



*** ORIGINAL ***

72 Pine Street | Providence, Rhode Island 02903

Contact:

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TOWN OF WAREHAM

REQUEST FOR PROPOSALS

Lease of 8 Elm Street

STEEL SPACE BUILDING

TOWN ADMINISTRATOR

Memorial Town Hall

54 Marion Road

Wareham, MA 02571

NOVEMBER 10, 2020



Mr. Derek D. Sullivan
Town Administrator
Town of Wareham
54 Marion Road
Wareham, MA 02571

November 10, 2020

RE: Response to Request for Proposals
Lease of 8 Elm Street Wareham - Steel Spare Building

Dear Mr. Sullivan:

On behalf of Aspen Blue LLC, we are pleased to present our proposal for the Lease of 8 Elm Street Wareham. We have carefully prepared this submission to provide a comprehensive response to the RFP requirements and illustrate our approach and plan for the space at 8 Elm Street in Wareham, MA.

Aspen Blue's mission is focused on the operation of premier marijuana retail, cultivation, and manufacturing facilities that will provide our customers with superior service and distinguished brands of flower and marijuana-infused products and extracts. We are represented by best-in-class professionals with nationally recognized cannabis practices and are intimately familiar with the Massachusetts cannabis landscape.

We are proposing to turn 8 Elm Street into our company's manufacturing hub, servicing the product needs of all of our retail locations.

We look forward to the opportunity to meet and review our proposal submission in detail. In the interim, if you have any questions or require any additional information, please contact us.

Regards,

ASPEN BLUE


Patrick Casey

President, Chief Executive Officer

401-633-4984



Matthew Wilkes

Vice President, Business Operations

401-286-2119

GOVERNMENT LETTER

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01

ABOUT ASPENBLUE

Our Mission is to operate premier marijuana retail, cultivation, and manufacturing facilities that provide our customers with superior service and distinguished brands of flower, marijuana-infused products and extracts.

COMPANY OVERVIEW

ASPEN BLUE is a vertically-integrated cannabis company founded and managed by experienced, successful cannabis operators from around the country. Our best-in-class professionals are intimately familiar with the MA cannabis landscape.

Aspen Blue has several distinct competitive advantages over most other MA cannabis start-ups:

COO Nick Salvadore is a proven industry professional. His Rhode Island grow facility (STJ, d/b/a Fire Ganja) is one of only a handful of independent, wholesale cultivation facilities successfully and profitably selling product in the constrained RI market.

CEO/President Patrick Casey has successfully licensed numerous cannabis facilities in MA. He is intimately familiar with the regulatory process and has supervised the design and build-out of grow facilities and retail stores.

Aspen Blue has chosen Creative Environment Corp. (CEC), one of the industry's most experienced engineering firms, to "value-engineer" its cultivation and manufacturing facilities in accordance with the highest processing, energy efficiency and quality standards. CEC is on the leading edge of cannabis engineering and design, whose capabilities will help Aspen Blue to minimize start-up timelines and maximize canopy yield. WWW.CEC-ENGINEERING.COM

Aspen Blue has chosen Valiant-America, a national leader in cannabis facility construction, to build-out all of its Massachusetts facilities. WWW.VALIANT-AMERICA.COM

FINANCIAL STABILITY



Damiano & Company

Certified Public Accountants

November 9, 2020

Town of Wareham
Town Administrator
Memorial Town Hall
54 Marion Road
Wareham, MA 02571

Re: Aspen Blue, LLC / Wareham Steel Building RFP

To The Town Administrator:

We handle monthly accounting and reporting for Aspen Blue, LLC and its affiliates. The company has substantial balance sheet equity (over \$939,000) and minimal debt, with more than adequate cash on for its MA cannabis initiatives. It is presently funding construction of its Cape Cod store with cash.

Regards,

Steven Damiano CPA

Steven Damiano, CPA

200 Centerville Road ~ Suite #1 ~ Warwick, RI 02886 ~ 401.942.4000 ~ www.damianocpa.com

EXECUTIVE MANAGEMENT TEAM

The Aspen Blue team is composed of diverse, experienced individuals with demonstrated success in both cannabis and the corporate sector.

PATRICK CASEY

President, Chief Executive Officer

Patrick Casey III has spent much of the last 18 months appearing before numerous cities and towns in the Commonwealth, licensing adult-use stores for two separate cannabis companies and planning all phases of development and construction for one large retail store. In the course of these efforts, he has become an expert in the highly-nuanced and often conflicting regulatory demands of various cities and towns and his reputation for candor and knowledge have been instrumental in securing entitlements. Previously, as the Sr. VP for a boutique finance firm, Mr. Casey helped finance several cannabis-related businesses in New England before founding Aspen Blue with Mr. Salvatore & Ms. Moniz.

NICHOLAS SALVADORE

Chief Operating Officer

Nicholas Salvatore founded STJ, LLC (dba Fire Ganja), a Class B, state licensed, RI based medical marijuana cultivation, manufacturing, & packaging facility, serving as its CEO for 3 years. In his time as CEO, Mr. Salvatore worked closely with representatives of his local dispensaries to develop new products not offered in the market, as well as post production marketing strategies. Part of the marketing effort was educating dispensary personnel on the product uses, lineage, and manufacturing processes, as well as customer education/sales techniques. Mr. Salvatore has extensive industry experience and industry connections in all aspects of the marijuana industry. STJ, LLC is one of the few stand-alone cultivators selling profitably in the constrained Rhode Island market. Mr. Salvatore is a founding member of Aspen Blue, LLC.

MATTHEW WILKES

VP, Business Operations

Mr. Wilkes, an accountant by trade, has worked as a Senior Accountant in the private sector and, more recently, as a Senior Auditor for the RI National Guard. He has the experience and expertise necessary to coordinate the complicated licensing and compliance requirements of the cannabis industry, with respect to both government and banking. Mr. Wilkes joined Aspen full-time in mid-2019, and has managed all business operations.

JILL MONIZ

VP, Community Relations

Ms. Moniz is a graduate of Brown University (B.A., History of Art & Architecture, 2004). From 2005 to 2012, Jill wore a variety of hats at Amos House (Providence, RI), one of the region's best known non-profit social services agencies focused on assisting people released from prison. She served as a development officer, web content manager, and VP of Marketing and Communications for the organization's Social Enterprise Division. She successfully opened Amos House's non-profit restaurant (which doubly served as a training facility for Amos House residents) after overseeing its design and construction and securing financing for the organization's acquisition of the underlying premises. Her interest in the legalization of recreational marijuana was sparked from her seeing large numbers of Amos House residents struggle to re-enter the community after serving substantial prison time for possession offenses. Ms. Moniz is a founding member of Aspen Blue, LLC.

EXECUTIVE MANAGEMENT TEAM (CONTINUED)

ANDREW WILKES Chief Financial Officer (Interim)

Mr. Wilkes started his career in accounting as an auditor for a Big 4 CPA firm, and formed his own recruiting company in 1990, focusing on the financial sectors. For the past 20 years, he has served as CFO and CEO of a multi-state employment agency with over 1,000 employees, which has experienced top line growth virtually every year. He is a prudent and successful investor, in a wide range of fields including real estate and cannabis. Mr. Wilkes holds a BS degree (Business Administration) from Bryant College, where he graduated Magna Cum Laude, and is a member of Aspen Blue, LLC.

RUSS ADAMS VP, IT/Security

Mr. Adams spent two decades as the Director of Security Operations at Foxwoods Resort Casino, where he was responsible for 600 employees and a \$30 million budget. His scope of duties at Foxwoods included both physical security and digital/electronic security encompassing communications, information technology, video surveillance and integrated alarm systems. He retired from Foxwoods after 20 years and performed security consulting for area universities and businesses, while also serving as a civilian employee within the Warwick Police Department where he managed background investigations.

ZACHARY CATTAN Director of Extraction

With a Bachelor's degree in Science, Engineering from the University of Vermont, Zachary Cattan will direct and oversee the extraction and manufacturing process for Aspen Blue. Mr. Cattan is one of most respected extraction experts in the industry. After serving as Project Manager and Extraction Lab Director for Revolutionary Clinics (Fitchburg, MA), Mr. Cattan now manages the design, build-out and start-up of new facilities for select cannabis operators and will take on the role of Director of Extraction for Aspen Blue. His team has distilled oil and created thousands of products for medical/adult use.

MARCY LEVENTHAL Products and Compliance Advisor

A 20 year veteran of the regulated marijuana industry and co-owner of a manufacturing license in Sacramento, CA, IMJ, Partners, Inc., Marcy will provide strategic guidance to Aspen Blue. Her extensive knowledge of the process for creating and branding manufactured products, the requisite data capture and compliance will help steer production goals and procedural plans for the Aspen Blue manufacturing facility.

RACHEL CROSS VP, Retail Operations

Ms. Cross joined Aspen Blue in March 2020, after having spent 2 years as Regional Manager for a Canadian cannabis company entering the Massachusetts market. Prior to that, she spent several years in Colorado as the General Manager and Senior Sales Consultant for a well-known medical and recreational marijuana retailer. She will initially be responsible for coordinating all store openings, eventually supervising day-to-day operations at Aspen's three stores.

JULIO VASQUEZ VP, Retail Operations

Mr. Vasquez began his career in the marijuana industry at Thomas C. Slater Compassion Center as a curer 4 years ago, quickly rising to Manager of Packaging and Labeling, and then Inventory Manager. His weekly responsibilities include packaging in compliance with state regulations, procurement and maintaining relations with vendors, management of sales team, product tracking, internal liaison between departments, training of sales floor and inventory personnel, and product inspection for health/safety. Mr. Vasquez held many consultations with patients where he advised them on the differences of effects from various methods of consumption, and his focus at Aspen will be inventory management.

RELEVANT PROJECT EXPERIENCE

ATTLEBORO (BRISTOL COUNTY)

Adult-Use Retail Store

The Attleboro store is a 3,000 sf building under construction, located on the same land as a planned cultivation and manufacturing facility, via a long-term ground lease. The provisional license from the Cannabis Control Commission was recently issued. The store should be open for business in the Spring of 2021, and is expected to generate \$20± million in annual sales.



MASHPEE (CAPE COD)

Cultivation and Manufacturing Facility

Aspen is acquiring a 8,000 sf modern industrial building in Mashpee, Cape Cod's busiest commercial hub; the agreement is contingent upon securing all municipal entitlements for a cultivation facility. The Town is extremely supportive of this initiative. The municipal entitlement process should be completed by year-end; build-out will then commence with both completion and a provisional license from the CCC expected in Q2 2021. This facility should be generating product by the end of 2021, yielding 3,600 lbs of flower annually.



WELLFLEET

Adult-Use Retail Store

Aspen Blue's Wellfleet store is located on heavily-travelled Route 6, in 3,300 sf of space adjacent to a Dunkin Donuts on a corner lot. The premises lease has been executed with a lease term (w/ options) of 20 years. Barring any setbacks, Aspen is scheduled to receive a provisional license from the CCC on November 19, 2020.



COMPANY REFERENCES

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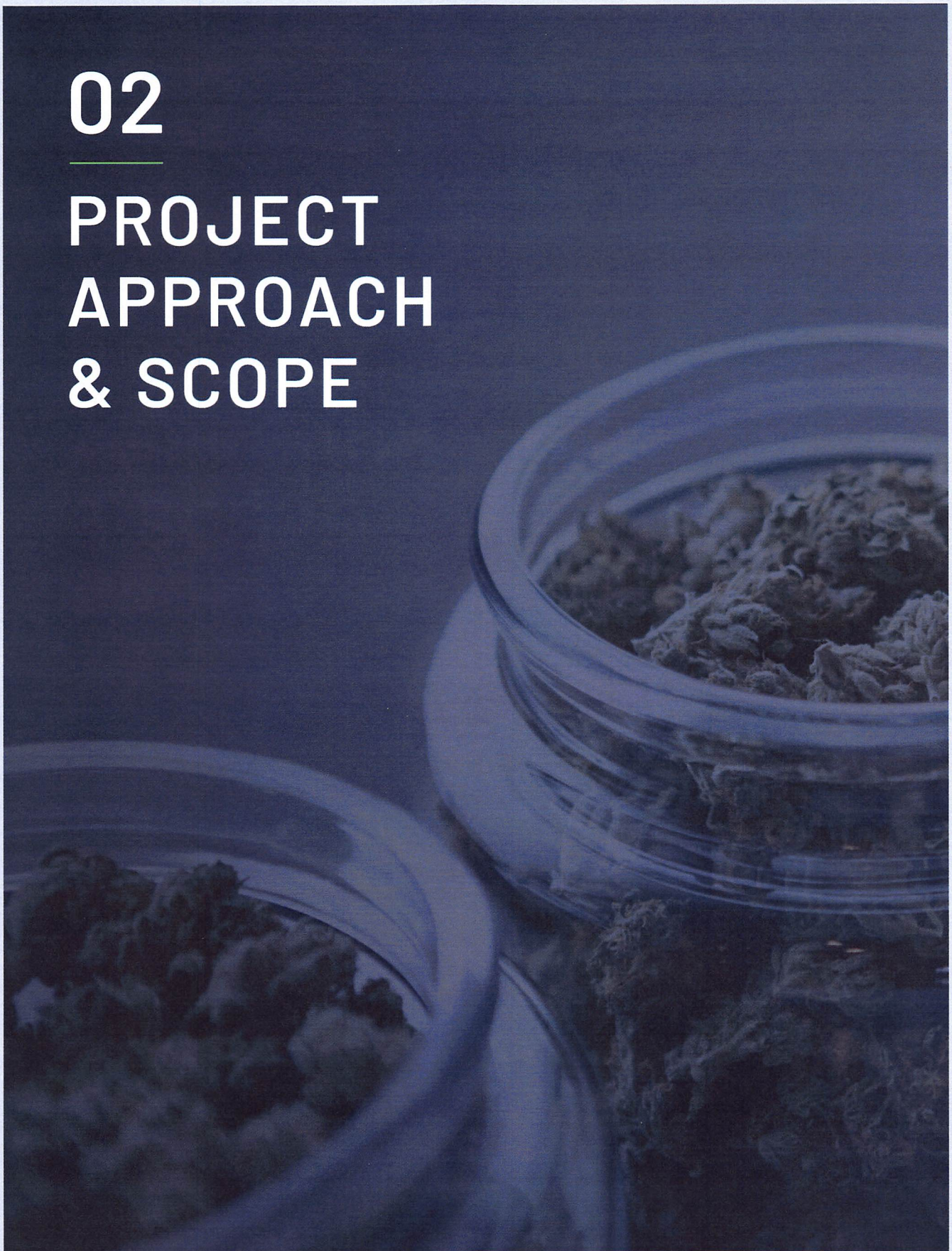
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Additional references available upon request.



02

PROJECT
APPROACH
& SCOPE



OUR APPROACH & OVERVIEW



Aspen Blue will run vertical operations in Massachusetts, cultivating, producing and selling the finest products produced in the Commonwealth. In Wareham, Aspen Blue will manufacture the best quality cannabis extractions and cannabis products utilizing time-tested manufacturing techniques, top-of-the-line extraction and manufacturing equipment, experienced operators, and compliant procedures.

The company will operate with the intention of producing and distributing safe, pure, accessibly priced cannabis medicated and adult-use products to Commonwealth customers.

LONG-TERM BUSINESS OBJECTIVES

Through the success of its vertical marijuana operations, Aspen Blue will utilize its operating experience and business acumen in the Northeastern region of the United States to create a nationally acclaimed brand of marijuana and marijuana products.

Aspen Blue will cultivate marijuana, produce marijuana infused products, sell them at its dispensary operations, and distribute the products for sale at strategic partner retail facilities located outside the geographical areas of its internal facilities.

In Wareham, Aspen Blue will manufacture the best quality cannabis extractions and cannabis products utilizing time-tested manufacturing techniques, top-of-the-line extraction and manufacturing equipment, experienced operators, and compliant procedures.

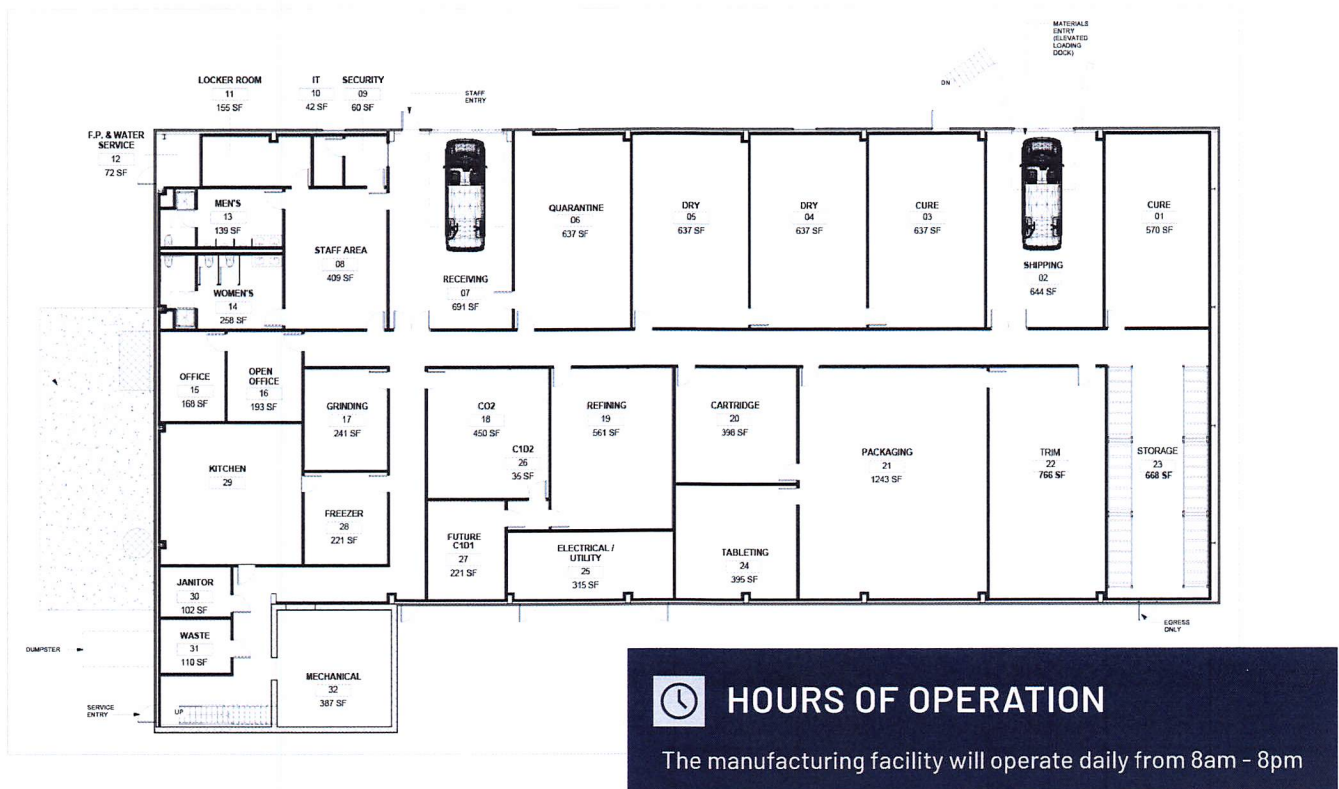
SITE MANAGER

Frank Zaino Project Engineer

As Site Manager, Mr. Zaino will be responsible for daily operations at 8 Elm Street. Frank is a third-generation builder and engineer who has designed and advised several hundred million dollars in fast-track projects. Consulting on cannabis projects in Massachusetts, Rhode Island, Florida, Michigan, Texas, New Jersey, Ohio, Georgia, Maine, and Pennsylvania. Mr. Zaino has amassed over 2.75 million square feet of cannabis facilities with a range of experience from dispensaries, indoor and outdoor cultivation facilities, manufacturing, and extraction. Mr. Zaino has gained a reputation throughout the cannabis industry to challenge conventional design models and develop innovative, energy-efficient, and cost-efficient solutions. In these efforts, he has become an expert in the highly-nuanced, often conflicting regulatory demands of various cities and towns. His reputation for honesty and knowledge has been instrumental in driving client success in a highly competitive market sector.

FACILITY

The following is a preliminary facility plan for the space at 8 Elm Street. Additionally, the facade of the facility will be modified to match the aesthetic of the future Tremont Nail development.





PRODUCTS AND SERVICES

Aspen Blue will use marijuana of the highest quality at its state-of-the-art manufacturing facility to create extractions and manufactured products in accordance with state mandated Good Manufacturing Practices (GMPs). Services will include educational product training to all entities that purchase Aspen Blue products.

EXTRACTIONS

These products are created using CO2 to extract cannabinoids such as THC and CBD. Cannabinoids are the medicinally therapeutic and beneficial compounds found in the plant. This allows for more controlled formulations and higher cannabinoid levels than those traditionally found in raw flowers.

WAX: extraction that yields crystallized molecules, softer in texture and opaque in appearance

BUDDER: generally made using an CO2 extraction process; it is sticky and smooth with a high moisture content.

CRUMBLE OR HONEYCOMB: crumbly and dry, low moisture content wax.

SHATTER: extraction which yields undisturbed molecules, harder in texture and a glass-like transparency ranging from yellow to dark amber.

OIL: extraction which yields undisturbed molecules, liquid in texture and a glass-like transparency ranging from yellow to dark amber.

LIVE RESIN: Fresh, frozen whole cannabis flowers that have not been subject to any drying or curing, yield this extraction which is more robust in flavor and generally yellow and crystalline in appearance.

SOLVENTLESS EXTRACTIONS

These products are created without using hydrocarbon solvents to extract the chemical compounds (THC, CBD) of the plant. This allows for more controlled formulations and higher cannabinoid levels than those traditionally found in flowers, along with zero residual solvents present.

CLEAR CONCENTRATE: an extraction technique for decarboxylated cannabinoids using fractional distillation. It is extremely pure and offers a very pleasant, smooth and enjoyable vapor that is often enhanced with reintroduced fruit terpenes.

ROSIN: an extraction technique that separates trichomes from cannabis using heat and pressure.

OUR APPROACH & OVERVIEW



PRODUCTS & SERVICES *(CONTINUED)*

MANUFACTURED PRODUCTS

These products will be infused with cannabis and will feature various dosages, which will be clearly labeled on the packaging.

OIL VAPORIZER CARTRIDGES: Vaporizers and other devices that allow patients to easily inhale medicinal vapor from cannabis flower or concentrated oils have become popular options for medicating. In addition to desktop vaporizers like the G-Pen System and the classic Volcano, smaller, more discreet vaporizer pens that use disposable oil cartridges have begun to dominate the market.

TOPICALS: Marijuana infused lotions, balms, oils, salves or patches that are absorbed through the skin and provide localized relief to areas of the body where they are applied. Most topicals (excluding transdermal patches) do not typically reach the bloodstream and in most cases, do not yield any sort of psychoactive effect.

TINCTURES AND EXTRACTS: Stable food grade CO₂ based infusions (i.e. olive oil, coconut oil, or similar product) that are ingested orally or absorbed sublingually. They can be easily formulated to contain particular cannabinoid profiles to allow patients maximum control over dosing and symptom relief. Tinctures offered will include, but not be limited to, 1:1 CBD/THC ratio, 2:1 CBD/THC ratio, 3:1 CBD/THC ratio, 1:2 CBD/THC ratio, 1:3 CBD/THC, 1:20 CBD/THC ratio and 20:1 CBD/THC ratios.

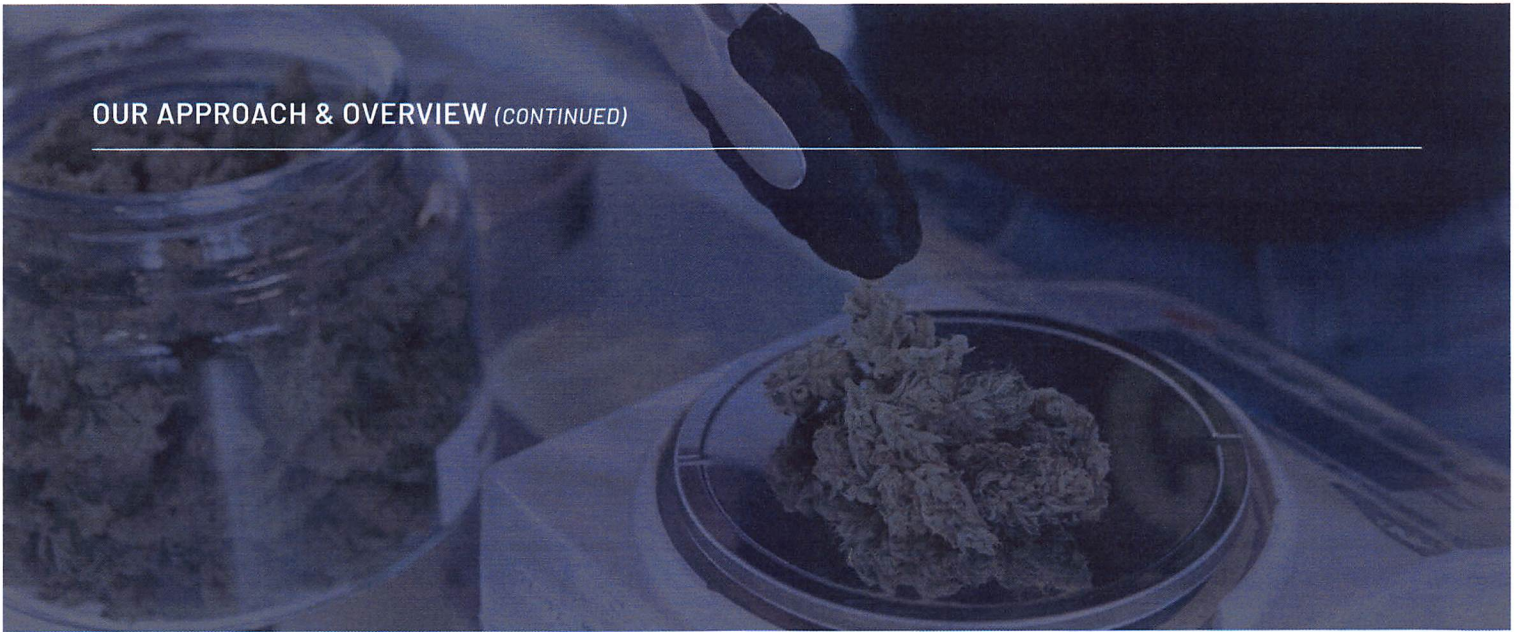
CAPSULES, TABLETS AND LIQUIDS: Infused capsules, tablets and liquids that contain decarboxylated cannabis extract, which is digested and absorbed into the bloodstream through the digestive tract. This is because they are common and long-established forms of medications that many patients will be accustomed to and comfortable taking given their experience with traditional pharmaceuticals.

EDUCATION AND INFORMATION SERVICES

In addition to thorough training of all licensed Aspen Blue employees, the company will also offer educational services to dispensaries and provide them with a plethora of informational materials. Aspen Blue will coach dispensary retail staff to ensure they have knowledge about the company's extraction and processing procedures and the company's complete product line.

Licensed retail entities will have a direct contact number for Aspen Blue, so they can ask questions relating to storage, dosage, ingredients, and other specifics about Aspen Blue products. This will allow dispensary employees to understand Aspen Blue's products to the degree that they are comfortable speaking about the products to customers.

Aspen Blue will also create educational materials about its marijuana products, including which products and cannabinoid ratios are best suited for specific conditions or desired effects.



SUPPLY & DISTRIBUTION

The company plans to enter into a Host Community Agreement with the Town of Wareham to operate a manufacturing facility and produce top-tier products. The source material for extraction will come primarily from internally produced marijuana from Aspen Blue's two cultivation facilities in proximity to Wareham. The finished marijuana extractions and products will supply its licensed retail facilities and other licensed entities across the Commonwealth. Additionally, Aspen Blue will obtain a Special Permit from the Town of Wareham to operate its manufacturing facility. When Aspen Blue obtains full approval from the Town of Wareham, it will submit to the Massachusetts Cannabis Control Commission for licensure at the state level.

Aspen Blue Wareham will specialize in producing several specific types of manufactured marijuana products that will allow the company to optimize efficiency and production. This model allows the company to maintain complete quality control on all internally produced marijuana products.

From a production standpoint, the company's main obligation will be to successfully meet the demand of its own retail facilities and other licensed Commonwealth facilities, so there is a sufficient supply of products available for customers throughout the state. By selecting equipment that can process an abundance of biomass and manufacturing equipment that automates a substantial amount of work during the manufacturing process, Aspen Blue will ensure its production output meets customer demand.

DELIVERIES

Deliveries will be received at the Receiving dock, which will be protected by a sally port that would only be utilized if the vehicle was too large to enter into the building. All intake will be conducted and verified in a separate area prior to being added to the Aspen Blue general inventory. All shipments will adhere to strict chain-of-custody protocols and will be loaded indoors in the shipping area, into smaller "sprinter" like vehicles. Any transfers of cannabis will be overseen by the security supervisor on duty.



SECURITY

Aspen Blue prioritizes the health and safety of its employees and the customers who consume its products above all else. Interior and exterior video surveillance cameras will provide 24-hour surveillance with the ability to capture still images, offer complete 360-degree coverage, and record all activity in and around the facility. The facility's security will meet and exceed all requirements established by the Commonwealth of Massachusetts and the Commonwealth Cannabis Commission. No one will be able to gain access to the production facility without first passing through a secure lobby area. This lobby will be the only portion of either facility that is not a restricted access area.

Other than maintenance, utility and emergency workers or Commonwealth regulators, there will be no other permitted visitors. Permitted visitors must wait in the lobby until the appropriate employee is available to escort them into the required area of access. Approved visitors will be required to submit copies of their identification and their details will be entered in a Visitor Log. All visitors will be required to sign in to and out of the Visitor Log. The visitor log will be maintained for review.

Only employees possessing a valid working badge will be allowed by the Security Guard to pass through a secure electronically locked door and enter the restricted access area. Key card tracking will record facility personnel access by door and date/time. Employees will only be given electronic key card permission to enter areas necessary (that are job specific) to complete their required duties.

While the company will make every effort to prevent any theft or diversion through robust auditing, video surveillance and recordkeeping procedures, employees will be trained to put their personal safety first. The alarm system will be integrated with panic buttons and a duress alarm code to be used in the event of an emergency. Panic buttons will be placed strategically throughout the facility with greater concentrations in sensitive areas. All employees will receive in-service training outlining what is expected from them regarding possible theft, robbery, fire and other emergency situations.

Interior cameras will provide 24-hour video surveillance and record all activities inside each facility at all times. A security and alarm company will be capable of monitoring all live and archived video feeds if necessary and be able to alert the police in case of an emergency.

Surveillance recording equipment will be housed in a designated, locked and secure room. All surveillance recordings will be kept on-site in the locked and secure room for a minimum of 90 days in a format that can be easily accessed for viewing, beyond what is required by law. A security log-book will be stored in this room, identifying all high-level authorized personnel, emergency contact information, and security equipment maintenance logs. The security supervisor will perform daily inspections of the facility to ensure all lights, locks and doors are in good working order.



DATA SECURITY

The company will utilize an industry specific business management platform in conjunction with other programs such as Microsoft Office, QuickBooks and others deemed appropriate. These systems will enable the company to automate procedures and record all relevant data, while reducing the potential for human errors.

Aspen Blue will operate transparently, through the use of a data management system (DMS). Not only will DMS reports provide a complete digital overview of the company, they will also act as a communication and planning tool. These systems will allow the company to identify operational strengths and weaknesses through various reports, such as revenue reports, inventory reports, employee performance records, extraction and manufacturing reports, customer data, etc. This data will help the company improve its business processes and operations.

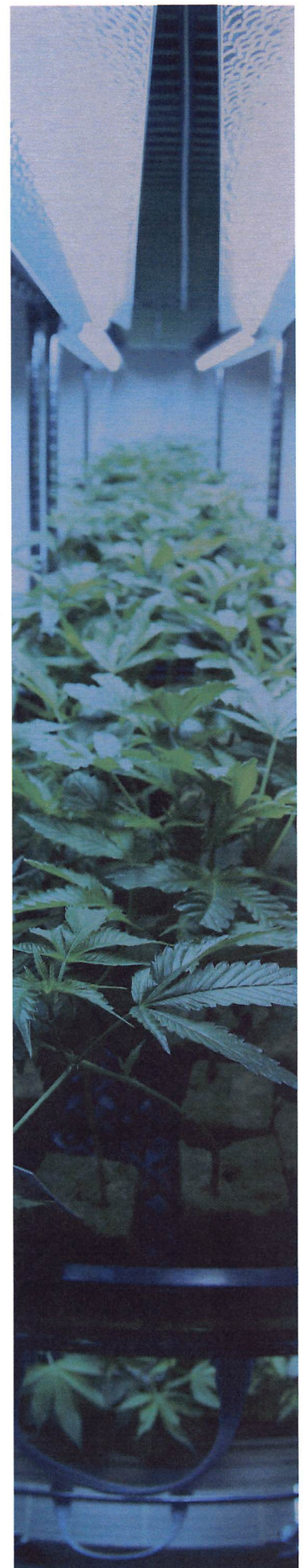
The company will select a comprehensive cloud-based inventory & information management system which has demonstrated success with legal marijuana businesses and bank-level encryption. The business management platform will offer the company intuitive tools for the management of raw materials, product testing, production costs, and task delegation to easily handle extraction, manufacturing, packaging and distribution. The platform will perform multiple functions for the company, including production costing, employee & task scheduling, state compliant labeling, state compliance reporting & integration, integrated test results, time clock, multi-location support, and custom reporting. It will also communicate directly with METRC, the state-required tracking system.



FINANCIAL CONSIDERATIONS

Aspen Blue has considerable experience working with municipalities. In addition to lease payments, the Town of Wareham will receive 3% of Aspen's gross revenues from this manufacturing facility. Aspen Blue Wareham's projected annual revenues are \$8,040,000. Therefore, the Town of Wareham would receive \$241,200 annually to be used at the municipalities discretion in addition to its lease payments. Additionally, Aspen Blue will donate \$25,000 to local charitable organizations, selected in conjunction with the town, that directly benefit the Wareham community.

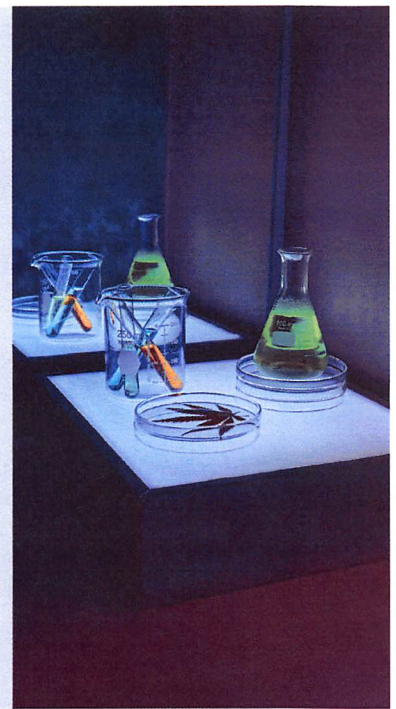
Additional financial details available upon request.



OUR SCOPE OF SERVICES

The company's manufacturing practices, policies, and procedures have been developed to ensure the safe, compliant production and sale of manufactured medical marijuana goods to dispensaries in the Commonwealth of Massachusetts.

Aspen Blue trains all employees in accordance with Commonwealth employee training requirements, to follow these internally developed procedures for intake, production, storage, and sale of manufactured marijuana goods. Trainings are administered as part of the onboarding process for new employees, and also quarterly, or when procedures are changed as a result of new regulations or opportunities for added efficiency.



CURRENT GOOD MANUFACTURING PRACTICES (CGMP)

MANUFACTURING ENVIRONMENT

All necessary precautions will be taken during the processing, manufacture, and packaging of medical marijuana products to prevent contamination of product constituents, packaging materials, and infused products. **These safeguards include, but are not limited to:**

- Cleaning and sanitizing equipment, containers, and other contact surfaces;
- Controlling airborne contamination;
- Using sanitary handling procedures;
- Washing or cleaning constituents that contain soil or other contaminants;
- Using quality water;
- Performing chemical, microbiological, or other testing, as necessary to prevent the use of contaminated medical marijuana in infused products;
- Sterilizing, pasteurizing, freezing, refrigerating, heating, pressurizing, controlling hydrogen-ion concentration (pH), controlling humidity, controlling water activity (aw), or using any other effective means to remove, destroy, or prevent the growth of microorganisms and prevent decomposition;
- Storing constituents, in-process materials, and medical marijuana products appropriately to prevent contamination and adulteration;
- Preventing cross-contamination and mix-ups between contaminated items and clean items; and
- Using effective measures to protect medical marijuana products against adulteration by plastic, glass, metal, or other foreign materials when at risk due to processing equipment or materials.

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

MANUFACTURING AREAS

The manufacturing area is suitable in size, design, and construction for safe manufacturing operations. The Director of Manufacturing shall not permit any operation in the department that is unsafe or unsuitable for the facility. Operations will have sufficient space as to promote safe and orderly processes and prevent constituent mix-ups. If a condition exists that prohibits the safe and sanitary manufacturing of medical marijuana products, the Director of Manufacturing, in his or her discretion may suspend manufacturing operations until resolved.

ENVIRONMENTAL CONTROLS

The company will provide adequate ventilation equipment such as filters, fans, exhausts, dust collection, and other air-blowing equipment, that minimizes odors, dust, and vapors (including steam and noxious fumes) in areas where they may contaminate product constituents or contact surfaces. Manufacturing Associates must utilize equipment that controls temperature, humidity, and/or microorganisms as necessary to ensure the quality of the medical marijuana product.

DAILY WALK THROUGH INSPECTIONS

The Director of Manufacturing or designee will visually inspect all manufacturing areas daily to identify potential hazards. **The inspection shall cover at a minimum an assessment of the condition of:**

- Floors, walls, and ceilings must be clean and in good repair;
- Fixtures, ducts, and pipes must not contaminate product constituents or contact surfaces by dripping, other leakage, or condensation;
- Aisles or working spaces between equipment must be adequately unobstructed and permit all persons to work and protect against contamination of constituents, contact surfaces, and garments.

SANITATION REQUIREMENTS

The company will provide adequate ventilation equipment such as filters, fans, exhausts, dust collection, and other air-blowing equipment, that minimizes odors, dust, and vapors (including steam and noxious fumes) in areas where they may contaminate product constituents or contact surfaces. Manufacturing Associates must utilize equipment that controls temperature, humidity, and/or microorganisms as necessary to ensure the quality of the medical marijuana product.

UV sterilization door strips and dip tanks will be installed in critical locations throughout the manufacturing facility. Frequent hand-washing is necessary in all manufacturing activities and must be enforced by the Director of Manufacturing. Employees that do not comply with hand-washing requirements may be terminated.

OUR SCOPE OF SERVICES

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

MANUFACTURING EMPLOYEE TRAINING

All manufacturing employees will receive standard company training, as well as training specific to the department and their work functions, including food handling. Training shall be provided by the Director of Manufacturing and outside providers as necessary according to the requirements determined in the staffing and training plan.

PERSONNEL SAFETY

The Director of Manufacturing is responsible for the implementation of policies and procedures to protect personnel in all operations and will provide personnel with adequate safety training to comply with these policies. Such policies are similar to personnel safety policies in comparable industries, such as food manufacturers, including:

- Employee accident reporting and investigation policies;
- Fire prevention and response plans;
- Materials handling and hazard communications policies; and
- Personal protective equipment policies.

The Director of Manufacturing will ensure all safety equipment needed is provided and appropriately maintained. For example, all personal protective equipment required by the SDS record for solvents and gases must be provided to an employee handling the materials and at least one emergency eye flushing station will be readily accessible to all employees handling dangerous materials. Protective clothing, including lab coats, gloves, hair nets, facial hair nets, safety goggles, and shoe covers must be worn during activities that expose employees to product, hazardous materials, and sanitized work spaces.

PREVENTION OF ADULTERATION

Maintenance schedules ensure the sanitary conditions of all manufacturing areas and all sanitation and maintenance activities will be recorded in the facility maintenance log. Every employee in the manufacturing department must adhere to the hygiene and sanitation practices detailed in company SOPs. These hygienic practices include the following:

- Use of clothing or uniforms that protect against the contamination of any constituents of a product (including medical marijuana) and any contact surface;
- Maintaining adequate personal cleanliness by washing hands thoroughly with soap (and sanitizing if necessary to protect against contamination with microorganisms):

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

- Before any work period;
 - After any break; and
 - At any other time when the hands may have become soiled or contaminated during manufacturing processes.
- No removable jewelry may be worn during work;
 - Gloves are required for handling product constituents at risk for contamination. The gloves must be of an impermeable material;
 - Hair nets, caps, beard covers, or other effective hair restraints must be used when necessary;
 - Product constituents should be stored in clean and safe conditions according to the item's needs away from employee personal effects, cleaning supplies, and other products;
 - Personal food items, chewing gum, drinking beverages, and use of tobacco products in manufacturing areas is prohibited;
 - Every employee is required to take any other precaution necessary to protect against the contamination of medical marijuana products; and
 - Every employee is required to take any precaution necessary to maintain the security of the facility, to prevent unauthorized access to controlled access areas, and to maintain strict control of all medical marijuana in storage and in-process.

EXTRACTION PRODUCT SAFETY AND TRAINING

The Director of Manufacturing is responsible for ensuring all employees are properly trained to execute all manufacturing emergency procedures. Employees directly involved with extraction equipment or processes must undergo thorough training of each emergency procedure. This includes training employees to carefully assess the situation before approaching any potential safety hazard. Each employee is required to wear the appropriate protective clothing when producing extractions or working with extraction equipment, including lab coats, protective eyewear, gloves, hair nets, and facial hair nets.

The Director of Manufacturing will post conspicuous maps indicating a safe escape route out of the facility in the event of any emergency. All employees will be trained how to properly disengage all extraction equipment in the event of an emergency.

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

HAZARDOUS MATERIALS

Cleaning compounds and sanitizing agents used in the facility will be free from microorganisms of public health significance, approved by the EPA, and be safe and adequate under the conditions of use. Cleaning compounds, sanitizing agents, chemicals, and other toxic materials will always be identified, stored, and used in a manner that protects against contamination of product constituents or contact surfaces. Hazardous materials, including butane and CO2 tanks, and toxic chemicals will not be used or stored in manufacturing areas where product constituents or contact surfaces are manufactured or exposed, unless those materials are necessary as follows:

- To maintain clean and sanitary conditions;
- For use in laboratory testing procedures, if applicable;
- For maintaining or operating the facility or equipment; or
- For use in the manufacturing operations.

MANUFACTURING PROCESS CONTROLS

The Director of Manufacturing is responsible for ensuring proper controls are applied during all manufacturing processes. He or she must ensure the proper development and maintenance of master manufacturing records and batch manufacturing records, in accordance with U.S. Food and Drug Administration guidelines set forth in Title 21 of the Code of Federal Regulations (CFR). Manufacturing records will be maintained for a minimum of three years.

MARIJUANA PRODUCT CONSTITUENTS

Constituents used in a product batch will be weighed, measured, or subdivided as appropriate for the batch according to the MPR. If a constituent is removed from the original container to another, the new container must be entered into the inventory management system identified with the following information:

1. Constituent name, and strength, key features of its form or composition, or grade if applicable;
2. Batch, lot, or control number;
3. Weight or measure in new container; and
4. Batch for which constituent was dispensed, including its product name and batch, lot, or control number, and strength, key features of its form or composition, or grade if applicable.

Each constituent must either be added to the batch by one person and verified by a second person or, if the constituents are added by automated equipment, only verified by one person.

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

CALCULATION OF YIELD

Actual yields and percentages of theoretical yield must be determined at the conclusion of each appropriate phase of manufacturing and processing. Such calculations are always performed by one person and independently verified by a second person; or, if the yield is calculated by automated equipment, may be independently verified by one person. If the percentage of theoretical yield at any process step or at the end of manufacturing falls outside the maximum or minimum percentage of theoretical yield allowed in the MPR, the manufacturing manager must conduct an investigation of the batch and determine, to the extent possible, the source of the discrepancy. The deviation must be documented, justified, and approved by the Director of Manufacturing.

PROCESS MONITORING DURING MANUFACTURING

Process specifications will be established by the Director of Manufacturing for manufacturing process parameters at or during any point, step, or stage where control is necessary to ensure the quality of the batch of medical marijuana product, and to detect any unanticipated occurrence that may result in contamination, adulteration, or a failure to meet specifications. Any deviation from the specified process parameters must be approved by the manufacturing manager, documented, and justified in the Procedure Variance Log.

MANUFACTURING FAILURES

Any unexplained occurrence or discrepancy, and any failure of the product to meet its specifications or requirements, must be documented and investigated. The investigation must extend to any related batches that may have been associated with the same specific failure, discrepancy, or problem; this may include, but is not limited to:

1. Batches of the same medical marijuana product,
2. Other batches processed on the same equipment or during the same time period, or
3. Other batches produced using the same lots of constituents or packaging constituents.

GRINDING PLANT MATERIAL

THC and strain specific materials will always be ground in separate and designated machines and at separate times to prevent the possibility of contamination. If contamination occurs, a manager should be notified so corrective action can be taken and a Corrective Action Report can be filed.

Before beginning grinding procedures, the Manufacturing Associate performing the task must sanitize the appropriate grinder in accordance with SOPs. Marijuana plant material will be ground in 5-pound increments

OUR SCOPE OF SERVICES

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

for 3 seconds to create a coarsely ground raw material. Manufacturing Associates then place the ground raw material into clean, pre-weighed extraction bags. The extraction bag must be labeled with the weight and description of material, the batch ID, the date of grinding, and the employee that performed the grinding. The seed-to-sale software and batch records are updated with the same information. Bags are then placed in the sealed "To Extract" bin until ready for extraction.

Grinding equipment, tools, work surfaces, and the floor surrounding the equipment will be thoroughly cleaned after each use by the Manufacturing Associate that performed the grinding procedure.

NON-VOLATILE EXTRACTION

Extraction must always occur at cool temperatures, ideally between 60-65 F, with negative air pressure to prevent the accumulation of vapors. Manufacturing Associates must wear safety gear during non-volatile extractions including: gloves, facemasks, hair coverings, and scrubs or a lab coat. All pressurized canisters will be secured appropriately at all times with chains securing both the top and the bottom and the utilization of safety caps, when possible.

Before beginning extraction procedures, the Manufacturing Associate performing the task must sanitize the extraction equipment and necessary tools. Manufacturing Associates will then remove the ground medical marijuana plant material from the "To Extract" bin. Two employees must verify that the correct extraction bag of plant material has been selected by verifying the batch number, strain, and weight against the batch production record. The extraction bag is then added to the extraction equipment, along with 1 gallon of CO₂ per pound of raw material.

Once the extraction is complete, Manufacturing Associates must drain the extracted oil into an appropriately labeled keg and immediately place the keg in the secure, blast proof freezer. The extracted oil must be allowed to cool in the freezer for at least 12 hours prior to further processing or manufacturing. Associates then drain the CO₂ into a clean and empty chemical waste container, label the container as CO₂ waste, and place the container in chemical waste storage for disposal. Medical marijuana plant material is also removed from the equipment, weighed and recorded, then placed in medical marijuana waste storage for disposal. Manufacturing Associates must then thoroughly clean and sanitize the equipment, tools, work surfaces, and the floor around the equipment.

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

PRECIPITATION AND FILTRATION

Precipitation and filtration must occur at cool temperatures, with the kegs remaining in the blast proof freezer and the filtration equipment remaining within the negative air pressure laboratory. Manufacturing Associates must wear safety gear during precipitation and filtration processes including: gloves, facemasks, hair coverings, and scrubs or a lab coat. All pressurized canisters will be secured appropriately at all times with chains securing both the top and the bottom and the utilization of safety caps, when possible.

Before beginning filtration procedures, the Manufacturing Associate performing the task must sanitize filtration equipment and tools. Two Manufacturing Associates must verify that the correct keg of extracted oil has been selected by verifying the batch number against the batch production record. The Associates then attach the filtration intake hose to the extracted oil keg and attach the output hose to a clean Post Filtration Collection Keg. The other end of the intake hose is attached to the filtration machine and the output hose is attached to the output nozzle of the filtration machine. CO₂ is filtered out of the extracted oil through the filtration pump, with the pure filtered product moving to the Post Filtration Collection Keg. Manufacturing Associates must record the volume of CO₂ collected, the date, and time of completion on the Filtration Log and within the seed-to-sale software. Once the process is complete, Associates must disconnect all hoses and clean the equipment, tools, work surfaces, the empty keg, and floors around the equipment.

Manufacturing Associates must then drain any CO₂ byproduct into a clean and empty chemical waste container, label the container as CO₂ waste, and place the container in chemical waste storage for disposal. Medical marijuana plant material filtered from the extracted oil is also removed from the equipment, weighed and recorded, then placed in medical marijuana waste storage for disposal.

ROTARY EVAPORATION

Manufacturing Associates must wear safety gear during evaporation procedures including: gloves, facemasks, hair coverings, and scrubs or a lab coat.

Before beginning procedures, the Manufacturing Associate performing the task must sanitize the rotary evaporator and necessary tools. Two Manufacturing Associates then verify that the correct keg of filtered extracted oil has been selected by verifying the batch number against the batch production record. The Associates will fill the reaction vessel with the oil to be evaporated. The oil is then heated and agitated to allow the CO₂ within the oil to evaporate and collect within the receiving flask. After venting the system to release pressure, Manufacturing Associates will drain the oil into sanitized, labeled, 1L mason jars. The mason jars full of oil must be placed immediately within Raw Storage. Associates will record the batch ID, date, machine used, amount of CO₂ solution used, volume of CO₂ recovered, and weight of crude oil collected in the evaporation log and within the seed-to-sale software.

CURRENT GOOD MANUFACTURING PRACTICES *(CONTINUED)*

Manufacturing Associates must then drain any CO₂ byproduct into a clean and empty chemical waste container, label the container as CO₂ waste, and place the container in chemical waste storage for disposal. All equipment, tools, work surfaces, and the floors around the equipment must be cleaned and sanitized.

SHORT PATH DISTILLATION

Manufacturing Associates must wear safety gear during the distillation process including: gloves, facemasks, hair coverings, and scrubs or a lab coat.

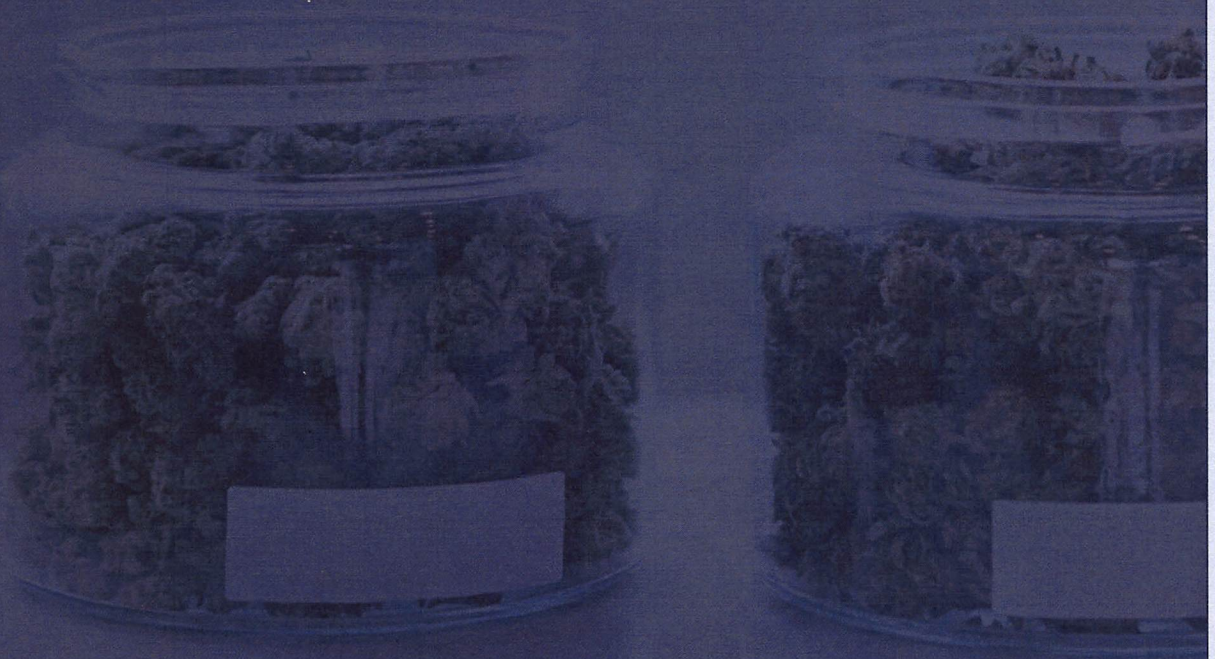
Before beginning distillation procedures, the Manufacturing Associate performing the task must sanitize the distillation equipment and tools. Manufacturing Associates will first turn on the cold trap chiller and plug in water bath pump and temperature control to allow the water bath and trap chiller to reach optimal temperature, and ensure the water bath has ample time to circulate prior to proceeding with distillation. After verifying that all glassware and tubing is connected appropriately to prevent air leaks. Two Manufacturing Associates must then verify that the correct raw oil has been selected by verifying the batch number against the batch production record. The boiling flask is then filled with the raw oil by slowly heating the oil with a heat gun on the lowest setting and pouring it through a funnel. Once the boiling flask is full, the Manufacturing Associate must start the vacuum and turn on the heating element.

The vapor temperature will rise and fall every time the heating mantle temperature is increased. When the temperature rises, the Associate must record the peak vapor temperature, heating mantle temperature, water bath temperature, time, and vacuum on the Distillation Log. Three collection flasks must be used for each distillation procedure, with each being filled with distillate from a different temperature. After each rise and fall, the Associate will increase the temperature a few degrees until the vapor temperature peaks at 150 C. Once the vapor temperature reaches 150 C, it will be allowed to continue for at least 5 minutes so that distillation may occur. When the temperature falls back down to 60 C, the second collection flask will be used and the process will be repeated but at a maximum temperature of 165 C. When the temperature falls back down to 60 C, the third collection flask will be used and the process will be repeated but at a maximum temperature of 220 C. Once the third collection flask has been allowed to run for 5 minutes and the vapor temperature has fallen back down to 60C the Manufacturing Associate must turn off the heating mantle, water bath, cold trap, and vacuum pump and allow the system to cool.

Once cooling is complete, each collection flask must be removed one at a time and emptied into a new, clean, tared, terpene fraction jar labeled with the Batch ID, date, and weight of material. The batch must then be entered into the seed-to-sale inventory management software and stored within Raw Storage. Manufacturing Associates must then clean the boiling flask, collection flasks, distillation equipment, tools, work surfaces, and the floor surrounding the equipment.

03

PRICE PROPOSAL



XIV. Form for Contract Prices

The Proposer above-mentioned declares and certifies:

1. That said proposer has carefully examined the instructions, schedules, drawings, and specifications.
2. No plea or mistake in an accepted bid shall be available to the undersigned proposer.

Proposed Rental Amounts:

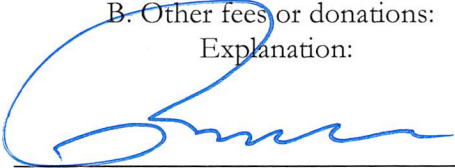
A. Proposed duration of lease: 10 years. 3-5 year option.

Monthly Rent for Steel Space Building: \$8,000 (\$8.00/per square foot)

Rent total for duration of lease: \$960,000

Total Written Amount: as noted above.

B. Other fees or donations: \$3% of gross. \$25,000 to charity
Explanation: designated by the Town of Wareham.



Signature of Authorized Representative

Patrick Casey, President/CEO

Name and Title (Print or Type)

Aspen Blue, LLC
72 Pine Street, Suite 1, Providence, RI 02903

Company Name and Address

11/10/20

Date

401-633-4984

Telephone

N/A
Fax Number

Corporate Seal Here (if applicable)

04

APPENDICES/
REQUIRED
FORMS

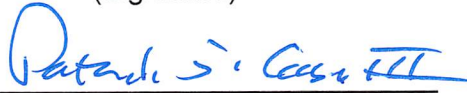
ATTACHMENT

CERTIFICATE OF NON-COLLUSION:

The undersigned certifies under penalties of perjury that this bid or proposal has been made and submitted in good faith and without collusion or fraud with any other person. As used in this certification, the word "person shall mean any natural person, business, partnership, corporation, union, committee, club, or other organization, union, committee, club, or other organization, entity, or group of individuals.



(Signature)



(Name Of Person Signing Proposal)



(Name Of Business)

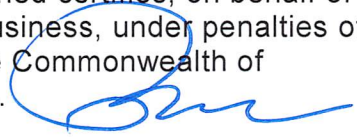


(Date)

ATTACHMENT

CERTIFICATION OF TAX COMPLIANCE:

Pursuant to M.G.L. C62C ss 49A, the undersigned certifies, on behalf of the Business and the individual members of the Business, under penalties of perjury that it has complied with all laws of The Commonwealth of Massachusetts related to the payment of taxes.



Patrick J. Casey III Name Of Person Signing Proposal

Asm Blue LLC Name of Business

84-1984766 SS No. or FID No.

ATTACHMENT

COMPLIANCE CERTIFICATIONS:

Qualifications: The Contractor represents that it is qualified to perform the services required under this contract and possesses or shall obtain all requisite licenses and permits.

Employment Security Contributions and Compulsory Workers' Compensation Insurance: Pursuant to MGL C.151A, S.19 and MGL C.152, the Contractor certifies with all laws of the Commonwealth relating to payments to the Employment Security System and all Commonwealth laws relating to required worker's compensation insurance policies.

Additional Income Disclosure: The contractor certifies that the following amounts (provide list on separate sheet if applicable) represent all income due, or to become due, to the Contractor, for services rendered to the Commonwealth, any political subdivision or public authority, during the period of this contract.



(Signature)



(Name Of Person Signing Proposal)



(Name Of Business)



(Date)

ATTACHMENT

NON-DISCRIMINATION AND AFFIRMATIVE ACTION CERTIFICATION:

The Contractor agrees to comply with all applicable Federal and State statutes, rules and regulations prohibiting discrimination in employment, including but not limited to, the Americans with Disabilities Act 42 USC 12101, 28 CFR Part 35, or as amended; 29 USC S.791 et. seq.; Executive Orders 227, 237, 246; MGL C. 151B; and MGL C. 272, S. 92A, S98 et seq., or any amendments to these provisions. Pursuant to Executive Orders 227 and 246, the Contractor is required to take affirmative actions designed to eliminate the patterns and practices of discrimination including providing written notice of its commitment to non-discrimination to any labor association with which it has an employment agreement, and to certified minority and women-owned businesses and organizations or businesses owned by individuals with disabilities. The Town of Chester shall not be liable for any costs associated with the Contractor's defense of claims of discrimination.



(Signature)

Patrick J. Casz III

(Name Of Person Signing Proposal)

Aspen Blue LLC

(Name Of Business)

11/10/20

(Date)