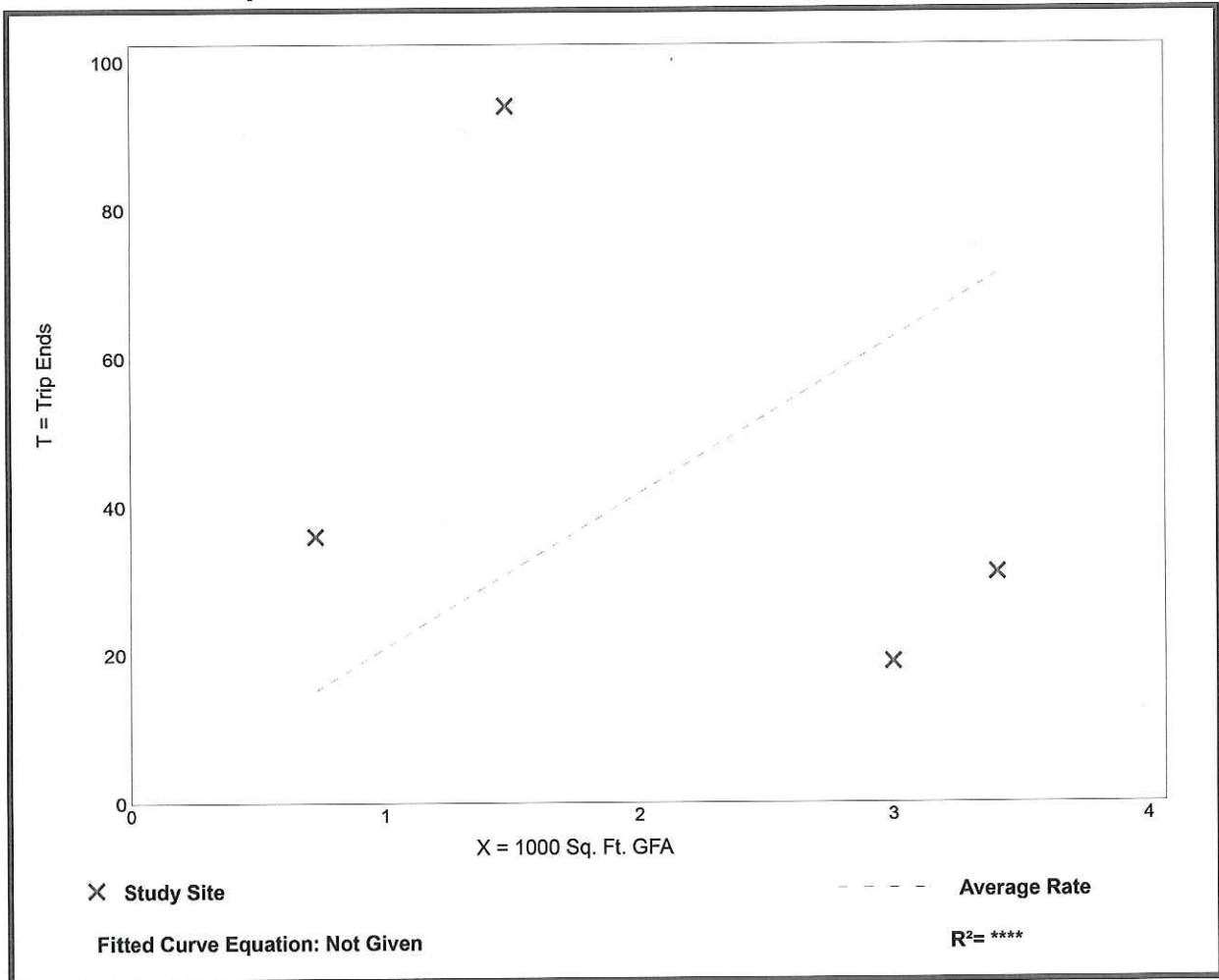
Setting/Location: General Urban/Suburban
 Number of Studies: 4
 Avg. 1000 Sq. Ft. GFA: 2
 Directional Distribution: 52% entering, 48% exiting

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
20.88	6.33 - 63.51	26.07

Data Plot and Equation

Caution – Small Sample Size



Marijuana Dispensary (882)

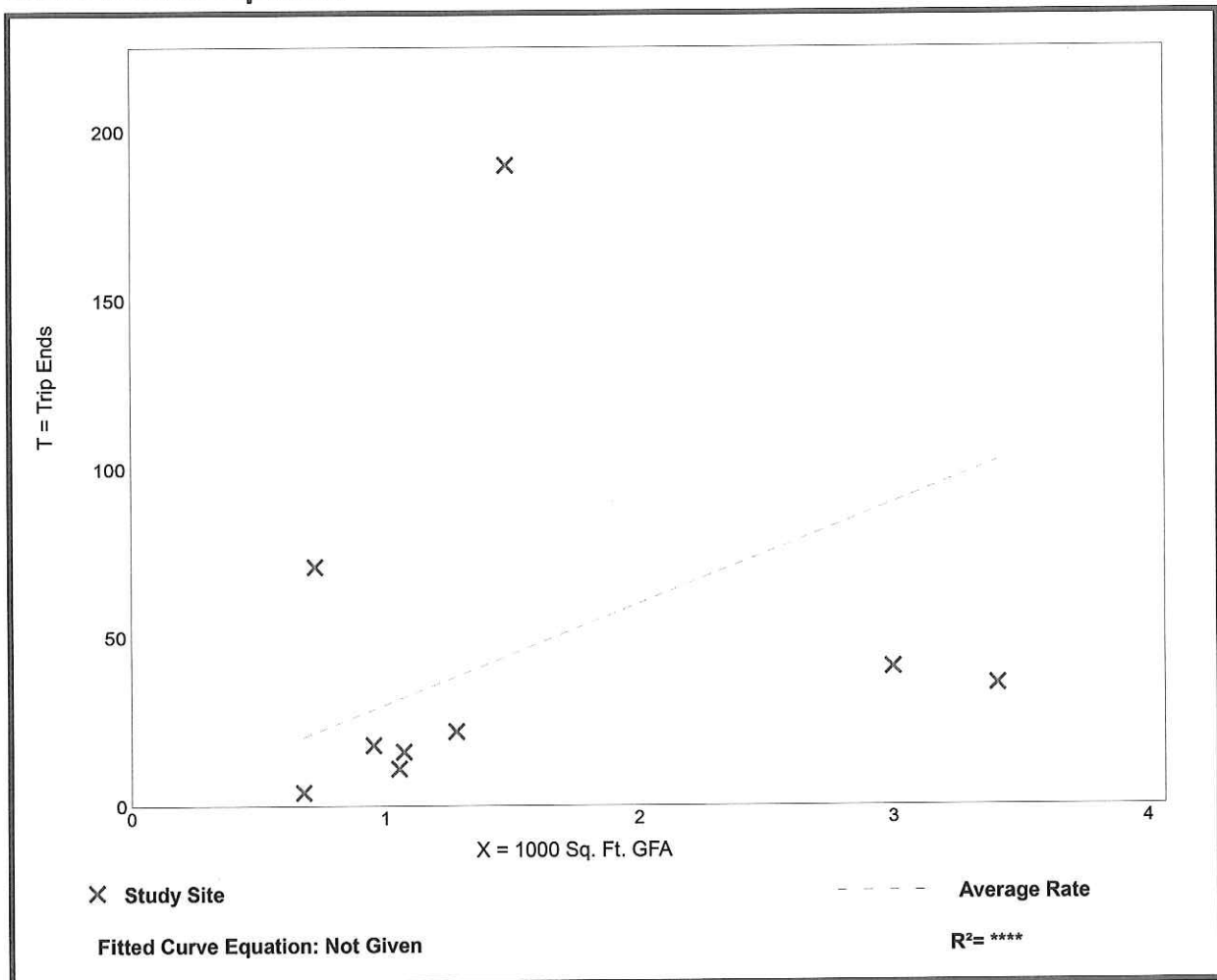
Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Weekday,
PM Peak Hour of Generator

Setting/Location: General Urban/Suburban
 Number of Studies: 9
 Avg. 1000 Sq. Ft. GFA: 2
 Directional Distribution: 50% entering, 50% exiting

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
29.93	5.88 - 128.38	41.69

Data Plot and Equation



Marijuana Dispensary (882)

Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Saturday

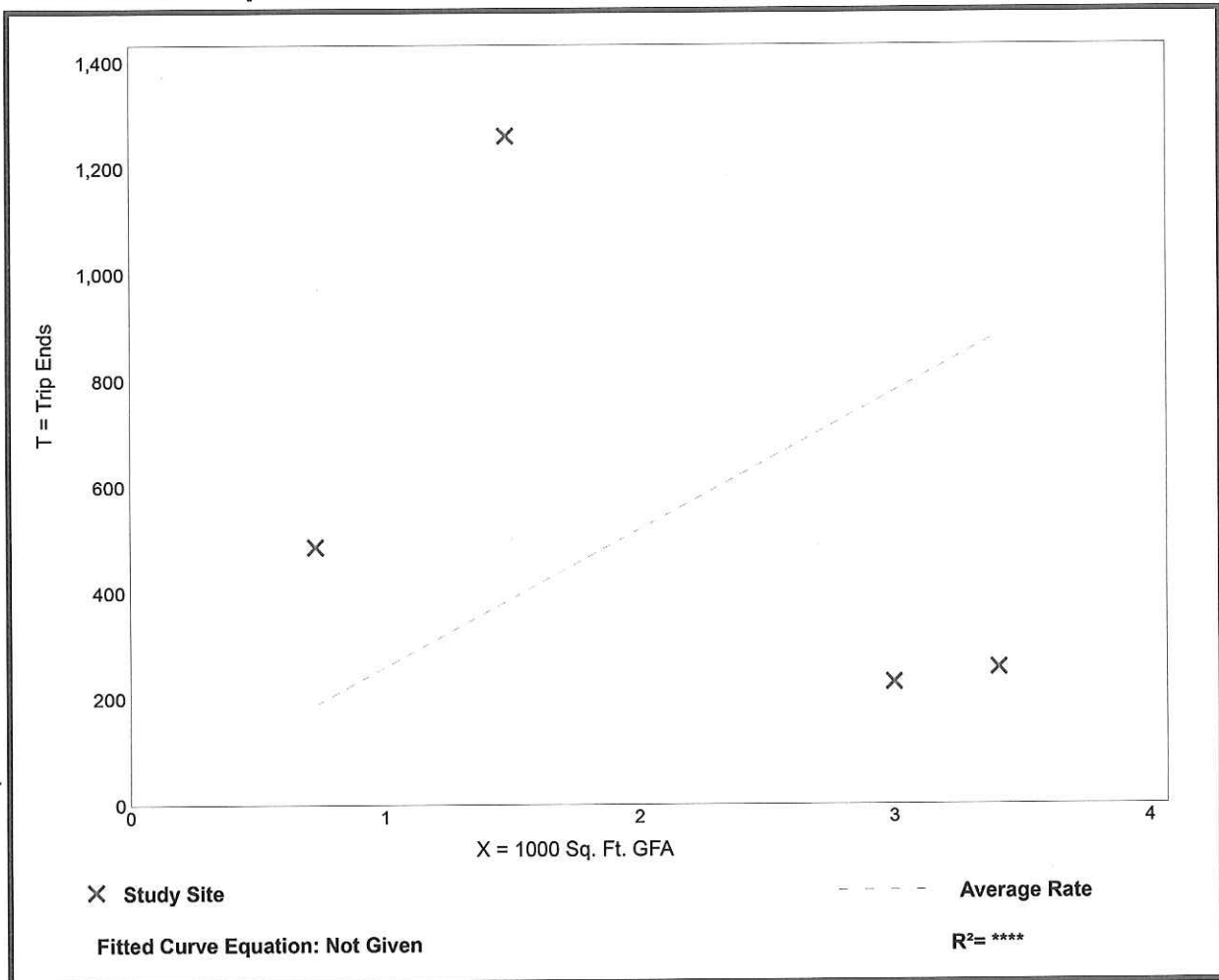
Setting/Location: General Urban/Suburban
Number of Studies: 4
Avg. 1000 Sq. Ft. GFA: 2
Directional Distribution: 50% entering, 50% exiting

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
259.31	75.34 - 852.03	364.24

Data Plot and Equation

Caution – Small Sample Size



Marijuana Dispensary (882)

Vehicle Trip Ends vs: 1000 Sq. Ft. GFA
On a: Saturday, Peak Hour of Generator

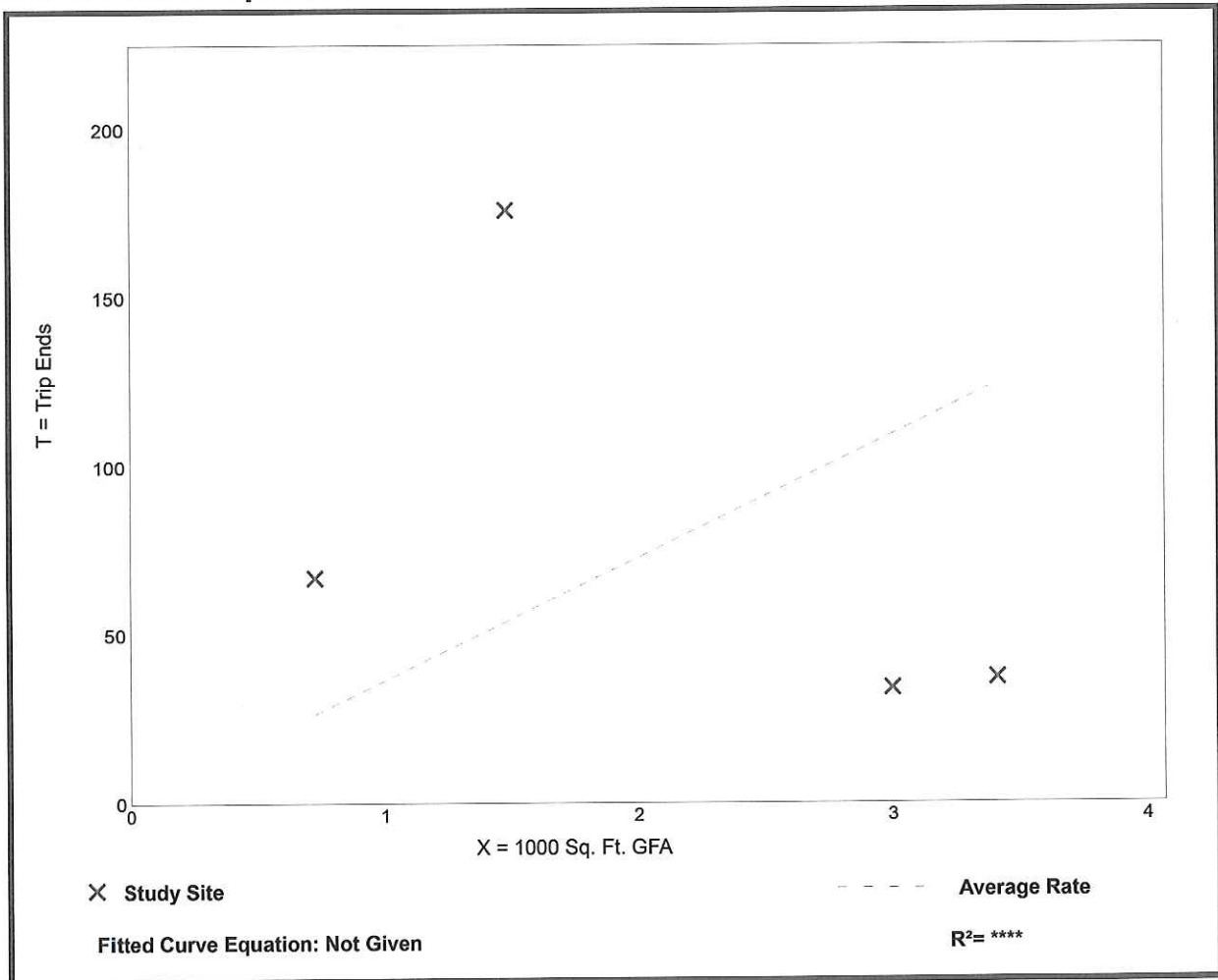
Setting/Location: General Urban/Suburban
 Number of Studies: 4
 Avg. 1000 Sq. Ft. GFA: 2
 Directional Distribution: Not Available

Vehicle Trip Generation per 1000 Sq. Ft. GFA

Average Rate	Range of Rates	Standard Deviation
36.43	10.85 - 118.92	50.44

Data Plot and Equation

Caution – Small Sample Size



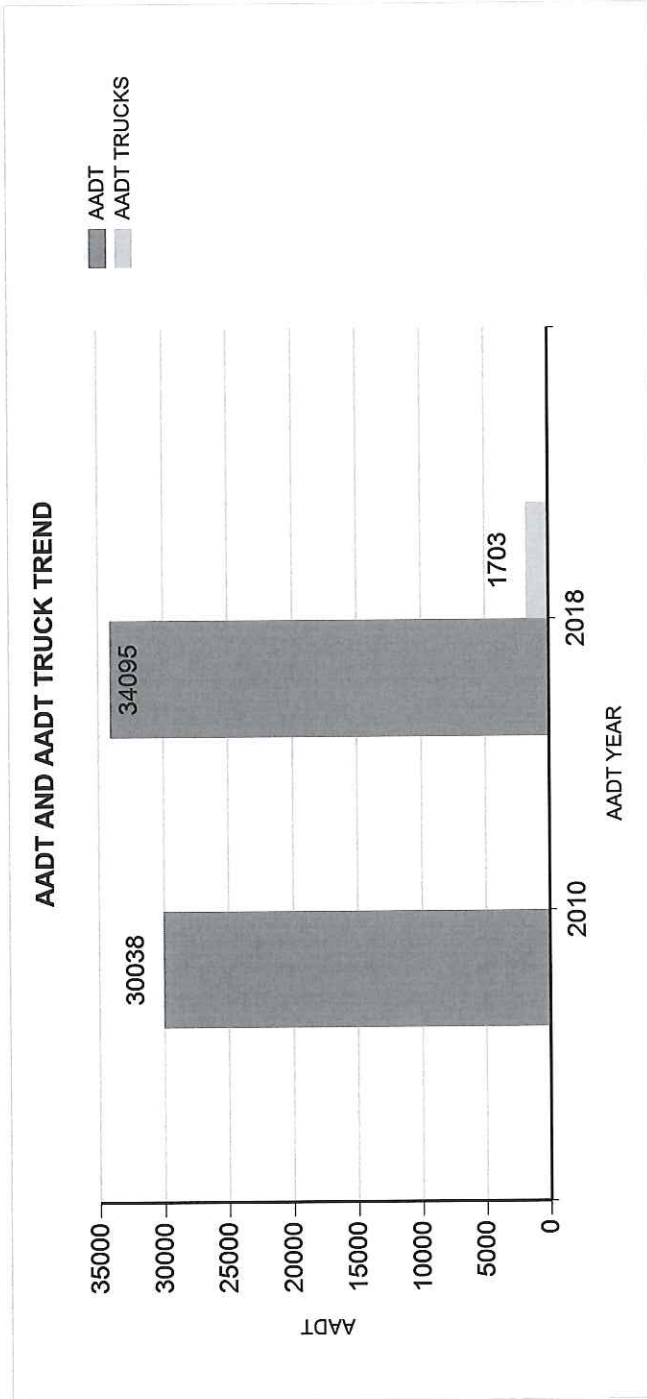


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Appendix C – MassDOT AADT Tables

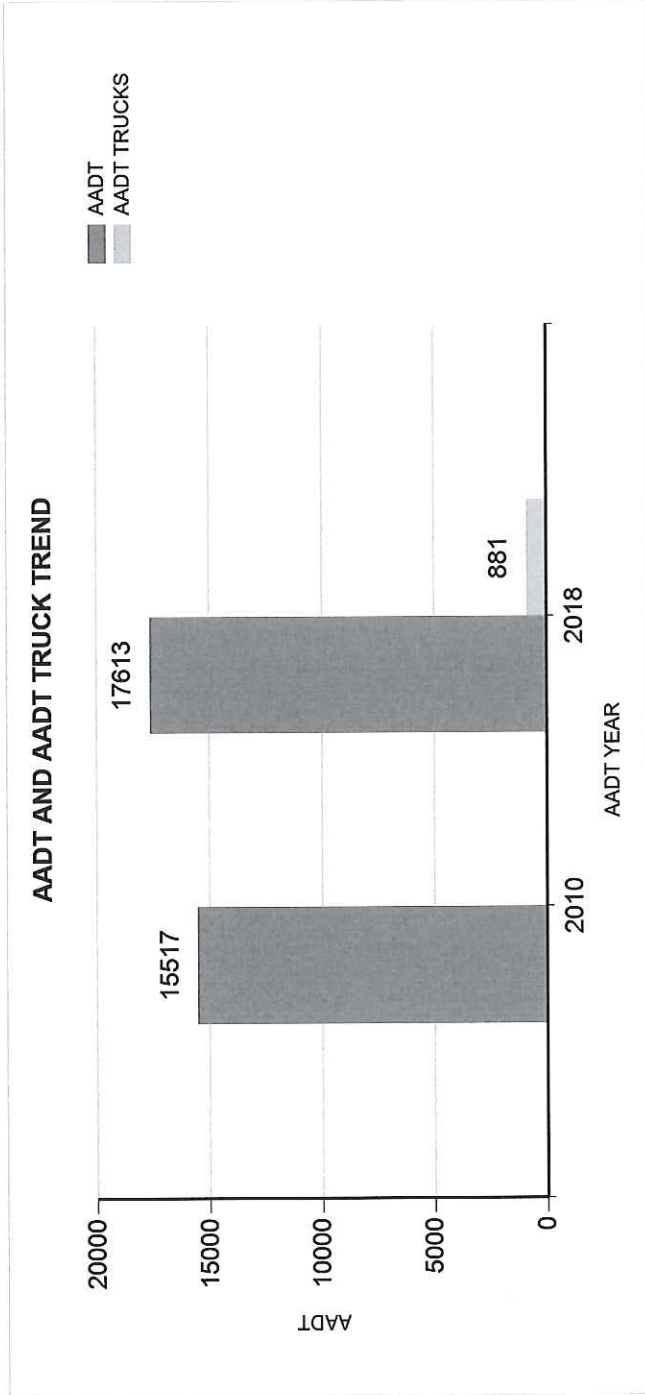
AADT and AADT Trucks by Year for 1/1/2009 - 12/31/2018

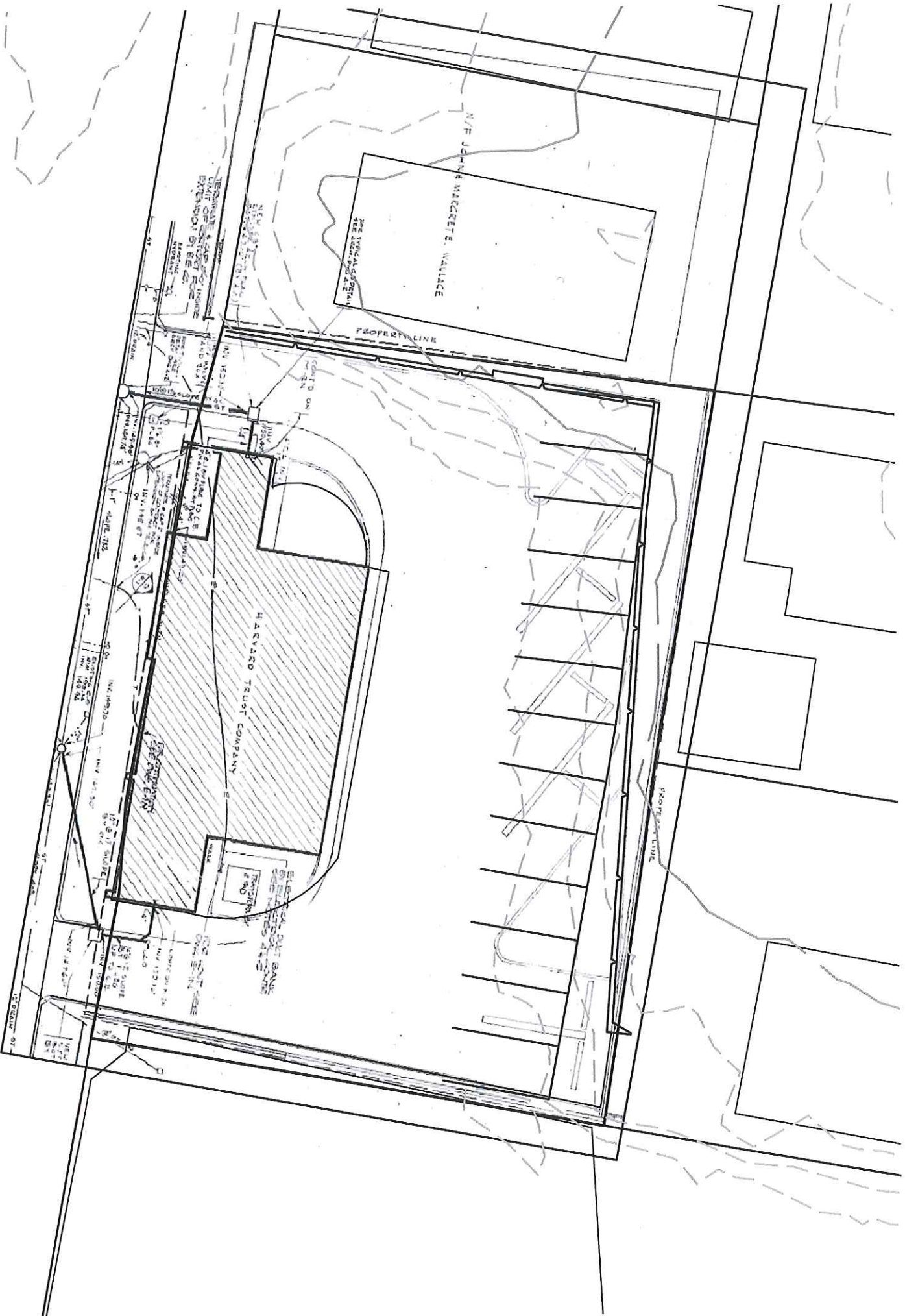
District **Location ID 4871**
County Middlesex **Located On MASSACHUSETTS AVENUE**
Community Arlington **LRS ID N086 EB** **At PLEASANT STREET**
LRS Point 0.8033987



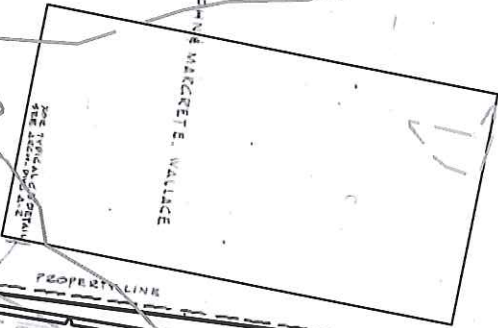
AADT and AADT Trucks by Year for 1/1/2009 - 12/31/2018

District Location ID 4930
County Middlesex Located On MASSACHUSETTS AVENUE At APPLETON STREET
Community Arlington LRS ID N086 EB LRS Point 1.610324





N/E JAMES WARDEN E. WALLACE



PROPERTY LINE

THE TRUST COMPANY
THE TRUST COMPANY

HARVARD TRUST COMPANY



BANK OF AMERICA
BANK OF AMERICA

PROPERTY LINE

PROPERTY LINE