



Massachusetts Cannabis Control Commission

Marijuana Delivery Operator

General Information:

License Number: MD1292
Original Issued Date: 03/10/2022
Issued Date: 03/09/2023
Expiration Date: 03/10/2024

MARIJUANA DELIVERY OPERATOR PRE-CERTIFICATION NUMBER

Marijuana Delivery Operator Pre-Certification
Number:

ABOUT THE MARIJUANA DELIVERY OPERATOR LICENSEE

Business Legal Name: Gan Or LLC

Phone Number: 410-370-6330
Email Address: itscustom@hotmail.com

Business Address 1: 60 Damon Rd.
Business City: Northampton Business State: MA Business Zip Code: 01060

Business Address 2:
Mailing Address 1: 60 Damon Rd.
Mailing City: Northampton Mailing State: MA Mailing Zip Code: 01060

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

No documents uploaded

Certified Disadvantaged Business Enterprises (DBEs): Not a
DBE

SOCIAL EQUITY OR ECONOMIC EMPOWERMENT LICENSE

Social Equity or Economic Empowerment License Number: SE305335

ADDITIONAL SOCIAL EQUITY OR ECONOMIC EMPOWERMENT LICENSE NUMBERS

No records found

PERSONS HAVING DIRECT OR INDIRECT CONTROL

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 100 Percentage Of Control: 100
Role: Owner / Partner Other Role:
First Name: Ilya Middle Name: Last Name: Tunitskiy Suffix:
Gender: Male User Defined Gender:

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

Specify Race or Ethnicity: Russian Jewish

Date generated: 12/05/2023

ENTITIES HAVING DIRECT OR INDIRECT CONTROL

No records found

CAPITAL RESOURCES - INDIVIDUALS

No records found

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

Individual 1

First Name: Ilya	Last Name: Tunitskiy	Suffix:
Marijuana Establishment Name: Gan Or LLC	Business Type: Marijuana Cultivator	
Marijuana Establishment City: Northampton	Marijuana Establishment State: MA	

Individual 2

First Name: Ilya	Last Name: Tunitskiy	Suffix:
Marijuana Establishment Name: Gan OR LLC	Business Type: Marijuana Product Manufacture	
Marijuana Establishment City: Northampton	Marijuana Establishment State: MA	

MARIJUANA DELIVERY OPERATOR LICENSEE PROPERTY DETAILS

Establishment Address 1: 60 Damon Rd.	Establishment Address 2:
Establishment City: Northampton	Establishment Zip Code: 01060
Approximate square footage of the establishment: 1600	How many abutters does this property have?: 286
Have all property abutters been notified of the intent to open a Marijuana Delivery Operator Licensee at this address?: Yes	

HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan to Remain Compliant with Local Zoning	Plan to remain compliant Gan Or LLC 091721.pdf	pdf	61bf73acbf093f460253efdd	12/19/2021
Community Outreach Meeting Documentation	Abutter Labels redacted Gan OR.pdf	pdf	61bf75bb434e1f4432e3bbbb	12/19/2021
Community Outreach Meeting Documentation	COM Abutter Letter Gan Or Delivery.pdf	pdf	61bf7cc7d2f0bb446ad24c1f	12/19/2021
Community Outreach Meeting Documentation	COM Gan Or Newspaper Notice.pdf	pdf	61bf7cc9bccaf2464fd7f6b2	12/19/2021
Community Outreach Meeting Documentation	COM Town Letter Gan Or Delivery.pdf	pdf	61bf7cf712daf94439382a7f	12/19/2021
Community Outreach Meeting Documentation	COM Attestation Gan Or Delivery.pdf	pdf	61f9a018ea5b88086e770163	02/01/2022
Certification of Host Community Agreement	Gan Or Delivery Certification Form.pdf	pdf	6206b9a98d09e508d61184e2	02/11/2022

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	PIP Gan Or (2.1.22).pdf	pdf	61fadb6ee95b8c088881621a	02/02/2022

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Other Role:
First Name: Ilya Last Name: Tunitskiy Suffix:
RMD Association: Not associated with an RMD
Background Question: yes

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
DUA attestation if no employees	DUA Cert.pdf	pdf	637e876d522535000830f2b2	11/23/2022
Department of Revenue - Certificate of Good standing	Cert of GS DOR - {Gan Or} - (01.14.23).pdf	pdf	63c985aba6f09f0008584cca	01/19/2023
Secretary of Commonwealth - Certificate of Good Standing	Cert of GS SOC - {Gan Or} - (11.15.22).pdf	pdf	63c9862ba6f09f0008584eaf	01/19/2023

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Bylaws	Bylaws Gan Or LLC.pdf	pdf	61bf7f6d922a104454b6982e	12/19/2021
Articles of Organization	Cert Org Gan Or.pdf	pdf	61bf7f6f90ca3b46232e07c0	12/19/2021

Massachusetts Business Identification Number: 001505732

Doing-Business-As Name: Driving Terps

DBA Registration City: Northampton

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Gan Or Llc Business Plan.pdf	pdf	617879eb7f037d37d69b6c73	10/26/2021
Plan for Liability Insurance	Plan for Insurance Gan OR Delivery.pdf	pdf	61787aac6155aa37c4251270	10/26/2021
Proposed Timeline	Proposed Timeline - DO - {Gan Or} - (1.18.23).docx.pdf	pdf	63ca1961a6f09f00085948e7	01/19/2023

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Delivery procedures (pursuant to 935 CMR 500.145 and 935 CMR 500.146)	Delivery Procedures Wholesale Delivery 070621-converted.pdf	pdf	61787c976155aa37c425127f	10/26/2021
Dispensing procedures	Dispensing Procedures - 070621.pdf	pdf	61787c99d8c16731dcbdc20a	10/26/2021
Energy Compliance Plan	Energy Efficiency and Conservation 070621-converted.pdf	pdf	61787c9a51c4da37cbfb3868	10/26/2021
Inventory procedures	Inventory Procedures - Delivery - 082421.pdf	pdf	61787c9b3982c731eb1c31fb	10/26/2021
Maintenance of financial records	Maintaining Financial Records - Delivery - 070621 (1)-converted.pdf	pdf	61787c9d44662a31f288cbb4	10/26/2021
Personnel policies	Personnel Policies - Delivery - 082421.pdf	pdf	61787ce8084df83201bf6087	10/26/2021
A plan to obtain marijuana and marijuana products	Plan for obtaining marijuana products Delivery.pdf	pdf	61787ce8703abe37a3aaf97f	10/26/2021
A detailed plan for White Labeling	Plan for White Labeling 070621-converted.pdf	pdf	61787ce986cf8531b41a02f3	10/26/2021
Prevention of diversion	Prevention of Diversion - Delivery - 070621-converted.pdf	pdf	61787ceabd22c2379112d22a	10/26/2021
Qualifications and training	Qualification and training - Delivery - 070621-converted.pdf	pdf	61787ceb5ca77d31bb6af253	10/26/2021
Quality control and testing procedures	Quality Control and Testing - Delivery only - 070621-converted.pdf	pdf	61787d01e3155f31cafc951a	10/26/2021
Record-keeping procedures	Recordkeeping Procedures - Delivery - 070621 (1)-converted.pdf	pdf	61787d027c9a0537aea469d8	10/26/2021
Security plan	Security Plan - Delivery - 070621-converted.pdf	pdf	61787d04d5b18b31d5991476	10/26/2021
Storage of marijuana	Storage Plan - Delivery - 070621-converted.pdf	pdf	61787d056155aa37c4251283	10/26/2021
Transportation of marijuana	Transportation Plan - Delivery - 070621-converted.pdf	pdf	61787d06d8c16731dcbdc20e	10/26/2021

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Gan Or LLC is not open, and it has been a difficult journey, but I am proud of our work in making a Positive Impact on others seeking to enter the industry.

RE: Gan Or LLC
PIP Renewal Report

This serves as a summary of the Positive Impact Plan (PIP) for 2021-2022 licensing period for Gan Or LLC. Upper Echelon Cultivation LLC, an SE Applicant, has recently received a deemed complete with their license application and therefore was ready to move on with the next stage of the provisional license process. We were able to provide pro bono services to Juana Martinez and her grow consultant Chris Renaudette at Upper Echelon Cultivation LLC by consulting them through the build-out process for their proposed Marijuana Microbusiness.

Ilya Tunitskiy, owner of Gan Or LLC, shared expertise in a variety of areas including but not limited to HVAC, electrical work, and planning the general build-out process for their establishment. This service was carried out via several exchanges of emails and google meet sessions as shown in our PIP documentation. Overall, over 20+ hours of consulting were provided to Upper Echelon Cultivation LLC regarding the overall build-out of their establishment.

The PIP achieved its goal by working with one SE applicant and having a direct beneficial impact to future entrepreneurs. Trades companies would typically bill an applicant in excess of \$10,000 to obtain the services rendered.

Attached below are emails discussions as reference to the on-site, phone, text, and other correspondence related to the PIP.

COMPLIANCE WITH DIVERSITY PLAN Diversity Progress or Success 1

Description of Progress or Success: I am basically a one-man show trying to get my small operation up and running. I have no employees, however, I am doing the work myself (does it could that I am hiring me, a Social Equity applicant? Kidding!)

I do hire workers however and I am committed to hiring minorities as I have done in my construction business for many years. I have hired 3-4 minority subcontractor laborers to help with construction.

HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 9:00 PM
Tuesday From: 8:00 AM	Tuesday To: 9:00 PM
Wednesday From: 8:00 AM	Wednesday To: 9:00 PM
Thursday From: 8:00 AM	Thursday To: 9:00 PM
Friday From: 8:00 AM	Friday To: 9:00 PM
Saturday From: 8:00 AM	Saturday To: 9:00 PM
Sunday From: 8:00 AM	Sunday To: 9:00 PM

ATTESTATIONS

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

I understand that the regulations stated above require an applicant for licensure to list all Persons and Entities Having Direct or Indirect Control over the Marijuana Delivery Operator Licensee and a list of all persons or entities contributing 10% or more of the initial capital to operate the Marijuana Delivery Operator Licensee including capital that is in the form of land or buildings.:

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

Notification:

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

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

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

AGREEMENTS WITH THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER No records found

THIRD-PARTY TECHNOLOGY PLATFORM PROVIDER DOCUMENTATION No documents uploaded

Gan Or LLC, Northampton; Plan to Remain Compliant with Local Zoning:

Gan Or LLC is located in the Industrial-zoned district of the City of Northampton and attests that it will, remain compliant with all local zoning requirements, including but not limited to the following sections of the Northampton Zoning Bylaw:

Building Regulations, Chapter 145, Articles I-IV, sections § 145-16-30

Building, Electrical, and Plumbing, Signage § 350-7

Extension and alteration § 350-9.2 A.

Off-Street parking requirements, § 350-8.1

Although cannabis facilities are allowed by-right, **which means no special permit is required**, the site does require site plan review, storm water management, and compliance with all buffer zone, wetland, sewer, and waste water compliance requirements.

The duration of the permits are unlimited until a change of use and a new building permit is secured at the location. No other provisions are stipulated locally.

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NORT		NOR		NO	50
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80 DA		PO B		80	7
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Gan Or LLC
60 Damon Rd.
Northampton, MA 01060

To: Abutters within 300' of 60 Damon Rd. 01060
and Northampton City Clerk

Nov 05, 2021

Dear Abutters and City of Northampton,

Gan Or LLC is giving notice of a Community Outreach Meeting on Nov 29th, 2021, 5:15pm at 60 Damon Rd. 01060, our proposed site, to add a Delivery operator license to cultivation/manufacturing. It will not change the previous plans for the site. There will be an opportunity for the public to ask questions at the meeting. Please email questions to Ilya at itscustom@hotmail.com

Sincerely,



Ilya Tunitskiy
Owner/Operator

TODAY IN HISTORY

The Associated Press
TODAY is Thursday, Nov. 11, the 315th day of 2021. There are 50 days left in the year. Today is Veterans Day.

TODAY'S HIGHLIGHT IN HISTORY:
ON Nov. 11, 1820, 41 Pilgrims aboard the Mayflower, anchored off Massachusetts, signed a compact calling for a "body politic."

ON THIS DATE:
In 1831, former slave Nat Turner, who'd led a slave uprising, was executed in Jerusalem, Virginia.

In 1918, fighting in World War I ended as the Allies and Germany signed an armistice in the Forest of Compiègne.

In 1921, the remains of an unidentified American service member were interred in a Tomb of the Unknown Soldier at Arlington National Cemetery in a ceremony presided over by President Warren G. Harding.

In 1938, Irish-born cook Mary Mallon, who'd gained notoriety as the disease-carrying "Typhoid Mary" blamed for the deaths of three people, died on North Brother Island in New York's East River at age 69 after 23 years of mandatory quarantine.

In 1942, during World War II, Germany completed its occupation of France.

In 1966, Gemini 12 blasted off on a four-day mission with astronauts James A. Lovell and Edwin "Buzz" Aldrin Jr. aboard; it was the tenth and final flight of NASA's Gemini program.

In 1972, the U.S. Army turned over its base at Long Binh to the South Vietnamese, symbolizing the end of direct U.S. military involvement in the Vietnam War.

In 1987, following the failure of two Supreme Court nominations, President Ronald Reagan announced his choice of Judge Anthony M. Kennedy, who went on to win confirmation.

In 1992, the Church of England voted to ordain women as priests.

In 1998, President Clinton ordered warships, planes and troops to the Persian Gulf as he laid out his case for a possible attack on Iran. Iran, meanwhile, showed no sign of backing down from its refusal to deal with U.N. weapons inspectors.

In 2003, in Galveston, Texas, millionaire Robert Durst was found not guilty of murdering Morris Black, an elderly neighbor who Durst

said he'd killed accidentally.

In 2004, Palestinians at home and abroad wept, waved flags and burned tires in an eruption of grief at news of the death of Yasser Arafat in Paris at age 75.

ONE YEAR AGO: Georgia's secretary of state announced an audit of presidential election results that he said would be done with a full hand tally of ballots because the margin was so tight, President-elect Joe Biden led President Donald Trump by about 14,000 votes out of nearly 5 million votes counted in the state.

Texas became the first state with more than 1 million confirmed COVID-19 cases. The U.S. marked Veterans Day with virtual gatherings and

spectator-free parades; many of the traditional ceremonies were canceled because of the surging coronavirus that had killed thousands of veterans.

TODAY'S BIRTHDAYS: Country singer Narvel Felts is 83. Former Sen. Barbara Boxer, D-Calif., is 81. Americana roots singer/songwriter Chris Smither is 77. Rock singer-musician Vince Martell (Vanilla Fudge) is 76. The president of Nicaragua, Daniel Ortega, is 76. Rock singer Jim Peterik (Ides of March, Survivor) is 71. Golfer Fuzzy Zoeller is 70. Pop singer-musician Paul Cowsill (The Cowsills) is 70. Rock singer-musician Andy Partridge (XTC) is 68. Singer Marshall Crenshaw is 68.

Rock singer Dave Alvin is 66. Rock musician Ian Craig Marsh (Human League; Heaven 17) is 65. Actor Stan Tucci is 61. Actor Demi Moore is 59. Actor Calista Flockhart is 57. Actor Frank

John Hughes is 54. TV personality Carson Kressley is 52. Actor David DeLuise is 50. Actor Adam Beach is 49. Actor Tyler Christopher is 49. Actor Leonardo DiCaprio is 47. Actor Scoot McNairy is 44. Rock

musician Jonathan Pretus (formerly with Cowboy Mouth) is 40. Actor Frankie Shaw is 40. Musician Jon Batiste is 35. Actor Christa B. Allen is 30. Actor Tye Sheridan is 25. Actor Ian Patrick is 19.

Sudoku puzzle grid with numbers and difficulty rating: ★★☆☆☆

WONDERWORD puzzle by DAVID OUELLET. Includes instructions and a grid of letters.

Wednesday's Public Answer grid with numbers and solutions.

LEGAL NOTICES section containing multiple legal notices, including mortgage sales, outreach meetings, and public hearings.

PIONEER VALLEY and beyond! MAKE PLACE IN PRINT • Daily Hampshire Gazette • Greenfield Recorder • Amherst Bulletin • Athol Daily News • AND ONLINE 24/7

EMPLOYMENT, MERCHANDISE, and Fast Action Ads section with various listings for jobs, goods, and services.

Habitat for Humanity empower logo and text: a family to reach the potential a stable home can bring.

Gan Or LLC
60 Damon Rd.
Northampton, MA 01060

To: Abutters within 300' of 60 Damon Rd. 01060
and Northampton City Clerk

Nov 05, 2021

Dear Abutters and City of Northampton,

Gan Or LLC is giving notice of a Community Outreach Meeting on Nov 29th, 2021, 5:15pm at 60 Damon Rd. 01060, our proposed site, to add a Delivery operator license to cultivation/manufacturing. It will not change the previous plans for the site. There will be an opportunity for the public to ask questions at the meeting. Please email questions to Ilya at itscustom@hotmail.com

Sincerely,



Ilya Tunitskiy
Owner/Operator

Community Outreach Meeting Attestation Form

Instructions

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

Attestation

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

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



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

a. Date of publication:

b. Name of publication:

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

a. Date notice filed:

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

a. Date notice(s) mailed:

7. The applicant presented information at the Community Outreach Meeting, which at a minimum included the following:

- a. The type(s) of ME or MTC to be located at the proposed address;
- b. Information adequate to demonstrate that the location will be maintained securely;
- c. Steps to be taken by the ME or MTC to prevent diversion to minors;
- d. A plan by the ME or MTC to positively impact the community; and
- e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.

8. Community members were permitted to ask questions and receive answers from representatives of the ME or MTC.



Name of applicant:

Name of applicant's authorized representative:

Signature of applicant's authorized representative:



Host Community Agreement Certification Form

Instructions

Certification of a host community agreement is a requirement of the application to become a Marijuana Establishment (ME) and Medical Marijuana Treatment Center (MTC). Applicants must complete items 1-3. The contracting authority for the municipality must complete items 4-8. Failure to complete a section will result in the application not being deemed complete. This form should be completed and uploaded into your application. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(2) and 501.400(2).

Certification

The parties listed below do certify that the applicant and municipality have executed a host community agreement on the specified date below pursuant to G.L. c. 94G § 3(d):

1. Name of applicant:

Gan Or LLC

2. Name of applicant’s authorized representative:

Ilya Tunitskiy

3. Signature of applicant’s authorized representative:



4. Name of municipality:

Northampton

5. Name of municipality’s contracting authority or authorized representative:

Gina-Louise Sciarra



6. Signature of municipality's contracting authority or authorized representative:



7. Email address of contracting authority or authorized representative of the municipality (*this email address may be used to send municipal notices pursuant to 935 CMR 500.102(1) and 501.102(1).*):

mayor@northamptonma.gov

8. Host community agreement execution date:

January 27, 2022



Positive Impact Plan for Gan Or Ilc

This program will meet the objectives of state law M.G.L. Ch. 94G §4 that requires Licensed Marijuana Establishments to, "...engage in processes and policies that promote and encourage full participation in the regulated cannabis industry by people from communities that have previously been disproportionately harmed by marijuana prohibition and enforcement and to positively impact those communities."

The Commission has identified the groups this plan is intended to impact as the following:

- Past or present residents of the geographic ADI, which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact.
- Commission-designated Economic Empowerment Priority applicants;
- Commission-designated Social Equity Program participants;
- Massachusetts residents who have past drug convictions; and
- Massachusetts residents with parents or spouses who have drug convictions.
- The above persons are hereinafter be referred to as the **Primary Target Group (PTG)**.

We seek to identify three applicants for licensure in need of help and guidance who fulfills the Primary Target Group (PTG) description, and to provide the applicant direct mentor- to-mentee construction/ land business space development assistance. This applicant shall be connected to **Holyoke**. If other communities that are Areas of Disproportionate Impact (ADIs) as defined by the Commission, are impacted through residence or location of the mentee's intended business operations at that time, this will be noted upon renewal.

The availability of this service will be promoted on a quarterly basis through direct engagement through Ilya Tunitskiy's involvement in the 3rd Social Equity Cohort. He is anticipating that the CCC will be reaching out to the 3rd Cohort at some point within the next 90 days in order to facilitate networking of SE's, wherein he will offer his services and post his services on the service provider list.

If the CCC does not reach out to 3rd cohort for networking and training updates, he will seek SE's from the 2nd cohort as his consultant Ezra Parzybok, currently has 10-15 SE's who need construction services. Parzybok will refer SE's to Ilya for construction services; at least 1 SE per quarter.

Additionally, if no SE applicants in the second or third cohort utilize the services provided, the program will be promoted in the Holyoke Sun newspaper twice annually and within the CCC Equity website's service provider's list.

Acknowledgements

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

No actions taken, or programs instituted by the applicant will violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.

No donation or program to support any specifically named organizations or the furtherance of their goals have been proposed as this is a direct mentor-to-mentee program.

The progress or success of our goals will be documented upon renewal, which occurs one year from provisional licensure, and each year thereafter.

Programs:

Business Development - The Positive Impact Plan will provide access to consulting and ancillary services that can help applicants create and develop robust construction ideas, property search, development strategy, document creation, etc. for developing, permitting, and licensing their cultivation, retail, processing, and delivery businesses. **Goal of 5 hours of design development** will be offered, annually.

Local licensing and permitting - The Positive Impact Plan will provide guidance and direct assistance in the preparation of presentation and submission materials; and advocacy for the projected business to affected communities and municipalities that require either Special Permitting, local licensing, or both, with the **goal of 10 hours annually of local help in Civil Engineer Consultation/ Construction Sense/ Material Acquisition, and Tradesmen acquisition.**

State licensing - The Positive Impact Plan will provide direct assistance in the development and preparation of building permits, assistance in property due diligence, other construction documents, and submission of relevant license applications with a **goal of 10 hours annually of consultation/preparatory services.**

Compliance - The Positive Impact Plan will provide architectural consultation and building design support during the post-provisional to "commence operations" phases of licensing. These services will help PTG applicants more effectively make the difficult transition to the challenging construction stages of the regulated cannabis industry. We will provide a **goal of 20 hours assistance annually.**

Ancillary/Employment - If the mentee is unable to secure funding for a marijuana business then the plan will provide ancillary business and career guidance in using the skills they have developed to bring services to their ADIs with a goal of two 90minute seminars hosted at Gan Or Ilc Business Location (COVID Permitting) or remotely via video for SE Applicants, with a professional Cannabis business consultant and

prospective lenders. This service will be advertised in the Holyoke Sun twice annually if no SE applicant participates in the program.

Goals:

The goal of the program is to provide PTG applicants with direct access to the same professional consulting services enjoyed by (generally) better-financed applicants. These services will provide direct assistance in the achievement of some or all of the following milestones:

- Construction Plan Development (goal; completion of **site plan development**)
- Preparation, support, presentation, and support towards construction info for Special Permit hearings (where applicable) with a goal of **one Special Permit achieved**
- Direct assistance in the preparation of Architectural Drawings for submission to the Commission with the goal of assistance in **one full suite of documents** to mentee for application in each license category for architectural review limited to a 7000 square ft facility or smaller.
- Direct assistance in the preparation and correlation of uploading and preparing supporting documentation for submission to the Inspectors and or Building Department (goal of 10 hours of Building/Health Dept./ other Town Hall assistance.)
- Provide PTG participants easy access to expert mentorship and counseling through individual conference calls with leading industry consultants, material suppliers, trade specialists and ancillary professionals with goal of 8 hours of conference calls

Measurements and Metrics:

Program Progress and Success - The success and impact of this program will be measured through the following means:

- **Targeting** - Did the applicant meet the criteria to be considered part of the Primary Target Group in accordance with the Commission's definition as described in the introduction above?
- **Milestones** - Was the applicant provided assistance in the achievement of at least 3 of the Goals above?
- **Assistance** - Was the applicant provided a goal of 10 hours of direct technical construction consulting support in any or all of the four principal program elements?

BY-LAWS
of

Gan Or, LLC

ARTICLE I

Articles of Organization

The name and purposes of the corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the corporation and its Directors and stockholders, and all matters concerning the conduct and regulation of the business of the corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the corporation as from time to time amended or restated.

ARTICLE II

Fiscal Year

Except as from time to time otherwise determined by the Director(s), the fiscal year of the corporation shall end each year on December 31st.

ARTICLE III

Meetings of Stockholders

Section I. Annual Meetings.

The annual meeting of the stockholders shall be held on the second Tuesday in March of each year (or if it be a legal holiday in the place where the meeting is to be held, on the next succeeding full business day) at 10:00 o'clock A.M. unless a different hour is fixed by the Board of Directors or the President. The purposes for which the annual meeting is to be held, in addition to those prescribed by law, by the Articles of Organization or by these By-Laws, may be

specified by the Board of Directors of the President. If no annual meeting has been held on the date fixed above, a special meeting in lieu thereof may be held and such special meeting shall have for the purposes of these By-Laws or otherwise all the force effect of an annual meeting.

Section 2. Special Meetings.

A special meeting of the stockholders may be called at any time by the president, or by majority of the Directors acting by vote or by written instrument or instruments signed by them. A special meeting of the stockholders shall be called by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer, upon written application of one or more stockholders who hold at least one-tenth part in interest of the stock entitled to vote at the meeting. Such call shall state the time, place, and purposes of the meeting.

Section 3. Place of Meetings.

All meetings of the stockholders shall be held at the principal office of the corporation in Massachusetts, unless a different place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as designated by the President, or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. Any adjourned session of any meeting of the stockholders shall be held at such place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as is designated in the vote of adjournment.

Section 4. Notice of Meetings.

A written notice of the place, date and hour of all meetings of stockholders stating the purposes of the meeting shall be given at least seven days before the meeting to each stockholder entitled to vote thereat and to each stockholder who is otherwise entitled by law of by the Articles of Organization to such notice, by leaving such notice with him or at his residence or

usual place of business, or by mailing it, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the corporation. Such notice shall be given by the Secretary, or in case of the death, absence, incapacity or refusal of the Secretary, by any other officer or by a person designated either by the Secretary, by the person or persons calling the meeting or by the Board of Directors. Whenever notice of a meeting is required to be given a stockholder under any provision of law, of the Articles of Organization, or of these By-Laws, a written waiver thereof, executed before or after the meeting by such stockholder or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 5. Quorum.

At any meeting of the stockholders, a quorum shall consist of a majority in interest of all stock issued and outstanding and entitled to vote at the meeting; except that if two or more classes or series, then in the case of each such classes or series a quorum for that matter shall consist of a majority in interest of all stock of that class or series issued and outstanding; and except when a larger quorum is required by law, by the Articles of Organization or by these By-Laws. Stock owned directly or indirectly by the corporation, if any, shall not be deemed outstanding for this purpose. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice, providing that a quorum is present at said adjourned time.

Section 6. Action by Vote.

When a quorum is present at any meeting, a plurality of the votes properly cast for election to any office shall elect to such office, and a majority of the vote properly cast upon any

question other than an election to an office shall decide the question, except when a larger vote is required by law, by the Articles of Organization or by these By-Laws. No ballot shall be required for any election unless requested by a stockholder present or represented at the meeting and entitled to vote in the election.

Section 7. Voting.

Stockholders entitled to vote shall have one vote for each share of stock entitled to vote held by them or recorded according to the records of the corporation and a proportionate vote for a fractional share, unless otherwise provided by the Articles of Organization. The corporation shall not, directly or indirectly, vote any share of its own stock.

Section 8. Action by Consent.

Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.

Section 9. Proxies.

Stockholders entitled to vote may vote either in person or by proxy in writing dated not more than six months before the meeting named therein, which proxies shall be filed with the Secretary or the person responsible to record the proceedings of the meeting before being voted. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of such meeting but shall not be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior to exercise of the proxy the corporation receives a specific written notice to the contrary from any one of them. A proxy purporting to be

executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger.

ARTICLE IV

Directors

Section 1. Powers.

The business of the corporation shall be managed by a Board of Directors who shall have and may exercise all the powers of the corporation except as otherwise reserved to the stockholders by law, by the Articles of Organization or by these By-Laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

Section 2. Enumeration, Election and Term of Office.

The Board of Directors shall consist of not less than three (3) Directors, until such time as the stockholders agree unanimously, or until the death or disability of a Director. The number of the Directors shall be as determined from time to time by the stockholders and may be enlarged by vote of a majority of the Directors then in office. The Directors shall be chosen at the annual meeting of the stockholders by such stockholders as have the right to vote thereon, and each shall hold office until the next annual election of Directors and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified. No Director need be a stockholder.

Section 3. Regular Meetings.

Regular meetings of the Board of Directors may be held at such times and places within or without the Commonwealth of Massachusetts as the Board of Directors may fix from time to time and, when so fixed, no notice thereof need be given, provided that any Director who is

absent when such times and places are fixed shall be given notice of the fixing of such times and places. The first meeting of the Board of Directors following the annual meeting of the stockholders may be held without notice immediately after and at the same place as the annual meeting of the stockholders or the special meeting held in lieu thereof. If in any year a meeting of the Board of Directors is not held at such time and place, any action to be taken may be taken at any later meeting of the Board of Directors with the same force and effect as if held or transacted at such meeting.

Section 4. Special Meetings.

Special meetings of the Directors may be held at any time and at any place designated in the call of the meeting, when called by the President or the Treasurer or by two or more Directors, reasonable notice thereof being given to each director by the Secretary or an Assistant Secretary, or, if there be none by the Secretary or an Assistant Secretary, by the officer or one of the Directors calling the meeting.

Section 5. Notice.

It shall be reasonable and sufficient notice to a Director to send notice by mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. Notice of a meeting need not be given to any Director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. Neither notice of a meeting nor a waiver of a notice need specify the purposes of the meeting.

Section 6. Quorum.

At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of all of the Directors then in office. Whether or not a quorum is present any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

Section 7. Action by Consent.

Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Directors. Such consent shall be treated for all purposes as a vote of the Directors at a meeting.

Section 8. Committees.

The Board of Directors, by vote of a majority of the Directors then in office, may elect from its number an Executive Committee or other committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these By-Laws may not be delegated. Except as the Board of Directors may otherwise determine, any such committee may make rules for the conduct of its business, but unless otherwise provided by the Board of Directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these By-Laws for the Board of Directors. All members of such committees shall hold such offices at the pleasure of the Board of Directors. The Board of

Directors may abolish any such committee at any time. Any committee to which the Board of Directors delegates any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board of Directors. The Board of Directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

ARTICLE V

Officers and Agents

Section 1. Enumeration; Qualification.

The officers of the corporation shall be a President, Treasurer, a Secretary, and such other officers, if any, as the incorporators at the initial meeting, or the Directors from time to time, may in their discretion elect or appoint. The corporation may also have such agents, if any, as the incorporators at their initial meeting, or the Directors from time to time, may in their discretion appoint. Any officer may be, but none need be a Director or stockholder. The Secretary shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process. Any two or more offices may be held by the same person. Any officer may be required by the Directors to give bond for the faithful performance of his duties to the corporation in such amounts and with such sureties as the Directors may determine. The premiums for such bonds may be paid by the corporation.

Section 2. Powers.

Subject to law, to the Articles of Organization and to the other provisions of these By-Laws, each officer shall have, in addition to the duties and powers herein set forth, such duties and powers as the Directors may from time to time designate.

Section 3. Election.

The President, the Treasurer and the Secretary shall be elected annually by the Directors at their first meeting following the annual meeting of the stockholders. Other officers, if any, may be elected or appointed by the Board of Directors at said meeting or at any other time.

Section 4. Tenure.

Except as otherwise provided by law or by the Articles of Organization or by these By-Laws, the President, the Treasurer and the Secretary shall hold office until the first meeting of the Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, and each other officer shall hold office until the first meeting of the Directors following the next annual meeting of the stockholders and until their respective successors are chosen and qualified, unless a different period shall have been specified by the terms of his election or appointment, or in each case until he sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the Directors.

Section 5. President and Vice-Presidents.

The President shall be the chief executive officer of the corporation and shall, subject to the direction of the Board of Directors, have general supervision and control of its business. Unless otherwise provided by the Board of Directors, he shall preside, when present, at all meetings of stockholders and of the Board of Directors.

Any Vice-President shall have such powers and shall perform such duties as the Board of Directors may from time to time designate.

Section 6. Treasurer and Assistant Treasurer.

The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of account. He shall have custody of all funds, securities, and valuable documents of the corporation, except as the Board of Directors may otherwise provide.

Any Assistant Treasurer shall have such powers and perform such duties as the Board of Directors may from time to time designate.

Section 7. Secretary and Assistant Secretaries.

The Secretary shall keep a record of the meetings of stockholders and directors. In the absence of the Secretary from any meeting of stockholders or directors, an Assistant Secretary designated by the person presiding at the meeting, shall perform the duties of the Secretary.

ARTICLE VI

Resignations, Removals and Vacancies

Section 1. Resignations.

Any Director or officer may resign at any time by delivering his resignation in writing to the President or the Secretary or to a meeting of the Directors. Such resignation shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof.

Section 2. Removals.

Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed with or without assignment of cause by unanimous vote of the holders of the shares entitled to vote in the election of Directors, provided that the Directors of a class elected by a particular class of stockholders may be removed only by the vote of the holders of a majority of

the shares of the particular class of stockholders entitled to vote for the election of such Directors.

The Directors may by vote of a majority of the Directors then in office remove any Director for cause.

The Director may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposed to remove him.

The Directors may by unanimous vote terminate or modify the authority of any agent or employee.

Except as the Directors may otherwise determine, no Director or officer who resigns or is removed shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal whether his compensation be by the month or by the year or otherwise, provided, however, that the foregoing provisions shall not prevent such Director or officer from obtaining damages for breach of any contract of employment legally binding upon the corporation.

Section 3. Vacancies.

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by vote of a majority of the Directors then in office or, in the absence of such election by the Directors, by the stockholders at a meeting called for the purpose; provided, however, that any vacancy resulting from action by the stockholder may be filled by the stockholder at the same meeting at which such action was taken by them.

If the office of any officer becomes vacant, the Directors may elect or appoint a successor by unanimous vote.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be elected or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

ARTICLE VII

Indemnification of Directors and Others

The corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director or officer of the corporation, or at its request as a Director, Trustee, Officer, Employee or other Agent of any organization in which the corporation owns shares or of which it is a creditor against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while serving or thereafter, by reason of his being or having been such a Director, Officer, Trustee, Employee or Agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director, Officer, Trustee, Employee or Agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

- (a) Such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification:
 - (i) by a disinterested majority of the Directors then in office; or

- (ii) by the holders of a majority of the outstanding stock at the time entitled to vote for Directors, voting as a single class, exclusive of any stock owned by any interested Director or officer; or
- (b) In the absence of action by disinterested directors or stockholders, there has been obtained at the request of a majority of the Directors then in office an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation.

Expenses including counsel fees, reasonably incurred by any such Director, Officer, Trustee, Employee or Agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director, Officer, Trustee, Employee or Agent may be entitled. Nothing contained in this Article shall affect any rights to indemnification to which corporate personnel other than such Directors, Officers, Trustees, Employees or Agents may be entitled by contract or otherwise under law. As used in this Article, the terms "Director", "Officer", "Trustee", "Employee" and "Agent" include their respective heirs, executors and administrators, and an "interested" Director, Officer, Trustee, Employee or Agent is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

ARTICLE VIII

Stock

Section 1. Stock Authorized.

The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue, and if more than one class is authorized, a description of each class with the preferences, voting powers, qualifications and special and relative rights and privileges as to each class and any series thereof, shall be as stated in the Articles of Organization.

Section 2. Issue of Authorized Unissued Capital Stock.

Any unissued capital stock from time to time authorized under the Articles of Organization may be issued by vote of the Directors. No such stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus.

Section 3. Certificates of Stock.

Each stockholder shall be entitled to a certificate in form selected by the Board of Directors stating the number and the class and the designation of the series, if any, of the shares held by him. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the corporation.

Every certificate for shares of stock subject to any restriction or transfer pursuant to the Articles of Organization, these By-Laws, or any agreement to which the corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back either the full text of the restriction or a statement of the existence of such restriction

and a statement that the corporation will furnish a copy to the holder of such certificate upon written request and without charge. Every certificate issued when the corporation is authorized to issue more than one class or series of stock shall set forth on its face or back either the full text or the preferences, voting powers, qualifications and rights, and a statement that the corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge.

Section 4. Transfers.

Subject to the restrictions, if any, imposed by the Articles of Organization, these By-Laws or any agreement to which the corporation is a party, shares of stock shall be transferred on the books of the corporation only by the surrender to the corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment of such shares or by a written power of attorney to sell, assign, or transfer such shares, properly executed, with necessary transfer stamps affixed, and with such proof that the endorsement, assignment or power of attorney is genuine and effective as the corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, the corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the corporation in accordance with the requirements of these By-Laws. It shall be the duty of each stockholder to notify the corporation of his post office address.

Section 5. Lost, Mutilated, or Destroyed Certificates.

Except as otherwise provided by law, the Board of Directors may determine the conditions upon which a new certificate of stock may be issued in place of any certificate alleged to have been lost, mutilated or destroyed. It may, in its discretion, require the owner of a lost, mutilated or destroyed certificate, or his legal representative, to give a bond, sufficient in its opinion, with or without surety, to indemnify the corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost, mutilated or destroyed stock certificate.

Section 6. Transfer Agent and Registrar.

The Board of Directors may appoint a transfer agent or a registrar or both for its capital stock or any class or series thereof and require all certificates for such stock to bear the signature or facsimile thereof of any such transfer agent or registrar.

Section 7. Setting Record Date and Closing Transfer Records.

The Board of Directors may fix in advance a time not more than sixty days before (i) the date of any meeting of the stockholders or (ii) the date for the payment of any dividend or the making of any distribution to stockholders or (iii) the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice and to vote at such meeting, or the right to receive such dividend or distribution, or the right to give such consent or dissent. If a record date is set, only stockholders of record on the date shall have such right notwithstanding any transfer of stock on the records of the corporation after the record date. Without fixing such record date, the Board of Directors may close the transfer records of the corporation for all or any part of such sixty day period.

If no record date is fixed and the transfer books are not closed, then the record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, and the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

ARTICLE IX

Miscellaneous Provisions

Section 1. Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 2. Voting of Securities.

Except as the Directors may generally or in particular cases otherwise specify, the President or the Treasurer may on behalf of the corporation vote or take any other action with respect to shares of stock or beneficial interest of any other corporation, or of any association, trust or firm, of which any securities are held by this corporation, and may appoint any person or persons to act as proxy or attorney-in-fact for the corporation, with or without power of substitution, at any meeting thereof.

Section 3. Corporate Seal.

The seal of the corporation shall be a circular die with the name of the corporation, the word "Massachusetts" and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors may from time to time determine.

Section 4. Corporate Records.

The original, or attested copies, of the Articles of Organization, By-Laws and records of all meetings of the Incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts at the principal office of the corporation, or at an office of its transfer agent or of its Secretary or of its Resident Agent. Said copies and records need not all be kept in the same office. They shall be available at all reasonable times to the inspection of any stockholder for any proper purpose but not to secure a list of stockholders for the purpose of selling said list or copies thereto or of using the same for a purpose other than in the interest of the applicant, as a stockholder, relative to the affairs of the corporation.

Section 5. Evidence of Authority.

A certificate by the Secretary or Assistant Secretary as to any matter relative to the Articles of Organization, By-Laws, records, Board of Directors, or any committee of the Board of Directors, or stock and transfer records or as to any action taken by any person or persons as an officer or agent of the corporation, shall as to all persons who rely thereon in good faith be conclusive evidence of the matters so certified.

ARTICLE X

Amendments

These By-Laws may be amended or repealed in whole or in part by the unanimous vote of the holders of the shares of each class of the capital stock at the time outstanding and entitled to vote at any annual or special meeting of stockholders, provided that notice of the substance of the proposed amendment is stated in the notice of such meeting. If authorized by the Articles of Organization, the Directors by unanimous vote may make, amend or repeal the By-Laws, in

whole or in part, except with respect to any provision thereof which by law, the Articles of Organization or the By-Laws requires action by the stockholders. Not later than the time of giving notice of the meeting of stockholders next following the making, amending or repealing by the Directors of any By-Law, notice thereof stating the substance of such change shall be given to all stockholders entitled to vote on amending the By-Laws. No change in the date fixed in these By-Laws for the annual meeting of stockholders may be made within sixty days before the date fixed in these By-Laws, and in case of any change in such date, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least twenty days before the new date fixed for such meeting.

Any By-Law adopted, amended or repealed by the Directors may be repealed, amended or reinstated by the stockholders entitled to vote on amending the By-Laws.

ARTICLE XI

Repayment Arrangement

Any payment paid to an officer of the corporation such as a salary, commission, bonus, interest, or rent, for entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer to the corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer, subject to the determination of the Directors, proportionate amounts may be withheld from his or her future compensation payments, until the amount owed to the corporation has been recovered.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$500.00

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

Certificate of Organization

(General Laws, Chapter)

Identification Number: 001505732

1. The exact name of the limited liability company is: GAN OR LLC

2a. Location of its principal office:

No. and Street: 0 NORTH KING ST.
 City or Town: NORTHAMTON State: MA Zip: 01060 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 90 CONZ ST. #219
 City or Town: NORTHAMTON State: MA Zip: 01060 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

GENERAL MANUFACTURING AND SALES

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: EZRA PARZYBOK
 No. and Street: 90 CONZ ST #219
 City or Town: NORTHAMTON State: MA Zip: 01060 Country: USA

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

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	ILYA TUNITSKIY	0 NORTH KING ST. NORTHAMTON, MA 01060 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

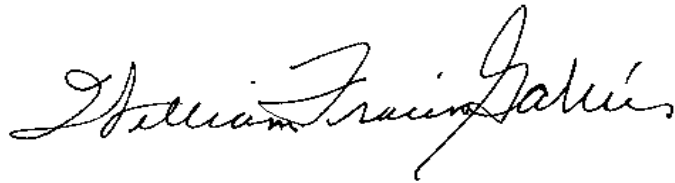
9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 5 Day of May, 2021,
ILYA TUNITSKIY
(The certificate must be signed by the person forming the LLC.)

THE COMMONWEALTH OF MASSACHUSETTS

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

May 05, 2021 11:48 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BUSINESS PLAN – Gan Or Llc
Marijuana Manufacturing/Cultivation Facility
***Vertical operation**

*Vertical Operation will commence in Phase II expansion with a delivery center and also research

Disclaimer

Gan Or Llc , Northampton MA: Plan to Remain Compliant with Local Zoning

Gan Or Llc, attests that it will, through its operation of a cultivation and manufacturing establishment in the town of Northampton, MA, follow and remain compliant with all local zoning requirements. Gan Or Llc is adding less than 2000 square foot building to existing 1200sq ft building and therefore is allowed by right without a special permit in the industrial zone of Northampton, MA where it is located. However, a site plan and building permits are required for review by the building commissioner and a conservation review for the entirety of the property expansion of 11.5acres. Gan Or Llc will also follow the use regulations for security and fire, special provisions for parking, loading, signs, etc. A waste water and storm water plan has been also implemented by an engineer as required by DPW with Northampton.

We will also communicate with the town on a regular basis to remain updated and compliant as a respectful business partner.

This Business Plan summarizes certain information about a **Gan Or Llc**, a Massachusetts company incorporated for the purposes of operating a marijuana cultivation and manufacturing facility. Except where the context requires otherwise, "Gan Or", "Company", "we", "us", and "our" refer to **Gan Or Llc**,

Disclaimer

This Business Plan is confidential and proprietary. It is being furnished by Gan Or Llc to prospective investors for the sole purpose of evaluation of the transaction. Without the prior written permission of the Company, such potential investors will not release this document or discuss the information contained herein or make a reproduction of or use this Business Plan for any other purpose. Prospective investors should not assume that this Business Plan is complete and should conduct their own analysis and investigation of the Company and consult with their personal financial, legal, tax and other business advisers before investing in the Company. Prospective investors agree that they are responsible for conducting their own due diligence investigation to verify to their satisfaction any information, opinions or estimates in this document.

Prospective investors in the Company and any other persons who receive this Business Plan agree that they will hold its contents and all related documents in confidence and that they will not utilize such information to the detriment of the Company. Distribution or reproduction of this Business Plan or related materials, in whole or in part, is prohibited.

The Company makes no representations or warranties as to the accuracy or completeness of the information presented herein. Nothing contained herein is or should be relied on as a promise or representation as to the future performance of the Company.

Forward-looking statements

Certain statements in this Business Plan constitute forward-looking statements, which may be identified by words such as “will,” “expect,” “plan,” “intend,” “anticipate,” and other words indicating that the statements are forward-looking. Such forward-looking statements are expectations only and are subject to known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company, or industry results, to differ materially from any future results, performance or achievement implied by such forward-looking statements. All of the financial information in this Business Plan is unaudited.

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1. Executive Summary

Overview: Gan Or Llc is a Massachusetts-registered Corporation, established to achieve the legalized cultivation and manufacture of high-quality marijuana plants and products. The facility will comprise a propagation room; one vegetative room, extraction building, manufacturing, packaging, administration, and secure storage rooms. The production output will comprise a range of marijuana flower, extracts, edibles, and topical products for sale to licensed retail outlets. Products/Services: Gan Or Llc. will cultivate, process, and - through its product range - offer a variety of high quality, marijuana strains and marijuana products that appeal to both regular, occasional, and new consumers of marijuana using mindful production practices and genetics that provide a balance between the highest yields and the greatest value to customers. The facility, in its proposed configuration, will yield an average of 160 lbs of flower and 22 lbs of trim each month (1760 lbs of bud and 246 lbs of trim per year). It is intended that all production will be sold wholesale to licensed retailers.

Market: With the passing of new legislation, legalized marijuana is the fastest growing U.S. Industry. According to New Frontier Data, the U.S. legal marijuana industry was estimated at \$13.6 billion in 2019 US national legal marijuana market value is now assessed at \$6.7 billion. The national market is projected to grow from current levels to \$24.1 billion by 2025. The opening and legalization of the Massachusetts adult-use marijuana market are sure to see a great many players of all sizes looking to claim their share of the market. The initial "novelty-factor" of legalized marijuana will (if legalization in other states is anything to go by) likely lead to an initial surge in sales leading to shortages of supply, followed by a modest downward trend towards stabilization in both supply and sales on the market as a whole. Gan Or Llc. benefits from being able to offer a range of mature and thoroughly market-tested strains of cannabis.

Competition: The Massachusetts adult-use marijuana industry is still in the emerging stages of market growth. Gan Or Llc, will undoubtedly see competition from other cultivators and manufacturers. Medical marijuana growers, confronted by the projected slump of the medical niche in favor of the adult-use market have rapidly made their product available to retailers or have opened adult-use retail stores of their own.

Gan Or Llc's, competitive advantage over such players is the maturity of our product range. This, together with our quality-focused approach will help ensure superior quality, lower overheads and a readily scalable production volume. We are confident that this approach will allow us to successfully carve out an appropriate market share and aggressively establish brand recognition.

Risk/Opportunity: The most significant risk associated with our business model is timing. The early movers offering consistent quality and availability will have a distinct advantage and strong position within the local and statewide market. Rapid product launch will lead to the realization of a product offering that not only caters to immediate market needs, but that preemptively embraces the projected demands of the market. Implementing our strategy in a timely manner will put Gan Or Llc. in the best position to succeed.

Management:

Operations: Gan Or Llc. activities will be located at 60 Damon Rd., in Northampton, Massachusetts. Gan Or Llc. will occupy 3,200 sq ft of cultivation building and 1,300sq processing buildings space. Further vertical expansion is incorporated in Phase II of remainder of 11.5acre expansion.

Capital Requirements: The capital requirements for Gan Or Llc. to execute this business plan are approximately

The Company will allocate the invested capital to the following:

Construction and fit-out	\$475,000
Equipment- Cultivation and processing	\$327,940
Permits, licensing and applications	\$38,500
Packaging	\$22,850
Working Capital first 6 months (2 Harvests , 1 Tested and Sold)	\$110,000

Financial Snapshot:

Consolidated Financials	Year 1	Year 2 (Phase II Delivery)	Year 3 (Phase II Cultivation Expansion)	Year 4 (Phase II Manufacturing Expansion)	Year 5 (Phase II) US Lower Market Value 20% Decrease
Total Sales Revenue	\$4,012,000	\$8,024,000	\$32,096,000	\$35,000,000	\$28,000,000
Total Expenses (deductible)	\$880,161	\$1,240,000	\$4,960,000	\$6,460,000	\$6,460,000
Total Expenses (non-deductible)	\$300,365	\$500,000	\$2,000,000	\$2,750,000	\$2,750,000
Estimated Net Income	\$2,831,474	\$6,284,000	\$25,136,000	\$25,790,000	\$18,790,000

Keys to Success:

- Secure Capex and Opex Investment
- Secure all necessary permits for land development
- Secure state licensing
- Construction of cultivation, extraction, manufacturing facility
- Commence cultivation, extraction, and manufacturing processes
- Community Outreach, training, and engagement
- Effective management of funding and working capital
- Successful branding and marketing strategies
- Reinvestment into new technology and continued expansion to maintain competitive edge

2. Project Overview

2.1 Introduction

Gan Or llc will profitably cultivate, manufacture, and sell a range of cannabis flower and THC-infused products applying advanced horticulture production methodologies in a manner that allows for year-round production and superior yields. All of the harvested flower will be dried and cured for sale as pure flower products while the kief and trim will be used as source material for our THC-infused products, or as raw material for THC extraction. Production output will be sold to licensed retail outlets and manufacturers in accordance with the laws of the state of Massachusetts.

The project is budgeted to cost approximately \$974,290 including working capital for the first 6 months.

2.2 Company Ownership

Principal ownership of the company is Ilya Tunitskiy

2.3 Company Location and Facilities

The Company's head office, cultivation facility will be created in an existing steel building with a planned steel building addition connecting the two buildings located at 60 Damon Rd in the town of Northampton, Massachusetts. The building is well-located in a correctly-zoned area and offers ample room for future expansion. Ample power is available, and the open nature of the internal structure makes it ideally suited to be rapidly re-adapted for use as an indoor cultivation facility. The entirety of the property Gan Or llc will encompass has a total of 40,000sq ft of building/facility expansion set for Phase II.

Cultivation

Gan Or llc. will create a **propagation laboratory** that will be fitted and equipped for the transformation and cultivation of seedlings to cuttings and young plants in preparation for their transfer to the grow rooms. This space will house the mother plants, the genetic base, from which our plants will be cultivated.

Three grow rooms will house the systems and equipment for the continued vegetative growth and flowering of our selected marijuana strains and genetics. This process will see the full vegetative growth phase of the individual plants followed by the triggered transformation to the flowering stage. Once

operational, one of two flower rooms will be harvested every 30 days producing a total of 21 harvests per year.

Manufacturing

Our facility will be equipped to extract, blend, fabricate and package a range of THC-infused products. We will include the appropriate equipment for creating Solvent Less Hash Oil (SHO) by extracting cannabis with ice, water, heat, and pressure. Unlike other extraction methods that require solvents such as butane, ethanol, CO₂, etc., Gan Or's process will be purely mechanical. This process requires two forms of extraction and develops one of the purest and most sought after cannabis products on the market. The first process consists of using ice and water to extract the cannabinoids from the plant material. After the frozen cannabis material is "washed," the water is poured through various screens to filter the different grades of cannabinoids. Following the screening process, the finished product is placed into a lab grade freeze drier to prepare it for final extraction. Once the freeze dry process is completed, the product is grated to a fine "beach sand" consistency and poured into filter pouches. The pouches are placed onto a pneumatic heated press where evenly distributed heat and pressure separates the oil from the plant's fats, lipids, and other unwanted materials. The purified resin that is extracted from the pouches is collected onto parchment paper and jars for final curing and packaging

Phase II Facilities

A site plan submitted to Town of Northampton for Beginning of September Conservation Commission Review will be completed to amend an existing impervious coverage and storm drain analysis for the commencement of Phase II Facilities. Phase II Expansion allows for vertical integration of proposed indoor facility to bring Gan Or's wholesale product directly to the consumer. This will allow the company to have a better reliable customer acquisition and create a higher more stable value to product for the years to come. In Phase II the following Facilities are proposed.

- Cultivation Expansion to an additional 32,000 sq ft of Canopy Single Tier. Both Hybrid Greenhouse sealed facilities and Indoor Facilities.
- 5,000 sq ft of Additional Manufacturing / Research Facility w integrated Delivery service serving Massachusetts directly of easily accessible I-91

Administration Center

The administrative and operations center of the facility will be housed in appropriately furnished office space located adjacent to the principal grow and manufacturing facility.

2.4 Technology

The Company has designed and specified each system to comprise cutting-edge technology that creates an end-to-end cultivation system providing optimal efficiency. These systems are based upon extensive real-world marijuana cultivation experience, and their application has been enhanced and developed by our team to ensure consistent results. The systems and equipment required is summarized, but not limited to, the following:

- Grow Lamps
- Air Conditioning System
- Dehumidifiers
- Fans, Barrels, and Pumps
- R/O water system
- Timers and Smart System
- Water Heater
- Backup power Generator

Extraction Equipment

- Cold Water extractor
- Rosin Press

Manufacturing Equipment

- Commercial Mixer
- Packaging Equipment

3. Products

- Topical/Health Products
 - Massage Oil
 - Muscle Rub Cream
- **Smokables**
 - Pure Flower
 - Bubble Hash
 - Dry Sift Kief
 - Rosin
 - And More...
- **Edibles**
 - Gourmet Vegan/Kosher Gummies
 - Strain Beans (Jelly Beans)
 - Chocolate
 - And More...

Product Profiles –

The above list of products consists of the primary, initial product offerings. All products will be packaged and presented in “shelf-ready” condition. Flower will be pre-packaged in eighth and quarter oz packaging that preserves both flavor and quality. That being said, an excess, or glut of flower may be readily sold to processors and manufacturers for transformation, together with the dry sift kief, and the trim, into extracted or THC-infused products. This flexibility underscores Gan Or Llc.’s robust revenue strategy allowing us to remain agile and dynamic as the market evolves.

4. The Market

4.1 Market Overview

Currently, 39 states in America and the District of Columbia have legalized marijuana use in some form (medical or adult-use). The majority of these states have allowed sales for medical use and 21 states, including Massachusetts have legalized cannabis for recreational use. Since an overwhelming majority of the population resides in states that have legalized the use of marijuana for medical use, adult-use, or both, this demonstrates immense potential for the future growth of the industry.

According to New Frontier Data, combined medical and recreational sales are thought to have exceeded beyond \$18 billion in 2020, despite the socioeconomic disruptions of the COVID-19 pandemic and are projected to exceed \$35 billion over the next 5 years. Further growth is projected with recreational marijuana alone answering for \$19 billion annually by the end of 2025, making marijuana the fastest growing industry in the U.S.

4.2 Target Market

On November 8, 2016, Massachusetts voters approved the adult recreational use of marijuana. Following extensive consultations the state has now opened the application review process allowing Licensed Marijuana Establishments to start operations.

With 39 cities, 312 towns and 14 counties, the local municipalities of Massachusetts have been granted the authority to govern their own recreational marijuana industry. This will inevitably result in varying local by-laws on the production, manufacturing, and sale of the plant across the state. Many towns have passed moratoria on the sale and production of marijuana. Others are wary of what the market will bring. Mindful of the unpredictability of regulations and their effect on retail sales during the first wave of implementation, Gan Or Llc. will establish a high-end cultivation facility to supply its retail outlets and manufacturers. Building a brand that represents a culture of sophistication, quality, respect for the plant, and respect for the customer's interaction with cannabis will create a platform from which Gan Or Llc. will rapidly expand to include other products and exploit further sales opportunities.

5. Competition

5.1 Competitive Landscape

Companies in the marijuana industry typically compete on product type, quality, volume, and reliability. Despite prohibition, the marijuana market enjoys widely recognized norms and expectations. This may appear to make competing on the price a somewhat lower expectation. Nevertheless, the volume of potential cultivators and manufacturers makes price competition a genuine possibility. We will counter this with a robust production strategy that ensures the Cost of Goods Sold is carefully balanced against a potentially variable sales price providing revenue stability and continued profitability.

Gan Or Llc. will produce a variety of high-quality, innovative marijuana products in a quantity and frequency that will allow us to carve an important niche in the wholesale market. The high-volume players may be expected to exert some form of price pressure. However, their growing and production techniques are geared towards a mass-market product that consumers may feel compromises the integrity of the end product. Gan Or Llc. will counter the pressure from high-volume cultivators with the outstanding quality of our products.

5.2 Direct Competition

The direct competition for V will come from similar cultivation and manufacturing operations and micro-businesses that grow, produce and sell similar products with the same (or higher) quality and volume. The exact nature of such competition is difficult to quantify but will become apparent as the state of Massachusetts continues to issue cultivation and manufacturing licenses.

5.3 Competitive Advantages

- Vertically Integrated operation. (Phase II)
- Sufficient volume to become a market force.
- Premium product quality.
- Tried and true cultivation practices.
- Competitive pricing.
- Year-round growth
- Timing of entry into the marketplace

- A strong technical team with proven methods and results over the last 20 years
- Energy efficient processes
- A Facility design that allows for rapid expansion and scaling.

6. Strategy and Execution

6.1 Summary

Gan Or Llc. will be recognized as a marijuana brand that offers a distinctive product that represents excellence, quality, and sophistication, that thoughtfully represents customer needs and shared ideals. Gan Or Llc. will carve an important niche among competitors using cultivation methods that reflect a deeper understanding of the context for adult-use marijuana by providing a superior product. We will navigate the legislative challenges facing advertising through a combination of targeted direct advertising and customer partnerships. Gan Or Llc. will efficiently direct our marketing efforts at the regional and local markets, primarily targeting regional customers while maintaining a watchful eye on the growth potential offered for future expansion.

6.2 Marketing Strategy

Value Proposition – Gan Or Llc. will produce exceptional marijuana flower, extracts, THC-infused topicals, and edibles offering customers the convenience and pleasure of a premium marijuana product. Our high-quality marijuana flower will be created using careful cultivation, drying, and curing methods that demonstrate respect for the needs, and nature of the cannabis plant as well as the end-user. We will offer a range of innovative, popular, market-tested, topical and edible products.

The customer will recognize Gan Or Llc. as a mindfully-produced brand that offers an entirely natural product, free from unnecessary additives, where quality, consistency, and an appreciation of the recreational and healthful benefits of marijuana are held in high esteem.

Product differentiation - Gan Or Llc.'s approach allows us to respect and nurture the fundamental needs of the marijuana plant in a manner that ensures that we maintain and amplify its natural characteristics, preserving the flavor, complexity and healthful benefits for which it is valued and appreciated. Gan Or Llc. products will be distinctively and attractively packaged in a manner that establishes and strengthens our branding objectives.

Price point - While price is rarely the most important factor affecting buying behavior, it should strive to achieve parity with the customer's perceived value of the product. Wholesale pricing will be determined

by economic and marketplace conditions, not least those presented by competitors and their pricing models. Nonetheless, marijuana products enjoy – to some degree – the benefits of commoditized values. That is to say, most retailers and manufacturers have a clear idea of the fair market price for marijuana products as do the majority of consumers. It is important to note that while prices for flower, and to some degree pure extract vary and fluctuate, THC-infused products typically demonstrate greater stability. While low and mid-market products may be offered for lower prices, our target market will seek out or be attracted to a product that offers qualities for which they are prepared to pay a premium price.

Promotion - The Gan Or Llc. Brand and products will be promoted through the following means:

Branding through product appearance and packaging – Gan Or Llc. products will be easily and readily identifiable through their distinctive appearance and attractive packaging. This packaging will enjoy a shared branding across the product range and will carefully reflect the premium quality to which our brand aspires.

Direct marketing to a new customer base – The main thrust of our marketing efforts must aim at building brand awareness and rapport with retailers and consumers. Our route to market through retail outlets enables our marketing and sales efforts to work hand in hand. Initial marketing efforts will center around marketing collateral such as product information leaflets, advertising posters, product displays that support retail sales efforts. We will establish customer partnerships through workshops, presentations, and mutually beneficial training seminars that further strengthen our brand.

State, regional, and locally focused advertising and advertorials – CCC regulations lay out strict guidelines regarding marijuana advertisements through print advertising, online advertising, sponsorship. These present many challenges. These challenges are further exacerbated by the unwillingness of players like Facebook and Google to allow marijuana-related advertisements across their medium. Federal laws currently prohibit the sale of marijuana products across state lines. This, therefore, largely negates the need for brand-building beyond state borders in the short term. As the principal market for our immediate future lies within Massachusetts, this is where the main thrust of the advertising opportunities open to us will be made.

Gan Or Llc. will navigate CCC advertising regulations by a policy of indirect advertising; leveraging our educational and outreach programs to build brand awareness, through advertorials and carefully "sanitized" brand message advertisements aimed exclusively at the Massachusetts market, and direct advertising through our customer database as this grows through promotional activities.

Direct advertising – The easiest way to reach existing and prospective customers is through direct advertising in the form of e-mail, electronic newsletters, social media and the like. Using branded marketing in product packages, on websites, and social media, current and prospective customers who participate in our program of campaigns and events will be asked to share email or social media contact details. This data will allow us to rapidly build our marketing and advertising database and enable us – in a manner that satisfies CCC constraints - to direct advertising and promotions at a target audience that is of legal age, predisposed to marijuana consumption, and is likely to share our values.

Trade shows, conferences, and events – Gan Or Llc. will participate in a small but significant number of these events each year. Selected events will offer relevant state opportunities to promote our brand, strengthen sales, network, provide and monitor legislative and industry information relative to the industry in Massachusetts.

Educational activities – Massachusetts state regulations encourage all licensed marijuana establishments to provide relevant educational opportunities for their local communities. Doing so will help LMEs to qualify for the so-called Leadership Ratings Program.

Gan Or Llc. will create a comprehensive series of courses and lectures that meet this desire from the state legislature. Gan Or Llc. will leverage the legitimate advertising and promotion of these courses to strengthen and enhance our brand and its underlying ethos. Participation in these classes will require online enrollment, providing additional opportunities to gather direct advertising data.

Community informational activities – Gan Or Llc. hopes to engage in lectures, seminars, and presentations as thought leaders and entrepreneurs in support of promotional exercises at marijuana-related events. These activities may include educational and/or informational activities carried out at various venues and locations. Gan Or Llc will also implement a Social Equity Community Impact plan that will help Social Equity groups into the Marijuana Market and give credible resources and assistance. Will also hold a lottery fundraiser.

Marketing Objectives

1. Persuade buyers that our brand and products fit well with their customer’s consumption patterns, lifestyle, and self-image.
2. Engage consumers in our community supportive marketing efforts.
3. Satisfy and exceed supply and customer service expectations of retailers and manufacturers.

Target Market – The breadth and variety of our product range will allow Gan Or Llc. to engage our core market of retail outlets.

Market Channels - Retail sales of marijuana are strictly limited to licensed retail outlets, and medical marijuana dispensaries. The location, presence and licensing status of these establishments will be

publicly available through a single online source. Regulations currently preclude opportunities for online purchases as the transportation of marijuana products is strictly regulated.

6.3 Sales Strategy

Sales Objectives

Our business plan will realize the cultivation of a variety of smokable products and cannabis bi-products with a combined net income potential of around \$6.2 M per year (year two).

A comparative study of the marijuana markets in other states suggests that demand will outpace supply by a considerable margin during the first year or two before stabilizing in terms of both price and supply. We believe that the market demand will be sufficient to see rapid and complete sales of all available products.

Strategies for Implementation

Sales will be driven by a combination of customer demand, branding, marketing, advertising, and direct sales. Notwithstanding our potential sales projections, it may prove challenging to establish and maintain a high brand profile while serving the needs of the entire market. We plan to tackle this by offering our products to a limited customer base to help ensure that we strike the best possible balance between choice and availability of product, ensuring that our customer's products of choice are, as far as is possible, always available for delivery.

6.4 Implementation Strategy

Capex/Opex capital

The license application process requires that applicants demonstrate and document that the capital funds required to execute their business plan successfully are available and have been obtained from legitimate sources. The Gan Or Llc. business plan demonstrates a need for \$974,290 in capital expenditure for space preparation, fit-out, systems, and equipment, and to meet operational expenditure needs and a strategic reserve during the first six months of operation.

Construction, Fit-out, and Systems Acquisition

To prepare our selected location for the cultivation needs that suit our operational requirements we will adapt and fit out the spaces with all necessary equipment, and install and commission all cultivation and operational management systems. Order and acquisition of this equipment and systems must be done as early in the process as possible to mitigate potential lead-time conflicts.

Operations organization, Policies, and Inspection

The state of Massachusetts imposes substantial demands regarding systems and administration for marijuana establishment operators. State law provides powers to impose fines for violations of these regulations. Accordingly, it is essential we ensure that our systems, policies, and administrative routines are robust, compliant and efficient before any state inspection and the subsequent commencement of operations.

First seed and First Sales

Once the above steps have been taken, propagation of our first batch of marijuana may begin. The cultivation and manufacturing facility will be divided into one propagation room, one vegetative room and two cultivation rooms. Each 'grow' will start life as cuttings that will be propagated for before being moved to the cultivation or grow room. There they will remain until ready for harvest. In the meantime, the propagation room will have again started to produce cuttings which will, when ready, be moved to their cultivation rooms and so on.

Once harvested, the plants will be divided into flower, kief and leaf (trim). The flower will be trimmed, dried, cured and packaged, while the trim and kief will simply be extracted, and incorporated into our range of topical and edible products.

7. Management

The proper management of all aspects of the proposed project is crucial to the success of Gan Or Llc. We will combine together a highly-qualified team that offers the experience and knowledge to achieve our goals in a timely, efficient, and professional fashion.

7.1 Personnel plan

Despite the management staff providing the essential knowledge and experience, Gan Or Llc. will require a number of staff with various skills and abilities. The following positions will be filled to meet full operational requirements. The hiring schedule will be timed to meet our needs and is expected to ramp up to full capacity over the first year.

- Three-Four cultivation assistants – to assist the master growers
- Two production assistants – to trim the finished bud or flower, and manufacture of edibles and topicals.

8. Financials

8.1 Financial Assumptions

Summary financial statements are based upon the following financial assumptions:

General

1. Most (but not all) Costs Of Goods Sold and operational expenses (excluding salaries and wages) reflect a proforma 5% increase annually.
2. Revenues and income reflect a proforma 5% increase annually.
3. Salaries and wages reflect a proforma 3% increase annually.
4. In accordance with Massachusetts State regulations for the marijuana industry, up to 3% of gross revenues for the first three years of operation are payable to the municipality in which the company is located. The exact percentage is determined through a Host Community Agreement between the Licensed Marijuana Establishment in question and the relevant municipality. Our current Community Host Agreement by the town of Northampton has waived this 3% for a minimum of 5 years.
5. In accordance with Federal Tax Code 280(e), many operating expenses are non-deductible. In essence this means that all expenses directly related to the Costs Of Goods Sold may be deducted, while general operational, sales and marketing expenses are not.
6. COGS, revenues and yields have been calculated as an average per month for the sake of simplicity. While reality is clearly different, this approach has allowed us to simply and accurately view a process that is full of variables.

Plan for Delivery Insurance

October 29, 2021

Our company will procure general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and vehicle 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 and will be activated by an insurer before being granted a final license by the Commission. Delivery vehicles shall carry liability insurance in an amount not less than \$1,000,000 combined single limit.

Signed,

Lya Tunitsky

Maintenance of Financial Records Plan

Pursuant to 935 CMR 500.000, company records will be available for inspection by the Commission, upon request. All financial records will be maintained in accordance with generally accepted accounting principles. Our company will maintain the following written records that are required and subject to inspection:

- 1.1.1. The company will maintain business financial records, which shall include manual or computerized records of:
 - 1.1.1.1. Assets and liabilities.
 - 1.1.1.2. Monetary transactions.
 - 1.1.1.3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers
 - 1.1.1.4. Sales records including the quantity, form, and cost of marijuana products; and
 - 1.1.1.5. Inventory records as required by 935 CMR 500.105(8) and as outlined in the General Record Keeping section of our standard operating procedures.
- 1.2. The company shall fully comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
- 1.3. Our point of sale systems and software are configured to separate accounting practices for marijuana products from non-marijuana products.
- 1.4. Our Marijuana Delivery Operator establishment (MDO) is not co-located with a medical dispensary and has no obligation to maintain an adequate supply of marijuana and marijuana products under 935 CMR 500.140(10) and 935 CMR 500.140(6).
 - 1.4.1. General
 - 1.4.1.1. We are prohibited from utilizing software or other methods to manipulate or alter sales data.
 - 1.4.1.2. We will conduct a monthly analysis of equipment to determine that no software has been installed that could be utilized to manipulate or alter sales data.
 - 1.4.1.3. A record that this monthly analysis has been performed shall be maintained by us and made available to the Commission upon request.
 - 1.4.1.4. Should such analysis determine that software or other methods have been installed or utilized to manipulate or alter sales date, Senior management will immediately disclose this information to the Commission, and cooperate in any investigation, and take such other action directed by the Commission.
 - 1.4.2. Inventory records include:
 - 1.4.2.1. Shipping manifests

- 1.4.2.2. Delivery and unpacking video recordings
- 1.4.2.3. Daily sales stock withdrawal and return reports
- 1.4.2.4. Weekly inventory reports
- 1.4.2.5. Product return reports
- 1.4.3. Salary and wages paid to each employee, stipends paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.
- 1.4.4. All financial transactions and accounts will be entered into a proprietary accounting software by a bookkeeper specifically employed for the purpose.
- 1.4.5. The accounting software used will provide security and backup capabilities in accordance with 935 CMR 500.000 and the company security plan.
- 1.4.6. Daily sales reports will be generated by the bookkeeper and stored both digitally and as a hard copy in the records cabinet.
- 1.4.7. The accounts will be reviewed monthly by a licensed CPA.
- 1.4.8. The point of sale system software will automatically transfer all sales transactions to our accounting system for reconciliation by the bookkeeper.
- 1.4.9. The warehouse manager will generate a sales report from the point of sale system at the conclusion of each day. This report should be digitized and a hard copy stored in the records cabinet
- 1.4.10. Expense records
 - 1.4.10.1. warehouse managers and senior management may be provided with a company debit card and/or check-signing authorization. A receipt must be obtained and presented to the bookkeeper for all expenses paid through these means
 - 1.4.10.2. Documentation supporting business expenses such as statements and invoices, details of cash payments, receipts and the like must be securely stored in the records cabinet and presented to the bookkeeper for entry into the accounting software.
- 1.4.11. Contracts and Agreements – the company will likely enter into a number of contracts and agreements with the host municipality, service providers, financial institutions, property owners etc. Such contracts and agreements include, but are not limited to;
 - Sales and Purchase agreements
 - Loan agreements
 - Rental agreements
 - Lease agreements
 - Franchise agreements
 - Sale and lease back agreements
 - Trading agreements with suppliers
 - Insurance policies
 - Legal documentation
 All such documentation must be digitized and a hard copy stored in the records cabinet.

- 1.4.12. Other documents may include;
- Deposits with utility companies
 - Contracts with telecommunications companies
 - Business registration documents and certificates
 - Business licensing documents
 - Surety bonds
 - Tax records

All such documentation must be digitized and a hard copy stored in the records cabinet.

Personnel Policies: Delivery Company

Personnel Records of our Marijuana Establishment must be available for inspection by the Commission, on request. Personnel records shall be securely and confidentially maintained in either a password-protected electronic format, or in a locked, secured storage space if in physical format. These personnel records shall include:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent. Such records shall be maintained for at least 12 months after termination of the individual's affiliation with the marijuana establishment and shall include, at a minimum, the following:
 - a. All materials submitted to the commission pursuant to 935 CMR 500.030(2);
 - b. Documentation of verification of references;
 - c. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
 - d. 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;
 - e. Documentation of periodic performance evaluations;
 - f. A record of any disciplinary action taken; and
 - g. Notice of completed responsible vendor and eight-hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe operations conditions;
4. Personnel policies and procedures; and
5. All background check reports obtained in accordance with M.G.L c. 6 § 172, 935 CMR 500.029, 935 CMR 500.030, and 803 CMR 2.00: Criminal Offender Record Information (CORI).

SUMMARY PERSONNEL POLICIES

Company shall comply with the US Department of Labor's Fair Labor Standards Act and any other local, State, or Federal laws and regulations.

PRIORITY HIRING & PROMOTIONS: Company will grant priority hiring status to established Massachusetts residents, particularly those residing in ADIs and the host municipality, and will be working to provide job opportunities to those demographics specifically stated by the Commission in the regulations as areas of disproportionate impact and as detailed in the Company Positive Impact Plan and the Diversity Plan. Company shall give priority application status for new hires, as well as priority status for company promotions, to applicants & employees from those listed demographics, however, these factors shall not be determinative and shall not prevent the Company from hiring the most qualified applicants and complying with all Massachusetts anti-discrimination and employment laws.

ACCOMODATIONS FOR DIFFERING ABILITIES: Company is committed to complying with or exceeding expectations in the Americans with Disabilities Act and any local, state, and federal laws prohibiting discrimination in employment against qualified individuals with differing abilities. The Company will strive to provide reasonable accommodations requested by any employee with a disability who is otherwise able to perform essential functions of their job, or to provide adequate alternative accommodations (so long as that accommodation does not result in undue hardship on the Company, or pose a threat to the health and/or safety of the employee or coworkers).

STATE REGISTRATION of MARIJUANA ESTABLISHMENT AGENTS: All employees of Company shall meet suitability requirements outlined in the State regulations, including all background checks and CORI as required by the Commission, and shall before employment start date be registered as a Marijuana Establishment Agent. All agent registrations shall be renewed annually. No employee shall be permitted to work without having a valid Agent Registration Card.

COMPANY TRAINING: All registered marijuana establishment agents under Company employ will be required to complete all necessary trainings related to job functions prior to beginning work on the floor, and training shall be tailored to the roles & responsibilities of each specific job function. At time of hire all employees will be required attend a company orientation to cover all aspects of the employee operations, individual employee expectations, details on security and compliance, and will receive on-site facility training for specific positions. Company employees will be required to receive training, which will include important Company operational information and procedures, as well as a core-curriculum of Cannabis Education seminars tailored toward creating a safe, compliant facility with the most knowledgeable staff in the MA cannabis industry. All employees will receive a minimum of 8 hours of on-going training annually to remain current with all advancements in State regulations, SOR policy, cannabis science and the evolving market, facility operations, and job site safety.

STATE CERTIFICATIONS: Employees will be required to undergo and pass any & all State-mandated certification training classes for job safety and equipment operation, and where applicable, will undergo state certifications for the safe handling of food and/or the application of fertilizers and pesticides, and will maintain annual trainings and re-certifications.

RESPONSIBLE VENDOR TRAINING: All owners, managers, and employees will be required to successfully complete such training. All new hires will be required to attend and successfully complete the Responsible Vendor Training, in compliance with the "Certification Training Program Standards" and to include at minimum the "Certification Training Class Core Curriculum" within 90 days of start date, and all employees will be required to attend and successfully complete the Responsible Vendor Training on a yearly basis thereafter.

UNIFORMS & ID BADGES: All registered agent employees will wear clearly identifiable Company uniforms if available during all shifts, and will be required to wear a photo-ID agent

badge at all times while on shift. All employees will also be required to be in possession of the State-issued Agent Registration Card at all times while on shift. Uniforms shall be kept clean and generally free from wrinkles, stains, rips or tears. When not on shift, employees should make a best-faith effort to keep all uniforms and agent badges securely stored so as to prevent theft; loss or theft of any uniform or badges shall be reported to Company management immediately, and an Incident Report will be filed with the CCC.

Uniforms or any other clothing bearing the Company logo shall not be worn in public outside of the facility or other lawful event except for the actual time it takes the employee to travel to and from their work shift and in which case the uniform must be sufficiently covered to fully conceal any Company logos.

EMPLOYEE SAFETY: All employees shall be sufficiently trained at hire in all State-mandated safety protocol and/or the operation of any equipment and machinery as is related to job functions, and will receive annual update trainings. Facility shall be designed and safety procedures implemented to prevent employee injury or unnecessary employee strain that may lead to injury. It is the responsibility of each employee to conduct all tasks in a safe and efficient manner complying with all safety and health regulations and any other specific job-related safety concerns. Employees are required to report any accident, job-related injury, or any other such incident to their supervisor immediately. Engaging in any behavior that fails to comply with company safety policies or any laws and regulations, and/or that directly or indirectly causes hazardous conditions or otherwise places persons or property at risk, shall be subject to immediate Corrective Action.

PERSONAL HYGIENE & CLEANLINESS: All Company employees will be required to maintain a sufficient level of personal hygiene and cleanliness so as not to compromise the safety and quality of the cannabis products worked with. All employees will be required to conform to certain sanitary practices while on duty including but not limited to washing hands thoroughly and sanitizing prior to starting work and at any time that hands may become contaminated. Employees will be encouraged to use best practices to limit personal contamination of cannabis products. Employees should appear presentable and ready to represent Company professionally to our guests.

PUNCTUALITY & ATTENDANCE: All Company employees will be required to arrive for their shifts on-time and as scheduled, in uniform and with all required identification, and work all shifts as scheduled. Staff schedules can be flexible and tailor-arranged with management as needed, but staff will be expected to work weekdays, weekends, and some holidays. Eligible employees will receive benefits of Vacation Time, Medical Leave, and Personal Days. Employees will be required to coordinate in advance with scheduling Management to formally request a specific day(s) off or for vacation time. Periods of extended leave for medical or other personal reasons shall be coordinated between the employee, scheduling Management, and the Human Resources department. Sick time may be used at any time in the case of an emergency or sudden onset of illness. Any absences due to illness or injury that qualify under the Family and Medical Leave Act shall not count against the employee's attendance (medical documentation may be required).

Patterns or excessive occurrences of absenteeism or tardiness may result in Corrective Action. Failure to appear for a scheduled shift without prior arrangement or calling-in to report the absenteeism shall be considered a “No-Call No-Show” and will result in immediate Corrective Action, including possible termination. Three consecutive shifts of No-Call No-Show shall be considered job abandonment and the employee’s voluntary resignation of employment.

CELL PHONES: Cell Phones will be permitted within the Company facility. All employees will be required to maintain responsibility for phones on person, stored in employee lockers or in the employee’s vehicle. At absolutely no time may pictures, video, live streams, or any other such recording be taken of the interior workings of the facility where cannabis is stored, dispensed, or otherwise handled.

PROFESSIONALISM: Company expects respectful communication, cooperation, teamwork, and full participation from all employees. Every employee will have the responsibility to treat others with dignity and respect at all times, and for that level of professionalism to be exhibited during all work hours, at work functions, at industry events, and at any other time that the employee may be directly or indirectly representing the Company. Employees are prohibited from making public statements about Company, Company Policy, Management, other employees, customers, or any other licensed cannabis establishment that is derogatory or defamatory in nature. This policy applies to any employee’s Social Media posts.

Company is committed to cultivating a culture of diversity and inclusion in the Cannabis Industry. We will hold a Zero-Tolerance policy for behavior that is considered discriminatory or bullying based on Race, Nationality, Religion, Gender, Identity, Sexual Orientation, Age, or Differing Ability. Company will hold a Zero-Tolerance policy for behavior that is considered Sexual Harassment or Assault. Company has a Zero-Tolerance policy for any work-place Violence or threat of violence toward other employees, vendors, and/or customers. Any employee positively identified in the engagement of any such behaviors shall be subject to immediate Corrective Action, including potential termination of employment.

EMPLOYEE RELATIONSHIPS: Company employees will be required to adhere to a strict code of conduct regarding inter-personal relationships while on shift, providing for a work environment where employees maintain clear boundaries between personal and business interactions in order to effectively conduct all job functions and enhance productivity. While nothing in this policy prevents friendships or romantic relationships between co-workers, or the hiring of immediate family members, employees in managerial roles may present a Conflict of Interest if romantically involved with or immediately related to any employee under which there is a direct-reporting relationship. No part of this policy shall preclude or interfere with the rights of employees protected by the National Labor Relations Act or any other applicable statute.

CONFLICTS OF INTEREST: Company employees shall be permitted to be gainfully employed in addition to and outside of Company so long as there is not Conflict of Interest, such as but not limited to:

- Employment with or Consultant to a Company competitor or potential competitor, supplier, or contactor;

- Serving as a Board member for another licensed Cannabis establishment;
- Owning or having controlling interest in any other licensed Cannabis establishment or in any company actively pursuing State licensing for a Cannabis establishment;
- Working for, consulting for, or serving as a Board member for any company involved with the State Responsible Vendor Program;
- Any other position or activity that may impair, or seem to impair, the employee's ability to make objective and fair decisions when performing their jobs.

No employee shall accept any gifts, discounts, services, or favors from any customer, supplier, vendor, or competitor unless such promotion was made available to all Company employees and as authorized by Management.

SOCIAL MEDIA: Employees are asked to keep their professional and personal lives as separate as possible in regards to public Social Media postings, and to exercise caution when sharing any information related to the Company. Employees may share official Company Social Media posts or links to the Company website, but are prohibited from making any social media posts that make statements implying the individual speaks on behalf of or in any other way claims to represent Company without express authorization by the Company. Employees may not post, comment, or otherwise publicly speak to any Company prices, policy, plan, protocol, or procedure. Any post made about any Company product or other job-related matters must expressly state that it is the employee's sole opinion and does not represent the views of the Company. Employees are expressly prohibited from sharing any photos, videos, live streams, or any other such recording of any part of the facility or cannabis plants or products in any stage of processing or manufacturing, storage, or distribution. Employees are expressly prohibited from sharing any photos, videos, live streams, or any other such recording where the employee or any other person is shown to be wearing the Company Uniform and/or ID badge. Employees are expected to extend their behavior outlined in the above section "Professionalism" to their social media interactions with other employees, customers, industry acquaintances, and other MA cannabis establishments or their agents.

WEAPONS BAN: No Company employee may carry on their person while at work any weapons of any kind. State law expressly prohibits any registered cannabis agent from carrying a firearm while on shift or from having a firearm on premises or in any transport vehicle. Company has a zero-tolerance policy for carrying concealed weapons and evidence of such shall result in immediate Corrective Action, which may include termination of employment.

SMOKE, DRUG, & ALCOHOL -FREE WORKPLACE: All of the Company facilities and properties will be a Smoke, Drug, and Alcohol -free workplace. No employee shall be permitted to consume any marijuana or marijuana product, alcohol, or tobacco products while on the premises, or off-site prior to or during their work shift. The use of tobacco on the premises will result in Corrective Action; Consuming cannabis or alcohol on the premises, either before, during, or after the work shift, or off shift, will result in immediate dismissal. Company reserves the right to request any employee Drug Screening for illicit substances.

CORRECTIVE ACTION: All employees are expected to understand and abide by all Company rules and policies, and to perform their job functions to the standards and expectations set forth in the job description. Company will implement the use of progressive Corrective Action to address issues of poor job performance and/or misconduct designed to provide a process to improve and prevent the recurrence of the undesired performance or conduct. The Corrective Action plan will consist of multiple steps; however, the Company may combine or skip steps based on the facts of each situation, the nature/severity of the offense, and the employee's history of corrective action:

1. Verbal Warning(s)
2. Written Warning(s)
3. Final Written Warning
4. Suspension without Pay
5. Termination of Employment

Steps for Corrective Action may be carried out by authorized Management and/or Human Resources officer as applicable.

CAUSE FOR IMMEDIATE DISMISSAL: All new hires will be instructed on Security protocol and grounds for immediate dismissal in the Company Orientation, and it will be detailed in the Employee Handbook. All employees will be required to sign documentation that they have been made aware of these conditions. Employees shall be subject to immediate dismissal in the event of:

- Consuming unsanctioned marijuana, alcohol, or other drugs on premises, either on or off shift.
- Arriving to work impaired by marijuana, alcohol, or other drugs, whether or not consumption took place off premises.
- Involvement in the Diversion of Marijuana or Marijuana Products from Company, or in the manipulation of inventory records, tracking software, or product labeling/packaging with the intent on diverting marijuana or marijuana products, which shall be reported to the Commission and to Law Enforcement.
- Engagement in unsafe practices with regard to the operation of the establishment and/or employee safety, which shall be reported to the Commission.
- Behavior that poses immediate risk to the personal safety of, or which may be considered malicious harassment, discrimination, violence, or threat toward, or any unsolicited sexual advances or assault on, any other Company employee(s) or customer(s), which shall be reported to the Commission and, in the case of a criminal act, to local Law Enforcement.
- Conviction or guilty plea in the case of felony drug offense involving distribution of controlled substances, or in the transport of any controlled substance and/or alcohol to a person under 21 years of age.
- Carrying a firearm while on shift.
- Evidence of theft of or unauthorized possession of any company property or the property of other employees/customers.
- Evidence of Theft of Hours, falsified timesheets, or alteration of any other legal document for the purposes of defrauding the Company

Recordkeeping procedures

- i. Pursuant to 935 CMR 500.000, company records will be available for inspection by the Commission, upon request.
- ii. The following business records shall be properly maintained:
 1. Assets and liabilities;
 2. Monetary transactions
 3. Books of accounts;
 4. Sales records; and
 5. Salary and wages paid to each employee.
- iii. The company will maintain these and the following written records that are required and subject to inspection, as well as any additional documentation that it may be directed to record by the Commission:
- iv. **Written Operating Procedures** as required by 935 CMR 500.105 (1) The duty manager has copies of the company operating procedures.
 - a. It is the responsibility of all employees to carefully read, understand and follow these operating procedures.
 - b. All employees are responsible for ensuring that these operating procedures are followed.
 - c. Any deviation from standard operating procedures must be authorized by the duty manager or your immediate supervisor.
 - d. These operating procedures will be revised from time-to-time and minor adjustments will likely be made. All revisions will be carefully noted and the operating procedures manual updated.
 - e. Any material changes will be communicated to the Commission
 - f. Inventory records as required by 935 CMR 500.105(8);
- v. **Inventory records include:**
 - a. Shipping manifests
 - b. Delivery Manifests
 - c. Delivery and unpacking video recordings
 - d. Daily sales stock withdrawal and return reports
 - e. Weekly inventory reports
 - f. Product return reports
 2. Shipping manifests - All deliveries will be accompanied by a shipping manifest. Once this document has been used to verify the shipment it must be scanned for digital storage and the original placed in the appropriate ring binder and stored in the records cabinet.
 3. Delivery and unpacking video recordings - All deliveries will be recorded using a hand-held video recorder. These recordings will be transferred to digital storage medium, clearly labelled with the date and manifest number(s) and stored in the records cabinet. Any and all

variances from the manifest must be reported in accordance with standard operating procedures.

4. Daily sales stock withdrawal and return reports - Each day, items will be removed from the main storage vault and placed in the counter area for sale. These items will be carefully recorded at the time of withdrawal. Unsold sales stock will be recorded on the same sheet when returned to the storage vault each evening.
 - a. If, during the course of the day, additional items must be withdrawn from the storage vault, they too will be added to the withdrawal report and accounted for upon the return of sales stock to the storage vault.
 - b. Any and all variances must be reported in accordance with standard operating procedures. All inventory records are to be digitized and a hard copy kept in the records cabinet.
5. Weekly inventory reports - Each week, the duty manager, together with another licensed employee will conduct an inventory of all goods in the storage vault. Any and all variances must be reported in accordance with standard operating procedures. All inventory records are to be digitized and a hard copy kept in the records cabinet.
6. Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
7. The company uses a proprietary Seed-to-sale tracking software that allows cultivators, manufacturers, retailers, the Commission and others to quickly and easily track marijuana and marijuana products from propagation to sale.
8. Our establishment receives marijuana, and marijuana products in pre-packed, shelf-ready packaging.
9. Once goods are delivered and manifests verified, all products - each individual unit for sale - must be entered into the Seed-to-sale tracking software in order to maintain an unbroken chain of custody.
10. All goods pertaining to a specific manifest will be entered into the system as a batch. Where applicable, a report pertaining to these items will be generated on the seed-to-sale software, printed out, and securely attached to the manifest and stored in accordance with section 2 (b) of this operating procedure.

vi. **Personnel records:**

1. All personnel files are to be stored in the records cabinet
2. The employee handbook contains a job description for each employee and volunteer position in the company. A signed copy of the relevant job description for each employee will also be kept in the individual personnel record of each employee.

3. The company organizational chart will be clearly posted in the office area but may also be found the operations manual and employee handbook.
4. A personnel record for each marijuana establishment agent shall be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
 - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - b. documentation of verification of references; the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - c. 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;
 - d. documentation of periodic performance evaluations;
 - e. a record of any disciplinary action taken.
 - f. notice of completed responsible vendor and eight-hour related duty training.
 - g. records of any health and safety related incidents
5. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions for the current and following week will be clearly posted in the office area. A copy of each staffing plan will be stored for future reference in the appropriate ring binder in the records cabinet.

vii. Personnel policies and procedures

1. All personnel policies and procedures are clearly outlined in the employee handbook, a copy of which is available to all employees.
2. Certain specialized procedures are contained in the security plan.
3. All new employees will be required to read the employee handbook and security plan, undergo basic security training and sign a document acknowledging receipt of each and all of these elements. This acknowledgement will be stored with their individual personnel record.
4. All personnel files are to be stored in the records cabinet
5. All employees will be subject to a state-mandated background check. Background check reports obtained in accordance with 935 CMR 500.030 will be digitized and a hard copy placed into the individual personnel records
6. All records of waste disposal must be maintained pursuant to 935 CMR 500.105(12).
7. All waste records should be maintained for at least three years.

8. In the course of normal operations small amounts of marijuana waste may be generated from (for example) broken packaging, or customer returns. All marijuana waste must be disposed of in accordance with 935 CMR 500.105 (12).
9. All marijuana waste will be placed in a ziplock bag and deposited into the locked disposal container for inventory at the end of the day. Each item for disposal must be weighed, recorded, and entered into the inventory reconciliation report in accordance with the company's security plan.
10. The items disposed of and recorded in the inventory reconciliation report must also be entered in the Metrc seed-to-sale tracking software to ensure the completion of an unbroken chain of custody.
11. At least two licensed marijuana agents must witness and document this process.
12. Such documentation shall be retained for a minimum of three years or longer if so directed by the Commission.

viii. Security Device Log

1. The issue and return of all security devices such as swipe cards, keys, codes and combinations must be noted in the security device log.
 2. Employees acknowledge the receipt or return of such devices by signing this log.
 3. Recording the issue and return of all security devices is the responsibility of the duty manager or senior management as required in the security plan.
 4. The issue of security devices may only be authorized by the duty manager or senior management as required in the security plan.
 5. The issue of codes and combinations is acknowledged by signing the relevant entry in the security device log. On NO account may the actual code or combination be noted or written down, either in the security device log or elsewhere. See the security plan for additional details.
- ix. Following closure of a Marijuana Establishment, all records will be kept for at least two years at the expense of our Marijuana Establishment and in a form and location acceptable to the Commission.