



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281359
Original Issued Date: 12/31/2018
Issued Date: 11/10/2022
Expiration Date: 01/22/2024

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: Power Fund Operations, LLC

Phone Number: 715-219-1399 Email Address: mmcneil@powerfundpartners.com

Business Address 1: 150 Mt. Vernon Street Suite 560

Business Address 2:

Business City: Dorchester Business State: MA

Business Zip Code: 02125

Mailing Address 1: 5 S. Main Street

Mailing Address 2:

Mailing City: Orange Mailing State: MA

Mailing Zip Code: 01364

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: yes

Priority Applicant Type: RMD Priority

Economic Empowerment Applicant Certification Number:

RMD Priority Certification Number: RPA201854

RMD INFORMATION

Name of RMD: Silver Therapeutics, Inc.

Department of Public Health RMD Registration Number: RPA201854

Operational and Registration Status: Obtained Provisional Certificate of Registration only

To your knowledge, is the existing RMD certificate of registration in good standing?: yes

If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 0.3 Percentage Of Control: 1.1

Role: Other (specify) Other Role: Non-voting member

First Name: Linda Last Name: Dorcena Forry Suffix:

Gender: Decline to Answer User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 2.2 Percentage Of Control: 7.5

Role: Other (specify) Other Role: Senior member

First Name: William Last Name: Forry Suffix:

Gender: Decline to Answer User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 1.3 Percentage Of Control: 4.7

Role: Other (specify) Other Role: Non-voting member

First Name: Elizabeth Last Name: Grant Suffix:

Gender: Decline to Answer User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 4.7 Percentage Of Control: 16.4

Role: Other (specify) Other Role: Non-voting member

First Name: Brendan Last Name: Kelleher Suffix:

Gender: Decline to Answer User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: 24 Percentage Of Control:

Role: Other (specify) Other Role: Voting shareholder

First Name: Brandon Last Name: Melendez Suffix:

Gender: Decline to Answer User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 6

Percentage Of Ownership: Percentage Of Control:

Role: Other (specify) Other Role: Voting member

First Name: Michael Last Name: Melendez Suffix:

Gender: Decline to Answer User Defined Gender:

What is this person's race or ethnicity?: Decline to Answer

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 7

Percentage Of Ownership: 25 Percentage Of Control:

Role: Other (specify) Other Role: Voting shareholder

First Name: Patrick Last Name: Stad Suffix:

Date generated: 10/04/2023

Gender: Decline to Answer	User Defined Gender:
What is this person's race or ethnicity?: Decline to Answer	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 8

Percentage Of Ownership: 15	Percentage Of Control: 52.5	
Role: Other (specify)	Other Role: Voting shareholder	
First Name: Sean	Last Name: Power	Suffix:
Gender: Decline to Answer	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

Person with Direct or Indirect Authority 9

Percentage Of Ownership: 3.5	Percentage Of Control: 12.3	
Role: Other (specify)	Other Role: Senior Member	
First Name: Caleb	Last Name: DesRosiers	Suffix:
Gender: Decline to Answer	User Defined Gender:	
What is this person's race or ethnicity?: Decline to Answer		
Specify Race or Ethnicity:		

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Power Fund Operations, LLC	Entity DBA:	DBA City:
Entity Description: License Holder		
Foreign Subsidiary Narrative:		
Entity Phone:	Entity Email:	Entity Website:
Entity Address 1:	Entity Address 2:	
Entity City:	Entity State:	Entity Zip Code:
Entity Mailing Address 1:	Entity Mailing Address 2:	
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:
Relationship Description: License Holder		

CLOSE ASSOCIATES AND MEMBERS

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: Linda	Last Name: Dorcena Forry	Suffix:
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Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other
Marijuana Establishment City: Orange	Marijuana Establishment State: MA

Individual 2

First Name: William	Last Name: Forry	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 3

First Name: Elizabeth	Last Name: Grant	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 4

First Name: Brendan	Last Name: Kelleher	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 5

First Name: Brandon	Last Name: Melendez	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 6

First Name: Michael	Last Name: Melendez	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 7

First Name: Patrick	Last Name: Stad	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 8

First Name: Sean	Last Name: Power	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

Individual 9

First Name: Caleb	Last Name: DesRosiers	Suffix:
Marijuana Establishment Name: Power Fund Operations, LLC	Business Type: Other	
Marijuana Establishment City: Orange	Marijuana Establishment State: MA	

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 158 Gov. Dukakis Dr.	
Establishment Address 2:	
Establishment City: Orange	Establishment Zip Code: 01364
Approximate square footage of the Establishment: 20000	How many abutters does this property have?: 4
Date generated: 10/04/2023	

Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft

Cultivation Tier: Tier 03: 10,001 to 20,000 sq. ft Cultivation Environment: Indoor

Page: 5 of 9

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 5

Role: Other Role:

First Name: Brendan Last Name: Kelleher Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 6

Role: Other Role:

First Name: Brandon Last Name: Melendez Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 7

Role: Other Role:

First Name: Michael Last Name: Melendez Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 8

Role: Other Role:

First Name: Sean Last Name: Power Suffix:

RMD Association: Not associated with an RMD

Background Question: no

Individual Background Information 9

Role: Other Role:

First Name: Patrick Last Name: Stad Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

Entity Background Check Information 1

Role: Other (specify) Other Role: License Holder

Entity Legal Name: Power Fund Operations Entity DBA:

Entity Description: License Holder

Phone: 617-388-9015 Email: sean@powerfundpartners.com

Primary Business Address 1: 150 Mt. Vernon St. Primary Business Address 2: Ste. 560

Primary Business City: Dorchester Primary Business State: MA Principal Business Zip Code: 02125

Additional Information:

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
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Department of Revenue - Certificate of Good standing	Good Standing Tax 4 10 18.pdf	pdf	5aeca6fa1f5e4d0443cb5eb4	05/04/2018
Secretary of Commonwealth - Certificate of Good Standing	Good Standing 4 9 18.pdf	pdf	5aeca75011a2fe04237f6ca3	05/04/2018
Bylaws	Silver Therapeutics Corporate Bylaws.pdf	pdf	5aff22d953899e3d7b66188a	05/18/2018
Articles of Organization	Articles of Organization and Conversion.pdf	pdf	5aff239b1f5e4d0443cb65f9	05/18/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	PF DOR COGS issued 10 17 2022.pdf	pdf	634ec705eb79830009f605c7	10/18/2022
Department of Unemployment Assistance - Certificate of Good standing	PF_DUA_Attestation_Form_EXECUTED.pdf	pdf	634ec707eb79830009f605e5	10/18/2022
Secretary of Commonwealth - Certificate of Good Standing	POWER FUND OPERATIONS LLC-MA-Good Standing.pdf	pdf	634ec708eb79830009f605f9	10/18/2022

Massachusetts Business Identification Number: 001327528

Doing-Business-As Name:

DBA Registration City:

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Proposed Timeline	PF- Cultivation Operational Timeline 2022.pdf	pdf	634576b82bb6940008644eea	10/11/2022

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Policies and Procedures for cultivating.	PF Cultivation SOP.pdf	pdf	634ec78416e72e0008cbfaca	10/18/2022
Separating recreational from medical operations, if applicable	PF AU and Medical Separation SOP 2022.pdf	pdf	634ec79316e72e0008cbfb93	10/18/2022
Restricting Access to age 21 and older	PF Under 21 Restricted AccessSOP 2022.pdf	pdf	634ec79d16e72e0008cbfbe0	10/18/2022
Security plan	PF Security SOP 2022.pdf	pdf	634ec7a5eb79830009f60a08	10/18/2022
Prevention of diversion	PF Diversion SOP 2022.pdf	pdf	634ec7ad16e72e0008cbfc06	10/18/2022
Quality control and testing	PF QC Testing SOP 2022.pdf	pdf	634ec844eb79830009f60ee2	10/18/2022
Transportation of marijuana	PF Transportation SOP 2022.pdf	pdf	634ec84716e72e0008cc01ba	10/18/2022
Inventory procedures	PF Inventory SOP 2022.pdf	pdf	634ec848eb79830009f60f35	10/18/2022
Dispensing procedures	PF Dispensing SOP.pdf	pdf	634ec84aeb79830009f60f49	10/18/2022

Diversity plan	PF Diversity Plan 2022.pdf	pdf	634ec885eb79830009f612b4	10/18/2022
Maintaining of financial records	PF Maintenance of Financial Records SOP 2022.pdf	pdf	634ec88616e72e0008cc04e9	10/18/2022
Personnel policies including background checks	PF Personnel Policies incl Bkgd Checks SOP 2022.pdf	pdf	634ec887eb79830009f612d2	10/18/2022
Record Keeping procedures	PF Record Keeping SOP 2022.pdf	pdf	634ec88816e72e0008cc0508	10/18/2022
Qualifications and training	PF Agent Qualifications and Training SOP 2022.pdf	pdf	634ec88916e72e0008cc051c	10/18/2022
Energy Compliance Plan	PF Energy Compliance SOP 2022.pdf	pdf	634ec898eb79830009f61393	10/18/2022
Storage of marijuana	PF Storage SOP 2022.pdf	pdf	634ec90d16e72e0008cc0817	10/18/2022

ATTESTATIONS

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

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

I 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 Understand

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

Progress or Success Goal 1

Description of Progress or Success: Power Fund Operations, LLC has recently acquired this license. This license is not yet operational at this time. We expect to receive final licensure in early to mid 2023. We will begin to make progress towards the following goals:

1. Recruit and hire employees from Areas of Disproportionate Impact (an "ADI") and employees with past drug convictions (or whose parents or spouses have drug convictions),
2. Assisting individuals within an ADI to have been negatively harmed by cannabis prohibition to have their criminal record expunged of such offenses, and
3. Training existing employees to open their own marijuana businesses in areas of Disproportionate Impact.

COMPLIANCE WITH DIVERSITY PLAN

Diversity Progress or Success 1

Description of Progress or Success: Power Fund Operations, LLC has recently acquired this license. This license is not yet operational at this time. We expect to receive final licensure in early to mid 2023. We will begin to make progress towards the following goals:

1. Increasing the number of such individuals who achieve their goal of entering the adult-use marijuana industry and
2. Insuring that such employees are retained by providing the tools and corporate infrastructure to ensure their success.

HOURS OF OPERATION

Monday From: 6:30 AM	Monday To: 8:30 PM
Tuesday From: 6:30 AM	Tuesday To: 8:30 PM
Wednesday From: 6:30 AM	Wednesday To: 8:30 PM
Thursday From: 6:30 AM	Thursday To: 8:30 PM
Friday From: 6:30 AM	Friday To: 8:30 PM
Saturday From: 6:30 AM	Saturday To: 8:30 PM
Sunday From: 6:30 AM	Sunday To: 8:30 PM

Host Community Agreement Certification Form

The applicant and contracting authority for the host community must complete each section of this form before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant and/or municipality appear in italics. Please note that submission of information that is "misleading, incorrect, false, or fraudulent" is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

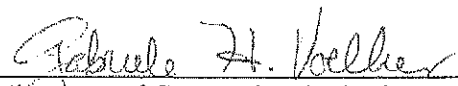
Applicant

I, Joshua Silver, (*insert name*) certify as an authorized representative of Silver Therapeutics, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with the Town of Orange (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on February 21, 2018 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Gabriel* Voelker, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for the Town of Orange (*insert name of host community*) to certify that the applicant and the Town of Orange (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on February 21, 2018 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community

Community Outreach Meeting Attestation Form

The applicant must complete each section of this form and initial each page before uploading it to the application. Failure to complete a section will result in the application being deemed incomplete. Instructions to the applicant appear in italics. Please note that submission of information that is “misleading, incorrect, false, or fraudulent” is grounds for denial of an application for a license pursuant to 935 CMR 500.400(1).

I, Joshua Silver, (insert name) attest as an authorized representative of Silver Therapeutics, Inc. (insert name of applicant) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on March 24, 2018 (insert date).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on March 16, 2018 (insert date), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document).
3. A copy of the meeting notice was also filed on March 16, 2018 (insert date) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on March 16, 2018 (insert date), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee).

5. Information was presented at the community outreach meeting including:
 - a. The type(s) of Marijuana Establishment to be located at the proposed address;
 - b. Information adequate to demonstrate that the location will be maintained securely;
 - c. Steps to be taken by the Marijuana Establishment to prevent diversion to minors;
 - d. A plan by the Marijuana Establishment to positively impact the community; and
 - e. Information adequate to demonstrate that the location will not constitute a nuisance as defined by law.
6. Community members were permitted to ask questions and receive answers from representatives of the Marijuana Establishment.

Road

FROM A1

The road's street sign lists the road as "a private way."

The South Deerfield Water District built a storage tank at the road's end in the 1960s, and it was kept open for access. There's also a parking lot for a trail system there, which brings public traffic.

Over the years, houses sprung up on either side. According to town property records, the oldest existing house there was built in 1907. When the properties changed hands, new residents assumed the road was private and took on maintenance costs, often enlisting the help of friends or worked on it themselves.

"I moved in in 2001, and just took what everyone said," Felton said. Soon after, she took charge of maintenance bills, dividing costs up among neighbors. In the last 17 years, the five houses paid \$21,000 to maintain the road.

During her research, Felton spoke with many town officials, including Highway Superintendent Kevin Scarborough, all of whom she noted were easy to work with and willing to help.

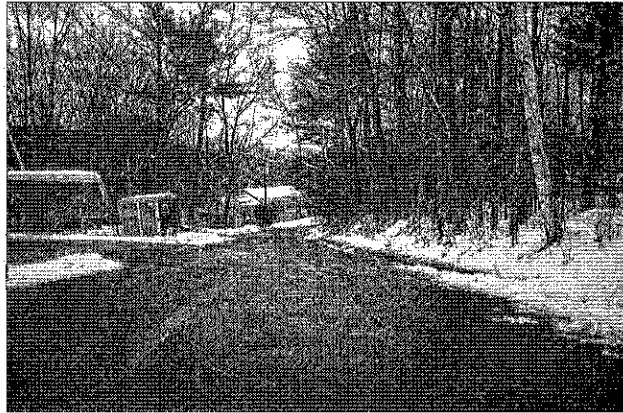
She enlisted the help of former Building Commissioner Richard Calaisewski, who has deep knowledge of Deerfield's history. Calaisewski presented Felton's findings at Wednesday's Selectboard meeting, advocating on her behalf.

Felton submitted her findings and notes to town officials before the meeting, suspending the need for detailed in-person discussion. Before the Selectboard took a vote, Chairwoman Carolyn Shivers-Nunes thanked Felton on behalf of the town for her research to clarify hearsay surrounding the road's history.

Wednesday's decision by the Selectboard to take over maintenance responsibility represents a "line in the sand" for Felton and her Ridge Road neighbors. She said they're not looking to recoup past expenses, and believe the road will be better maintained under the town Highway Department's management, benefiting the whole town.

"We're not looking to the past. Clearly, it was missed by a lot of people for a lot of reasons. Let's move forward," she said.

You can reach Andy Castillo at acastillo@recorder.com or 413-772-0261, ext. 283.



Ridge Road is about 700 feet long and connects to Stage Road, just off North Hillside Road. It's a steep dead-end road that's mostly dirt.

RECORDER STAFF/ANDY CASTILLO

Officer

FROM A1

had stolen handguns, and police found out about it incidentally.

"It could have been off the (police's) radar pretty easily and could have resulted in a pretty bad situation," he said. "What I've come to believe is that the resource officer can play a really important role in facilitating communication between kids and the police and the school."

"By (this officer) having

good relationships with kids, kids will talk to them about things they're worried about," he continued.

The majority of the officer's working time would be spent at the high school and Great Falls Middle School, but Sullivan says the officer would "definitely have a presence" at Hillcrest and Sheffield Elementary schools. At this point, Sullivan is unsure whether the resource officer would have a presence at Gill Elementary.

Sullivan also predicts that a resource officer assigned to the district would probably be

an officer already on the Montague force. The officer would likely have an office at the high school, and would work full shifts among the different schools.

Funding

If the money is put in the budget, the officer could begin working during the next school year.

According to Sullivan, the school committee has indicated that it will approve three-quarters of the salary to come out of the district's operating budget. Sullivan would also like to explore the

possibility of the town funding the other quarter through the police budget.

While the preliminary budget has already been discussed, school officials feel that the resource officer is worth changing the budget. Sullivan believes that additional funding for the officer could come out of the School Choice revolving account. Exactly how much money is at issue is not yet clear.

"We also think we can squeeze more savings out of student transportation by reducing bus routes," Sullivan added. "We think we can also

spend a little less money on technology infrastructure."

Ready to move forward

Sullivan says that a resource officer has been discussed for at least the last four years he has been superintendent. He has held conversations about the position with former Police Chief Charles Dodge, who "promoted it significantly."

In previous years, there has been support from the School Committee and the community for a resource officer, but the budget didn't allow for it. Sullivan said now

seems like an appropriate time to change priorities.

"We're refocusing educators, but at the same time, we're financing this," he said. "So that's really difficult to do."

Sullivan plans to meet with Turners Falls High School Principal Annie Leonard and acting Police Chief Chris Bonnet to develop a draft memorandum of understanding regarding plans for a resource officer.

Reach Christie Wianiewski at cwianiewski@recorder.com or 413-772-0261, ext. 280.

DEATH NOTICES

John B. Allen

NORTHFIELD — John B. Allen, 61, of Northfield died Thursday (3-15-18) at home.

Funeral arrangements under the direction of the Kiddor Funeral Home, 1 Parker Ave., Northfield were incomplete at press time.

Robert F. Bessette

SHREVEPORT FALLS — Robert Francis Bessette, 101, of 34 Main St. died Wednesday (3-14-18) at home.

A graveside service will be held in Arms Cemetery at a later date.

Smith-Koller Funeral Home is assisting with arrangements.

Paul K. Mead III

HOLYOKE — Paul K. Mead III died Tuesday (3-13-18) at the Soldiers Home at Holyoke.

Graveside services will be held at a later date at the convenience of the family. In lieu of flowers, the family requests that donations honoring Paul's life be made to the Soldiers Home at Holyoke.

Smith-Koller Funeral Home in Shelburne Falls assisted with arrangements. To send a message of condolence, visit: smithkollerfuneralhome.com

Susan Page-Neri

PETERSHAM — Susan Page-Neri of Petersham, died

Wednesday, (3-14-18) at home.

At her request, there are no calling hours and burial will be private at the convenience of the family.

In lieu of flowers, contributions are suggested to the Athol High School Scholarship Association, 200 Boy St., Athol, MA 01331, the Petersham Animal Welfare System, PO Box 486, Petersham, MA 01366 or the Gardner VNA, 34 Peary Lane, Gardner, MA 01440.

For more information or to sign our online guest book, visit: maefamily.com

Fleke-Murphy & Mack Funeral Home, 110 New Athol Road, Orange is directing arrangements.

David P. Radebaugh

NORTHFIELD — David Pearson Radebaugh, 80, of Main Street died Wednesday (3-14-18) at Charles Manor Healthcare in Greenfield.

Funeral arrangements under the direction of the Kiddor Funeral Home, 1 Parker Ave., Northfield were incomplete at press time.

Harry D. Stafursky

SACRAMENTO, Calif. — Harry D. (Doug) Stafursky, 68, of Rancho Cordova, a native of Greenfield, Mass., died March 2, 2018, at home.

There will be a memorial for him at a future time in Sacramento. Memorial contri-

butions in his name may be made to the charity of one's choice.

Johnson Funeral Home, 104 Bridge St., Shelburne Falls, Mass., is assisting the family.

Alexander J. Terapane

SOUTH DEERFIELD — Alexander J. Terapane, 91, of South Deerfield, formerly of Wallingford, Conn., died Wednesday (3-14-18) at home.

Calling hours at the Wallingford Funeral Home, 808 North Main St. Ext., Wallingford, Conn., will be Monday from 9:30 until 11:45 a.m. A funeral service will fol-

low in the funeral home at 11 a.m. Interment will be in Walnut Grove Cemetery in Meriden.

In lieu of flowers, donations may be made to St. Jude Children's Research Hospital, 501 St. Jude Place, Memphis, TN 38106. The Sisters' Project, 120 Box 1040, Wallingford, CT 06492, VNA & Hospice of Conley Dickinson, 188 Industrial Drive, Northampton, MA 01060, or to the Most Holy Trinity Church Preservation Fund, 68 North Colony Road, Wallingford, CT 06492.

For online condolences, visit: wallingfordfh.com

OBITUARIES@RECORDER.COM

MINI ADS

INDOOR TAG SALE
2056 Mohawk Trail, Shelburne Falls
for Croch Apple Whitebaiter
Saturday, March 17, 8:00am-3:00pm
Antiques, china, glass, lamps, jewelry, art, household items, books, clothing, toys, unusual items too. Sale includes heated building.

MedCare Emergency Health,
located at 338 High St., Greenfield,
is looking for a
Full time Billing Associate.
Requires medical billing experience.
Pay commensurate with experience.
Great benefits, flexible hours.
Apply at www.medcareinc.com

FIRST CHOICE TOURS
specializing in
Motorcycles, cruises, and air tours
If you want that leave lasting memories.
Call today! 413-665-9090
www.firstchoicetours.com
110 North Hillside Rd. Ste. 12 So. Deerfield

DOUG'S LANDSCAPING
Spring clean-ups,
Lawns thatched,
4-step fertilizer program
Lawns mowed, Mulching,
Gardens rototilled
413-774-3603, 413-522-6193

INDOOR MOVING SALE
11 Keith St., 2nd floor,
Turners Falls
Fri. March 16 - Sat. March 24
9-11 pm daily
Lighted Glass, Office, Office Sofas, Bed
day bed, tables, chairs, rocking chairs, area
rugs, bookshelves, dressers, Corbin's home
jewelry, dishes, chairs, parrots, tape, books,
CDs, vinyl records, clothing, housewares,
Lushroom items, pictures and much more.

**Friends of Gill
Pancake Breakfast**
Saturday, March 17, 2018
8 am to 10:30 am at
Gill Congregational Church
Adults \$7, Children under 10 \$3
Free for children under 4

RABIES CLINIC
Saturday 3/17/18
1:30pm - 3:30pm
\$19 CASH ONLY
All dogs must be on a leash
All cats must be in a carrier
For a 3-year rabies certificate, please bring
a previous rabies vaccination certificate
NORTH COUNTY VETERINARY CLINIC
182 Barnardston Road, Greenfield
413-773-8560

**GREENFIELD GIRLS
SOFTBALL LEAGUE**
THE LEAGUE IS OPEN TO
ALL GIRLS AGES 5-12
All Division 80-12 years old
Little League Division 9-12 years old
Full Division 13-18 years old
Register for the 2018 season at
Greenfield Girls Softball
3 Church St. Entrance
March 3, 16, 17, 9 am-41 am.
For more info call COO, President
Richard Macgregor at 413-860-1346

A-1 Enterprises
413-648-9111

Chappell's Auto Service
CHAPPELLSAUTO.COM
2004 PONTIAC VIBE
2007 JAWON, New Tire
2006 TOYOTA TACOMA
www.chappellsauto.com
413-773-1124
413 Rte 112, Shelburne Falls, VT 05482
across from Bank of America, Rt. 2

**APPLE & BLUEBERRY PIE SALE
and
TAG SALE**
Robbins Memorial Church
55 Munson Street, Greenfield
Fri. March 16, 9am - 5:30pm
Sat. March 17, 9am - 2pm
All special orders must be
picked up by 5pm
All pies made fresh at the church
773-7524

**2013 Hyundai
Elantra Limited**
SILVER 4-DR. SUNROOF
4-DR. SUNROOF
Power Windows
Automatic Transmission
One Owner
\$9,900
Call Doug Dean
773-773-1124
Dillon
44 Main St., Greenfield 773-860-7778

**NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
SILVER THERAPEUTICS, INC.**
5 SOUTH MAIN STREET, ORANGE, MA
158 GOVERNOR DUKAKIS DRIVE
Notice is hereby given that Silver Therapeutics, Inc. will host a
Community Outreach Meeting on the following matter on March 24,
2018 at the Armory, 135 E Main Street, Orange, MA 01364 at 2:00 P.M.
Silver Therapeutics, Inc. intends to apply for an Adult-Use Marijuana
Establishment license to operate a marijuana retail dispensary at 5
South Main Street, Orange, MA 01364, and a marijuana cultivation and
processing facility at 158 Governor Dukakis Drive, Orange MA 01364
pursuant to M.G.L. Ch. 94C and Chapter 55 of the Acts of 2017, other
applicable laws and regulations promulgated thereunder, including
those promulgated thereunder by the Massachusetts Cannabis Control
Commission.
Information presented by Silver Therapeutics, Inc. at the community
outreach meeting will include, but not be limited to:
1. The type(s) of Adult-Use Marijuana Establishment to be located at the
proposed address;
2. Information adequate to demonstrate that the Adult-Use Marijuana
Establishment location will be maintained securely;
3. Steps to be taken by the Adult-Use Marijuana Establishment to
prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the
community; and
5. Information adequate to demonstrate that the location will not
constitute a nuisance to the community by noise, odor, dust, glare,
fumes, vibration, heat, glare, or other conditions likely to cause nuisance.
Community members will be permitted and are encouraged to
ask questions and receive answers from representatives of Silver
Therapeutics, Inc. A copy of this notice is on file with the Town Clerk,
located at the Orange Town Hall, 6 Prospect Street, Orange MA 01364,
and a copy of this Notice was mailed at least seven calendar days prior to
the community outreach meeting to abutters of the proposed address
of the Marijuana Establishment, owners of land directly opposite on any
public or private street or way, and abutters to the abutters within three
hundred feet of the property line of the petitioner as they appear on
the most recent applicable tax lot, notwithstanding that the land of any
such owner is located in another city or town.

NEED AN AD IN A HURRY?
Mini ads are what you need.
If you place your ad by 3:00 pm, it will appear in the following
day's edition. Reach over 30,000 readers tomorrow.
Call 772-0261

NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
SILVER THERAPEUTICS, INC.
5 SOUTH MAIN STREET, ORANGE, MA
158 GOVERNOR DUKAKIS DRIVE

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1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community by noise, odor, dust, glare, fumes, vibration, heat, glare, or other conditions likely to cause nuisance.

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NOTICE OF COMMUNITY OUTREACH MEETING
REGARDING ADULT-USE MARIJUANA ESTABLISHMENT
SILVER THERAPEUTICS, INC.
5 SOUTH MAIN STREET, ORANGE, MA
158 GOVERNOR DUKAKIS DRIVE

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Joshua Silver, Esq.
89 Court Street
Saratoga Springs, NY 12866
(518) 570-9067
joshuaasilver@gmail.com

May 4, 2018

VIA ONLINE SUBMISSION ONLY

Cannabis Control Commission
101 Federal Street, 13th floor
Boston, MA 02110

Applicant: Silver Therapeutics, Inc.
License Type: Marijuana Retailer
Location: 158 Gov. Dukakis Dr., Orange MA
Packet: Application of Intent – Plan for Compliance with Local Zoning
Rule: **935 CMR 500.101(2)(b)(9)**

Dear Commission Staff:

I am the Chief Executive Officer of Silver Therapeutics, Inc. (the “Company”). This letter is submitted in response to the requirement set forth in 935 CMR 500.101(2)(b)(9), which provides:

If physically separate from the RMD location a description of plans to ensure that the Marijuana Establishment is or will be compliant with local codes, ordinances and bylaws for the physical address of the Marijuana Establishment which shall include, but not be limited to, the identification of any local licensing requirements for the adult use of marijuana.

RESPONSE: The location of the proposed Marijuana Cultivator is the same as the RMD location approved by the DPH for a Provisional Certificate of Registration.

The Town of Orange has not adopted a zoning ordinance that specifically affects marijuana uses. There are no public or private schools providing education in kindergarten or any of grades one through 12 within 500 feet of the proposed cultivation facility (measured property line to property line). A list of all such uses is attached to this letter.

The Town’s Zoning By-Law requires that any development involving warehouse space that consists of more than 10,000 square feet, requires a Special Permit. The Company will comply with this zoning by-law by applying for a special use permit.



Joshua Silver, CEO

LIST OF USES WITHIN 500 FEET FROM 158 GOVERNOR DUKAKIS DRIVE, ORANGE MA


<u>ADDRESS</u>	<u>OWNER - USE</u>
184 Gov. Dukakis Dr.	Seaman's Paper – Warehouse Space and Paper Manufacturing.
131 Gov. Dukakis Dr.	Seaman's Paper – Warehouse Space and Paper Manufacturing.
104 Gov. Dukakis Dr.	PTG Realty, LLC - Warehouse Space
82 Gov. Dukakis Dr.	Princeton Forest Products
80 Airport St.	Town of Orange – Municipal Airport
110 Daniel Shays Hwy	Prakik Sonam Corporation - Motel
201 Gov Dukakis	Donald Castine – Warehouse Space
10 Lucci Drive	Orange Distribution Co. – Warehouse Space
54 Gov. Dukakis Dr	Princeton Forest Products, Inc. – Warehouse Space

Municipal Response Attestation

I, Michael McNeil, contacted Greg Voelker, Town of Orange Representative on 10/11/2022, for use in requesting community impact costs for the town of Orange in relation to Power Fund Operations, LLC license number MC281359

As of 10/18/2022, Power Fund Operations, LLC has not received a response from Orange Municipal Representatives in regard to, the cost documentation of our community impact fee.

Michael McNeil

DocuSigned by:

40BDCF86F4FB409...

10/18/2022

From: mmcneil@powerfundpartners.com
Sent: Tuesday, October 11, 2022 12:44 PM
To: gvoelker@townoforange.org
Cc: zelwell ac3llc.org
Subject: Power Fund Operations - Cultivation Municipal Cost Inquiry

Hello

I am seeking the costs the town of Orange has incurred or anticipates incurring as the result of the operation of our cultivation cannabis business. I reference the Section of Commonwealth GL that allows for the imposition of this tax below, and which is referenced in our Host Community Agreement. Further, there are reporting and payment requirements of us forthcoming. Please contact me at your earliest convenience and provide the information, which I am now formally requesting through the Freedom of Information Act.

GL C94G Sec. 3(d) A marijuana establishment or a medical marijuana treatment center seeking to operate or continue to operate in a municipality which permits such operation shall execute an agreement with the host community setting forth the conditions to have a marijuana establishment or medical marijuana treatment center located within the host community which shall include, but not be limited to, all stipulations of responsibilities between the host community and the marijuana establishment or a medical marijuana treatment center. An agreement between a marijuana establishment or a medical marijuana treatment center and a host community may include a community impact fee for the host community; provided, however, that the community impact fee shall be reasonably related to the costs imposed upon the municipality by the operation of the marijuana establishment or medical marijuana treatment center and shall not amount to more than 3 per cent of the gross sales of the marijuana establishment or medical marijuana treatment center or be effective for longer than 5 years. Any cost to a city or town imposed by the operation of a marijuana establishment or medical marijuana treatment center shall be documented and considered a public record as defined by clause Twenty-sixth of section 7 of chapter 4.

Best,

Michael

Michael McNeil
Chief Operating Officer / Chief Financial Officer
PowerFund Holdings
Email: mmcneil@powerfundpartners.com
Cell: 715-219-1399

Joshua Silver, Esq.
89 Court Street
Saratoga Springs, NY 12866
(518) 570-9067
joshuaasilver@gmail.com

April 23, 2018

VIA ONLINE SUBMISSION ONLY

Cannabis Control Commission
101 Federal Street, 13th floor
Boston, MA 02110

Applicant: Silver Therapeutics, Inc.
License Type: Marijuana Cultivator
Location: 158 Gov. Dukakis Dr., Orange MA
Packet: Application of Intent – Plan for Positive Impact
Rule: **935 CMR 500.101(2)(b)(10)**

Dear Commission Staff:

I am the Chief Executive Officer of Silver Therapeutics, Inc. (the “Company”). This letter is submitted in response to the requirement set forth in 935 CMR 500.101(2)(b)(10), which provides:

A plan by the Marijuana Establishment to positively impact areas of disproportionate impact, as defined by the Commission.

RESPONSE: The location of the proposed Marijuana Cultivation facility is not in an area designated by the CCC as having disproportionate impact. Nevertheless, the Company can still have positive impact upon such areas by achieving Leadership Certification as a Social Justice Leader. In that regards, as long as certain financial milestones are met, the Company intends to commit up to 1% of its revenue to the CCC’s Social Equity Training and Technical Assistance Fund and will conduct up to 50 hours of educational seminars targeted to residents of areas of disproportionate impact in one or more of the following: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training. The Company will also endeavor to recruit employees from areas of disproportionate impact.

Very Truly Yours,

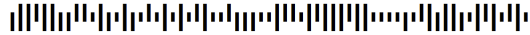


Joshua Silver, CEO



mass.gov/dor

CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



NORTHWEST REGISTERED AGENT
SILVER THERAPEUTICS, INC.
82 WENDELL AVE
PITTSFIELD MA 01201-7066

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, SILVER THERAPEUTICS, INC. is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

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

Visit us online!

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

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

Edward W. Coyle, Jr., Chief
Collections Bureau



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

William Francis Galvin
Secretary of the
Commonwealth

Date: April 06, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
SILVER THERAPEUTICS, INC.

is a domestic corporation organized on **February 01, 2017**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

A handwritten signature in black ink, reading "William Francis Galvin".

Secretary of the Commonwealth

Certificate Number: 18040143920

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

Processed by:

BYLAWS OF Silver Therapeutics, Inc.
(the "Corporation")

SHAREHOLDERS (the "Shareholders")

Annual Meeting

1. A meeting of the Shareholders will be held annually for the purpose of electing directors (the "Directors") of the Corporation and for the purpose of doing other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the Commonwealth of Massachusetts, the annual meeting will be held on the next succeeding business day or on a date determined by the board of directors for the Corporation (the "Board") that is no later than two weeks after the date specified in the meeting notice.

Special Meetings

2. Unless otherwise prescribed by statute, special meetings of the Shareholders, for any purpose or purposes, may only be called in the following ways:
 - a. By a majority of the Board; or
 - b. By the president of the Corporation (the "President"); or
 - c. By the holders of shares entitled to cast in total not less than 10 percent of the votes on any issue proposed for the meeting where written requests describing the purpose or purposes for the special meeting are signed, dated and delivered to a member of the Board or other Officer of the Corporation.
3. The Board will determine the time, place and date of any special meeting, which, unless the special meeting is called by a majority of the Board, will be held not more than 10 days after the written request to call the special meeting is delivered to the Board. Special meetings will be limited to discussing and voting on the items identified in the meeting notice.

Place of Meeting

4. The annual meetings or special meetings of the Shareholders may be held at any place in or out of the Commonwealth of Massachusetts at a place to be determined at the discretion of the Board. If

no designation of the location is made for any annual or special meeting of the Shareholders, the place of the meeting will be the Principal Office of the Corporation. The Corporation must hold its annual meeting within the earlier of: a) six months after the end of the Corporation's fiscal year or; b) fifteen months after its last annual meeting. If an annual meeting is not held within that time period, a Shareholder may direct a request in writing to the Chairman of the Board of the Corporation to hold the annual meeting. If a notice of meeting is not given within 60 days of that request then any Shareholder entitled to vote at an annual meeting may apply to any court having jurisdiction for an order directing that the meeting be held and fixing the time and place of the meeting.

Notice of Meetings

5. The written notice of any meeting will be given 7 to 60 days before the date of the meeting to each Shareholder entitled to vote at that meeting. The written notice of the meeting will state the place, date and hour of the meeting, the means of remote communications, if any, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.
6. If mailed, notice is given when the notice is deposited in the United States mail, postage prepaid, and directed to the Shareholder at the address of the Shareholder as it appears on the records of the Corporation. An affidavit of the secretary (the "Secretary") of the Corporation that the notice has been given will, in the absence of fraud, be prima facie evidence of the facts stated in the notice.
7. A written waiver, signed by the person entitled to a notice of meeting, or a waiver by electronic transmission by the person entitled to that notice, whether before or after the time stated in the notice, will be deemed equivalent to the person receiving the notice. Further, attendance of a person at a meeting will constitute a waiver of notice of that meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Consent of Shareholders in Lieu of Meeting

8. Any action to be taken at any annual or special meeting of Shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action to be taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote on the matter were present and voted is delivered to the

Corporation. Every written consent will bear the date of signature of each Shareholder who signs the consent. However, no written consent will be effective unless the consent is delivered, either by hand or by certified or registered mail, within 90 days of the earliest dated consent, to the Corporation to be filed with the records of proceedings of the Shareholders.

Remote Communication Meetings

9. Remote communication means any electronic communication including conference telephone, video conference, the Internet, or any other method currently available or developed in the future by which Shareholders not present in the same physical location may simultaneously communicate with each other.
10. Where permitted under the statutes and regulations of the Commonwealth of Massachusetts, and in the sole and reasonable discretion of the Board of Directors, a meeting of Shareholders of the Corporation may be held at a specific location or may be held by any means of remote communication. Where a meeting will employ remote communication, one or more Shareholders may participate by means of remote communication or the meeting may be held solely by means of remote communication at the sole discretion of the Board of Directors. Where any remote communication is used in a Shareholder meeting, all persons authorized to vote or take other action at the meeting must be able to hear each other during the meeting and each person will have a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting. All votes or other actions taken at the meeting by means of electronic transmission must be maintained as a matter of record by the Corporation.

List of Shareholders Entitled to Vote

11. The Officer who has charge of the Shareholders' List of the Corporation will prepare and make, not more than 70 days before every meeting of the Shareholders, a complete list of the Shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Shareholder and the number of shares of stock registered in the name of each Shareholder. The list must be available for inspection by any Shareholder beginning two days after the meeting is announced and continuing through the meeting. The list must be provided for any purpose related to the meeting:
 - a. On a reasonably accessible electronic network, so long as the information required to access the list is provided with the notice of the meeting; or

- b. During ordinary business hours, at the Principal Office of the Corporation or at a place identified in the meeting notice in the city where the meeting will be held.
12. If the Corporation decides to make the list available on an electronic network, the Corporation will ensure that this information is available only to Shareholders of the Corporation. If the meeting is to be held at a physical location, then the list will be produced and kept at the time and place of the meeting during the whole time of the meeting and may be inspected by any Shareholder who is present.
13. If the meeting is to be held solely by means of remote communication, then the list will also be open to the examination of any Shareholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list will be provided with the notice of the meeting.
14. If any Director willfully neglects or refuses to produce the list of Shareholders at any meeting for the election of Directors, or to open such a list to examination on a reasonably accessible electronic network during any meeting for the election of Directors held solely by means of remote communication, those Directors will be ineligible for election to any office at that meeting.
15. The Shareholders' List will be the only evidence as to who are the Shareholders entitled by this section to examine the list required by this section or to vote in person or by proxy at any meeting of Shareholders.

Quorum and Required Vote

16. A minimum of 66.6 percent of the shares entitled to vote, present in person or represented by proxy, will constitute a quorum entitled to take action at a meeting of Shareholders.
17. In all matters other than the election of Directors, any act of the Shareholders must be passed by an affirmative vote of the majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the matter.
18. Directors will be elected by a majority of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of Directors.

19. Where a separate vote by a class or series or classes or series of shares ("Eligible Shares") is required, 66.6 percent of the outstanding Eligible Shares present in person or represented by proxy, will constitute a quorum entitled to take action with respect to that vote on that matter. Any act to be taken must be passed by an affirmative vote of the majority of the outstanding Eligible Shares present in person or represented by proxy.

Shareholders Voting Rights and Proxies

20. Subject to the Articles of Organization, each Shareholder will be entitled to one vote for each share of stock held by that Shareholder.
21. Each Shareholder entitled to vote at a meeting of Shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for that Shareholder by proxy, but no proxy will be valid after 11 months from the date of its execution unless the proxy provides for a longer period.
22. Execution of a proxy may be accomplished by the Shareholder or by the authorized Officer, Director, employee or agent of the Shareholder, signing the writing or causing that person's signature to be affixed to the writing by any reasonable means including, but not limited to, by facsimile signature.
23. A duly executed proxy will be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the shares or an interest in the Corporation generally.

Voting Rights of Fiduciaries, Pledgers and Joint Owners of Shares

24. Persons holding shares in a fiduciary capacity will be entitled to vote the shares so held. Persons whose shares are pledged will be entitled to vote, unless, in the transfer by the pledger on the books of the Corporation, that person has expressly empowered the pledgee to vote the shares, in which case only the pledgee, or that pledgee's proxy, may represent and vote the shares.

Voting Trusts and Other Voting Agreements

25. Two or more Shareholders may, by agreement in writing, create a voting trust by depositing their shares with a voting trustee, who will have the authority to vote the shares in accordance with the

terms and conditions of the voting trust agreement. To be valid, the voting trustee must deliver copies of the list of Shareholders and the voting trust agreement to the Principal Office of the Corporation. Upon receiving the voting trust agreement, the Corporation will issue new share certificates in the name of the trustee and cancel the old share certificates. The new share certificates issued will state that they are issued pursuant to a voting trust agreement.

26. Any amendment to a voting trust agreement will be made by a written agreement, a copy of which will be filed with the Principal Office of the Corporation.
27. The right of inspection of any voting trust agreement or related amendment by a Shareholder of record or a holder of a voting trust certificate, in person or by agent, will be the same right of inspection that applies to the securities register of the Corporation.
28. An agreement between two or more Shareholders, if in writing and signed by the parties to the agreement, may provide that in exercising any voting rights, the shares held by them will be voted as provided by the agreement, or as the parties may agree, or as determined in accordance with a procedure agreed upon by them.
29. The above provisions concerning voting trusts and voting agreements will not be deemed to invalidate any voting or other agreement among Shareholders or any irrevocable proxy which is not otherwise illegal.

BOARD OF DIRECTORS

General Powers

30. The business and affairs of the Corporation will be managed by or under the direction of the Board.

Number, Tenure and Quorum

31. The Board will consist of four members, each of whom will be a natural person. Directors need not be Shareholders. Each Director will hold office until that Director's successor is elected and qualified or until that Director's earlier resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. In order to transact business at a meeting of the Directors, a quorum of 66.6 percent of the total number of

Directors eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.

Regular Meetings

32. By resolution, the Board may provide the time and place, either within or without the Commonwealth of Massachusetts, for the holding of regular meetings without any notice other than that resolution.

Special Meetings

33. Special meetings of the Board may be called by or at the request of the President or by a majority of the Directors. The person or persons calling that special meeting of the Board may fix any date, time or place, either within or without the Commonwealth of Massachusetts, to be the date, time and place for holding that special meeting.

Notice

34. Written notice of the date, time, and place of a special meeting of the Board will be given at least 10 days prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier, by telegraph, by telephone facsimile, or by any other manner as permitted by the Massachusetts Business Corporation Act. The notice will be given by the Secretary or one of the persons authorized to call Directors' meetings.
35. If written notice is mailed, correctly addressed to a Director's address as provided in the Corporation's current records, the notice will be deemed to have been given to that Director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice will be deemed to have been given to a Director on the date shown on the return receipt. Otherwise notice is effective when received by a Director.
36. Notice of any Directors' meeting may be waived by a Director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a Director, and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting of the Board will constitute a waiver of notice of that meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened.

Action by Directors Without a Meeting

37. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Remote Communication Meetings

38. Remote communication means any electronic communication including conference telephone, video conference, the Internet, or any other method currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other.
39. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Directorships

40. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next annual meeting of the Shareholders.
41. If at any time, by reason of death or resignation or other cause, the Corporation should have no Directors in office, then any Officer or any Shareholder or an executor, administrator, trustee or guardian of a Shareholder, or other fiduciary entrusted with like responsibility for the person or estate of a Shareholder, may call a special meeting of Shareholders for an election to fill the vacancy.
42. When one or more Directors resign from the Board and the resignation is to become effective at a future date, a majority of the Directors then in office, including those who have so resigned, will

have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next annual meeting of the Shareholders.

Removal

43. Any Director or the entire Board may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of Directors at a special meeting of the Shareholders called for that purpose. A director may be removed only if the number of votes cast to remove the director exceeds the number of votes cast not to remove him or her.

Organization

44. Meetings of the Board will be presided over by the President, or in the President's absence by a Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Chairman of the Board

45. The Chairman of the Board, if present, will preside at all meetings of the Board, and exercise and perform any other authorities and duties as may be from time to time delegated by the Board.

Compensation

46. The Board will, by resolution, fix the fees and other compensation for the Directors for their services as Directors, including their services as members of committees of the Board. All changes to Director compensation are subject to ratification by the Shareholders.

Presumption of Assent

47. A Director of the Corporation who is present at a meeting of the Board will be presumed to have assented to an action taken on any corporate matter at the meeting unless:
- a. The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;

- b. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
 - c. The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting.
48. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

COMMITTEES

Appointment

49. The Board may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
50. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.
51. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:
- a. Approving or adopting, or recommending to the Shareholders, any action or matter (other than the election or removal of Directors) expressly required by the Massachusetts Business Corporation Act to be submitted to Shareholders for approval; or
 - b. Adopting, amending or repealing any Bylaw of the Corporation.

Tenure

52. Each member of a committee will serve at the pleasure of the Board.

Meetings and Notice

53. The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

54. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

55. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

56. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the Chairman of the Board of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

57. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board.

Committee Rules of Procedure

58. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

OFFICERS

Appointment of Officers

59. The Officers of the Corporation (individually the "Officer" and collectively the "Officers") will consist of the President, a treasurer (the "Treasurer") and the Secretary.
60. The Officers will be appointed by the Shareholders of the Corporation at the first meeting of Shareholders. Any appointee may hold one or more offices.

Term of Office

61. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws.

Removal

62. Any Officer or agent appointed by the Board or by the Incorporators may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.

Vacancies

63. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise.

President

64. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:
 - a. To have the general management and supervision, direction and control of the business and affairs of the Corporation;
 - b. To preside at all meetings of the Shareholders when the Chairman of the Board is absent;

- c. To call meetings of the Shareholders to be held at such times and at such places as the President will deem proper within the limitations prescribed by law or by these Bylaws;
- d. To ensure that all orders and resolutions of the Board are effectively carried out;
- e. To maintain records of and certify, whenever necessary, all proceedings of the Board and the Shareholders;
- f. To put the signature of the Corporation to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Corporation; to sign certificates for the Corporation's shares; and, subject to the instructions of the Board, to have general charge of the property of the Corporation and to supervise and manage all Officers, agents and employees of the Corporation; and
- g. To perform all other duties and carry out other responsibilities as determined by the Board.

Treasurer

65. Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:
- a. To keep accurate financial records for the Corporation;
 - b. To deposit all money, drafts and checks in the name of and to the credit of the Corporation in the banks and depositories designated by the Board;
 - c. To endorse for deposit all notes, checks, drafts received by the Corporation as instructed by the Board, making proper vouchers for them;
 - d. To disburse corporate funds and issue checks and drafts in the name of the Corporation, as instructed by the Board;
 - e. To submit to the President and the Board, as requested, an account of all transactions by the Treasurer and the financial condition of the Corporation;

- f. To prepare and submit to the Board annual reports detailing the financial status of the Corporation; and
- g. To perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

Secretary

66. The Secretary will perform the following duties:

- a. Prepare the minutes of the meetings of the Shareholders and meetings of the Board and keep those minutes in one or more books provided for that purpose;
- b. Authenticate the records of the Corporation as will from time to time be required;
- c. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Act as custodian of the corporate records and of the corporate seal, if any, and ensure that the seal of the Corporation, if any, is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized;
- e. Keep a register of the post office address of each Shareholder;
- f. Sign, along with the President, certificates for shares of the Corporation, the issuance of which will have been authorized by resolution of the Board;
- g. Have general charge of the Shareholders' List of the Corporation; and
- h. Perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by the President or the Board.

Delegation of Authority

67. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

68. Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name, or issuing evidences of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

69. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by a designated Officer or Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board.

Deposits

70. All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

Voting Securities Held by the Corporation

71. The President, or another Officer or agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting, the President or other delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

Contracts

72. The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf, and that authority may be general or specific.

Conflict of Interest by Directors

73. A Director or Officer of the Corporation will be disqualified from voting as a Director or Officer on a specific matter where that Director or Officer deals or contracts with the Corporation either as a vendor or purchaser.
74. A Director or Officer of the Corporation will not be disqualified as a Director or Officer for the sole reason that the Director or Officer deals or contracts with the Corporation either as a vendor, purchaser, or otherwise.

Loans to Employees and Officers

75. The Corporation may lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the Corporation or of its subsidiary, including any Officer or employee who is a Director of the Corporation or any subsidiary of the Corporation, whenever, in the opinion of the Directors, the loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board will approve, including, without limitation, a pledge of shares of the Corporation. Nothing contained in this section is to be construed so as to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any applicable statute.

APPENDIX

Glossary

- **Bylaws** - the purpose of these bylaws (the "Bylaws") is to provide rules governing the internal management of the Corporation.
- **Chairman of the Board** - Once a Board of Directors has been appointed or elected by the Shareholders, the Board will then elect a chairman (the "Chairman of the Board"). The Chairman of the Board will act to moderate all meetings of the Board of Directors and any other duties and obligations as described in these Bylaws.
- **Corporate Officer** - A corporate officer (individually the "Officer" and collectively the "Officers") is any individual acting for or on behalf of the Corporation. An Officer of the Corporation will usually be appointed to a specific task such as secretary, president, treasurer or other similar

position. One person may hold several offices. The Officers will manage the day-to-day operations of the Corporation and report to the Board of Directors.

- **Principal Executive Office** - The Principal Executive Office for the Corporation is where the President of the Corporation has an office.
- **Principal Office** - The Principal Office of the Corporation is the address designated in the annual report where the executive offices of the Corporation are located.
- **Principal Place of Business** - The Principal Place of Business is the address at which the Corporation conducts its primary business.
- **Registered Office** - The Registered Office is the physical street address within the state where the registered agent can be contacted during normal business hours for service of process.
- **Shareholders' List** - A Shareholders' List is the complete record of the owners of shares of stock in the Corporation.



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Special Filing Instructions

Articles of Organization

(General Laws, Chapter 180)

Identification Number: 001258563

ARTICLE I

The exact name of the corporation is:

SILVER THERAPEUTICS, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

TO PROVIDE NATURAL MEDICAL TREATMENTS TO THE PUBLIC AND FOR ALL SUCH OTHER PURPOSES AS ARE PERMISSIBLE FOR A CORPORATION FORMED UNDER CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS. THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR SCIENTIFIC AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS AMENDED.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

NOT APPLICABLE

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

NONE.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the

Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

02/03/2017

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in Massachusetts is:

No. and Street: 82 WENDELL AVE
SUITE 100

City or Town: PITTSFIELD State: MA Zip: 01201 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	JOSHUA SILVER	89 COURT STREET SARATOGA SPRINGS, NY 12866 USA 89 COURT STREET SARATOGA SPRINGS, NY 12866 USA	01/29/2017
TREASURER	JOSHUA SILVER	89 COURT STREET SARATOGA SPRINGS, NY 12866 USA 89 COURT STREET SARATOGA SPRINGS, NY 12866 USA	01/29/2017
VICE PRESIDENT	JOSHUA SILVER	89 COURT STREET SARATOGA SPRINGS, NY 12866 USA 89 COURT STREET SARATOGA SPRINGS, NY 12866 USA	01/29/2017
CLERK	JOSHUA SILVER	89 COURT STREET SARATOGA SPRINGS, NY 12866 USA 89 COURT STREET SARATOGA SPRINGS, NY 12866 USA	01/29/2017
DIRECTOR	JOSHUA SILVER	89 COURT STREET SARATOGA SPRINGS, NY 12866 USA 89 COURT STREET SARATOGA SPRINGS, NY 12866 USA	01/29/2017

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
January

d. The name and business address of the resident agent, if any, of the business entity is:

Name: NORTHWEST REGISTERED AGENT SERVICE INC.

No. and Street: 82 WENDELL AVE
SUITE 100

City or Town: PITTSFIELD State: MA Zip: 01201 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 1 Day of February, 2017. *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

JOSHUA SILVER 89 COURT STREET SARATOGA SPRINGS, NY 12866

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:

February 01, 2017 10:08 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

D

The Commonwealth of Massachusetts


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

FORM MUST BE TYPED

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

FORM

Silver Therapeutics, Inc. is a registrant
with the Department of Public Health
in accordance with 105 CMR 725.100(C)
as of April 10, 2018.


Bryan Harter
Director

Medical Use of Marijuana Program
Bureau of Healthcare Safety and Quality
Massachusetts Department of Public Health

- (1) Exact name of the non-profit: Silver Therapeutics, Inc.
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
Silver Therapeutics, Inc.
- (3) The plan of entity conversion was duly approved in accordance with the law.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

Silver Therapeutics, Inc.

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

To transact business as a Registered Marijuana Dispensary and/or as a Marijuana Establishment and for any other lawful purpose.

ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	10,000			

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

None

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

Transfer of any shares requires the consent of a majority of the directors

ARTICLE VI

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

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

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
82 Wendell Ave, Suite 100, Pittsfield, MA 01201
- b. The name of its initial registered agent at its registered office:
Northwest Registered Agent
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Joshua Silver, 89 Court Street, Saratoga Springs, NY 12866

Treasurer: Brendan McKee, 15 Dundee Road, Quincy MA 02171

Secretary: Joshua Ferranto, 204 School Street, Berwick ME, 03901

Director(s): Joshua Silver; Brendan McKee; Joshua Ferranto; and Michel Evanusa (171 W.57th Street, Apt. 4A, New York, NY 10019)

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
To transact business as a Registered Marijuana Dispensary.
- f. The street address of the principal office of the corporation:
89 Court Street, Saratoga Springs, NY 12866
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

82 Wendell Ave, Suite 100, Pittsfield, MA 01201, which is
(number, street, city or town, state, zip code)

- ☐ its principal office;
- ☐ an office of its transfer agent;
- ☐ an office of its secretary/assistant secretary;
- ☒ its registered office.

Signed by: 

(signature of authorized individual)

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

on this 6th day of April, 2018

THE COMMONWEALTH OF MASSACHUSETTS

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

May 14, 2018 10:33 AM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Separating Recreational from Medical Operations

Currently, Power Fund Operations, LLC (the “**Company**”) is only proposing to cultivate and produce adult use and medical marijuana products at this location. Accordingly, it shall ensure that all medical and adult use marijuana products are tagged and tracked in accordance with 935 CMR 500.000; 935 CMR 501.000; and 935 CMR 502.000.

This policy may also be referred to by the Company as the “**Policy for Separating Recreational from Medical Operations**”.

Restricting Access to Age 21 and Older

Power Fund Operations, LLC (the “**Company**”) shall require that all Marijuana Establishment Agents and Visitors (each as defined in 935 CMR 500.002) are 21 years of age or older. No consumers or registered patients shall be allowed on the premises. The Company will positively identify individuals seeking access to the premises of the Marijuana Establishment, or to whom marijuana or marijuana products are being transported pursuant to 935 CMR 500.105(14) (if applicable) to limit access solely to individuals 21 years of age or older.

Pursuant to 935 CMR 500.140, the Company shall immediately inspect an individual’s proof of identification and determine that the individual is 21 years of age or older upon entry to the Marijuana Establishment. The Company shall also inspect an individual’s proof of identification at the point of sale and determine that the individual is 21 years of age or older.

The identification shall contain a name, photograph, and date of birth, and shall be limited to one of the following:

1. A driver’s license;
2. A government issued identification card;
3. A military identification card; or
4. A passport.

This policy may also be referred to by the Company as the “**Policy to Restrict Access to Persons Age 21 and Older**”.

Quality Control and Testing for Contaminants

Testing of Marijuana

Power Fund Operations, LLC (the “**Company**”) shall not sell or otherwise market for adult use any marijuana product, including marijuana, that has not first been tested by an Independent Testing Laboratory, except as allowed under 935 CMR 500.000: *Adult Use of Marijuana*.

In accordance with 935 CMR 500.130(4) and 935 CMR 500.120(6) the Company shall provide documentation of compliance or lack thereof, as the case may be, with the testing requirements of 935 CMR 500.160, and standards established by the Commission for the conditions, including time and temperature controls, necessary to protect marijuana products against physical, chemical, and microbial contamination as well as against deterioration of finished products during storage and transportation (as applicable) for all marijuana and marijuana products sold, or otherwise transferred, to other Marijuana Establishments.

The Company shall engage an Independent Testing Laboratory to test its marijuana products in compliance with the protocol(s) established in accordance with M.G.L. 94G § 15 and in a form and manner determined by the Commission including, but not limited to, *Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products*. Testing of the Company’s environmental media (e.g., soils, solid growing media, and water) shall be performed in compliance with the *Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries* published by the Commission.

The Company shall test for the cannabinoid profile and for contaminants as specified and required by the Commission, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of pesticides not approved for use on marijuana by the Massachusetts Department of Agricultural Resources.

The Company shall notify the Commission within seventy-two (72) hours of receipt in writing, of any laboratory testing results indicating that the marijuana or marijuana products contaminant levels are above acceptable limits established in the protocols identified in 935 CMR 500.160(1) that contamination cannot be remediated, and must be disposed of. The notification from the Company shall describe a proposed plan of action for both the destruction of the contaminated production batch within seventy-two (72) hours, and the assessment of the source of contamination and shall contain any information regarding contamination as specified by the Commission, or immediately upon request by the Commission. The Company shall ensure that notification comes from both the Marijuana Establishment and the Independent Testing Laboratory, separately and directly.

The Company shall maintain the results of all testing for no less than one year. Any marijuana or marijuana products with testing dates in excess of one year shall be deemed expired and may not be dispensed, sold, transferred or otherwise conveyed until retested.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services shall comply with the Company's *Transportation Policy* and 935 CMR 500.105(13).

All excess marijuana shall be disposed of in compliance with the Company's *Waste Disposal Policy* and 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to the source Marijuana Establishment for disposal or by the Independent Testing Laboratory disposing of it directly.

The seeds are not subject to these testing requirements. Clones are subject to these testing requirements, but are exempt from testing for metals.

Single-servings of Marijuana Products tested for potency in accordance with 935 CMR 500.150(4)(a) shall be subject to a potency variance of no greater than plus/minus ten percent (+/- 10%).

Marijuana and Marijuana Products submitted for retesting prior to remediation must be submitted to an Independent Testing Laboratory other than the laboratory which provided the initial failed result. Marijuana submitted for retesting after documented remediation may be submitted to the same Independent Testing Laboratory that produced the initial failed testing result prior to remediation

Handling of Marijuana

The Company shall handle and process marijuana and marijuana products in a safe and sanitary manner. The Company shall implement the following policies:

- (a) The Company shall process the leaves and flowers of the female marijuana plant only, which shall be:
 - 1. Well cured and generally free of seeds and stems;
 - 2. Free of dirt, sand, debris, and other foreign matter;
 - 3. Free of contamination by mold, rot, other fungus, pests and bacterial diseases and satisfying the sanitation requirements in 105 CMR 500.000: *Good Manufacturing Practices for Food*, and if applicable, 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*;
 - 4. Prepared and handled on food-grade stainless steel tables with no contact with the Company's marijuana establishment agents' bare hands; and
 - 5. Packaged in a secure area.
- (b) The Company shall comply with the following sanitary requirements:
 - 1. Any marijuana establishment agent whose job includes contact with marijuana or non-edible marijuana products, including cultivation, production, or packaging shall

comply with the requirements for food handlers specified in 105 CMR 300.000: *Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements*;

2. Any marijuana establishment agent working in direct contact with preparation of marijuana or non-edible marijuana products shall conform to sanitary practices while on duty, including:
 - i. Maintaining adequate personal cleanliness; and
 - ii. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. The Company shall supply adequate and convenient hand-washing facilities furnished with running water at a suitable temperature. Hand-washing facilities shall be located in the Marijuana Establishment in production areas and where good sanitary practices require employees to wash and sanitize their hands, and shall provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. The Company shall supply sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Litter and waste shall be properly removed, disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal shall be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Floors, walls, and ceilings shall be constructed in such a manner that they may be adequately kept clean and in good repair;
7. The Company shall ensure that there will be adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Buildings, fixtures, and other physical facilities shall be maintained in a sanitary condition;
9. All contact surfaces, including utensils and equipment, shall be maintained in a clean and sanitary condition. Such surfaces shall be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils shall be so designed and of such material and workmanship as to be adequately cleanable;
10. All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana products. Toxic items shall not be stored in an area containing products used in the cultivation of marijuana. The Commission may require

a Marijuana Establishment to demonstrate the intended and actual use of any toxic items found on the premises;

11. The Company's water supply shall be sufficient for necessary operations. Any private water source shall be capable of providing a safe, potable, and adequate supply of water to meet the Marijuana Establishment's needs;
 12. Plumbing shall be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the Marijuana Establishment. Plumbing shall properly convey sewage and liquid disposable waste from the Marijuana Establishment. There shall be no cross-connections between the potable and waste water lines;
 13. The Company shall provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
 14. Products that can support the rapid growth of undesirable microorganisms shall be held in a manner that prevents the growth of these microorganisms; and
 15. Storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination as well as against deterioration of finished products or their containers.
 16. All vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety must be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).
- (c) The Company shall comply with sanitary requirements. All edible products shall be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 590.000: *State Sanitary Code Chapter X: Minimum Sanitation Standards for Food Establishments*.

This policy may also be referred to by the Company as the “**Quality Control and Testing Policy**”.

Diversity Plan

I. GOALS

It shall be the policy of the Company to promote equity among minorities, women; veterans; people with disabilities; and people of all gender identities and sexual orientations in the operations of the Marijuana Establishment by (a) increasing the number of such individuals who achieve their goal of entering the adult-use marijuana industry and (b) insuring that such employees are retained by providing the tools and corporate infrastructure to ensure their success.

II. PROGRAMS

The Company will recruit a diverse workforce by strengthening and developing relationships with minorities, women; veterans; people with disabilities; and people of all gender identities and sexual orientations by holding job fairs and advertising job openings in Greenfield and Fitchburg, which are cities near to the location of the Marijuana Establishment that have the largest and most diverse populations. The Company will post job advertisements in the Greenfield Recorder, and in the Central Massachusetts Craigslist Board. The advertisements shall state that minorities, women; veterans; people with disabilities; and people of all gender identities and sexual orientations shall be encouraged to apply.

The Company will review and modify recruitment strategies for identifying and attending minority and women job fairs on an on-going basis. Job vacancies will only be filled after being publicly posted. The Company will avoid relying upon existing employee referrals, which often result in "like me" referrals, where employees refer candidates of the same race, religion, national origin or other class.

When the company is considering hiring outside companies, the Company shall have a preference to hire companies that are listed on State's Directory found at <https://www.sdo.osd.state.ma.us/BusinessDirectory/BusinessDirectory.aspx> as a Minority Business Enterprise (MBE), Women Business Enterprise (WBE), Lesbian Gay Bisexual Transgender Enterprise (LGBTBE), Service-Disabled Veteran-Owned Business Enterprise (SDVOBE) or a Disability-Owned Business Enterprises (DOBE) (collectively a Disadvantaged Business Enterprise).

The Company will adopt a formalized and written anti-discrimination and harassment policy which clearly advises all employees and managers that any illegal discrimination or harassment will not be tolerated. Examples of such behavior include derogatory comments based on racial or ethnic characteristics and sexual advances. Executive and Management staff will be trained on how to recognize racial and gender bias at the workplace. The Company has identified Compliance Training Group, a division of Employers Choice Online Inc., that specializes in Human Resources and workplace compliance training services and products for executives, supervisors, and employees as its vendor of diversity training programming. The Company will require all executives and managers to complete the management diversity training course. The

Company will require all staff to complete Compliance Training Groups employee diversity training course. The training courses shall identify and provide understanding of the benefits and challenges of workplace diversity, the importance of sensitivity and inclusion, and the legal basis for providing an equal-opportunity workplace.

In the event that this Diversity Plan is revised in the future to require a donation to an organization, the Company shall first contact such organization to confirm that it can receive the donation or may otherwise work with the Company in the furtherance of its goals.

With respect to any notices published, the Company will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

III. MEASUREMENTS

The Company shall immediately begin to collect all data described in this Plan. In particular, the Company shall create a record containing the following information:

1. Number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
2. Number of promotions for people falling into the above-listed demographics since initial licensure;
3. Number of positions created since initial licensure;
4. Number of and type of information sessions held or participated in with supporting documentation;
5. Number of postings in diverse publications or general publications with supporting documentation;
6. Number and subject matter of trainings held and the number of individuals falling into the above-listed demographics in attendance; and
7. Number of Disadvantage Business Enterprises that the Company has hired.

On the date that is six (6) months from the date that operations have commenced, and again on each and every six (6) month period thereafter, the Company shall review all data collected pursuant to this Diversity Plan and create a report thereof. These biannual reports will be reviewed and utilized by the Company prior to making decision to (a) post an advertisement for a job opening, (b) hire an employee and (c) host a job fair. If after two years, the data collected reveals that the goals stated in this plan are not being met, the Company shall adopt new policies that are tailored to meet such goals. Such reports will also be used to demonstrate proof of success or progress upon the yearly renewal of the Company's Marijuana Establishment License.

This policy may also be referred to by the Company as the "**Diversity Plan**".

Maintaining of Financial Records

Power Fund Operations, LLC (the “**Company**”) shall keep and maintain records of the Marijuana Establishment in accordance with generally accepted accounting principles. Such records shall be available for inspection by the Commission, upon request and shall include, but not be limited to, all financial records required in any section of 935 CMR 500.000: *Adult Use of Marijuana*, and business records, in accordance with 935 CMR 500.105(e), which shall include manual or computerized records of:

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment, if any.

Furthermore, consistent with the Company’s *Dispensing Policy*, the Company shall implement the following policies for Recording Sales

- (a) The Company shall utilize a point-of-sale (“**POS**”) system approved by the Commission, in consultation with the Massachusetts Department of Revenue (“**DOR**”).
- (b) The Company may also utilize a sales recording module approved by the DOR.
- (c) The Company shall not utilize any software or other methods to manipulate or alter sales data at any time or under any circumstances.
- (d) The Company shall conduct a monthly analysis of its equipment and sales data to determine that no software has been installed that could be utilized to manipulate or alter sales data and that no other methodology has been employed to manipulate or alter sales data. The Company shall maintain records that it has performed the monthly analysis and produce it upon request to the Commission. If the Company determines that software has been installed for the purpose of manipulation or alteration of sales data or other methods have been utilized to manipulate or alter sales data:
 - i. it shall immediately disclose the information to the Commission;
 - ii. it shall cooperate with the Commission in any investigation regarding manipulation or alteration of sales data; and

- iii. take such other action directed by the Commission to comply with 935 CMR 500.105.
- (e) The Company shall comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements.
- (f) The Company shall adopt separate accounting practices at the POS for marijuana and marijuana product sales, and non-marijuana sales.
- (g) The Company shall allow the Commission and the DOR audit and examine the POS system used by a retailer in order to ensure compliance with Massachusetts tax laws and 935 CMR 500.000: *Adult Use of Marijuana*;

Following closure of a Marijuana Establishment, the Company shall keep all records for at least two years at the Company's expense and in a form and location acceptable to the Commission.

This policy may also be referred to by the Company as the “**Financial Record Maintenance and Retention Policy**”.

Personnel Policies Including Background Checks

Power Fund Operations, LLC (the “**Company**”) shall implement the following Personnel Policies and Background Check policies:

- (1) The Company shall require that all personnel strictly adhere to, and comply with, all aspects of the *Security Policy*, which policy shall be incorporated herein by reference, specifically employee security policies, including personal safety and crime prevention techniques;
- (2) The Company shall develop a staffing plan and staffing records in compliance with 935 CMR 500.105(9)(d);
- (3) The Company shall develop emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
- (4) It shall be a policy of the Company that the workplace shall be alcohol, smoke and drug-free;
- (5) The Company shall require that all personnel strictly adhere to, and comply with, all aspects of the *Record Retention* and *Financial Record Maintenance and Retention* policies, which policies shall be incorporated herein by reference, specifically regarding the maintenance of confidential information and other records required to be maintained confidentially;
- (6) The Company shall immediately dismiss any Marijuana Establishment agent who has:
 - a. Diverted marijuana, which shall be reported to law enforcement authorities and to the Commission;
 - b. Engaged in unsafe practices with regard to operation of the Marijuana Establishment, which shall be reported to the Commission; or
 - c. Been convicted or entered a guilty plea, plea of nolo contendere, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of Other Jurisdictions (as that term is defined in 935 CMR 500.002).
- (7) The Company shall make a list of all board members and Executives (as that term is defined in 935 CMR 500.002) of the Marijuana Establishment, and members of the licensee (if any), available upon request by any individual. The Company may make this list available on its website.

- (8) The Company shall develop policies and procedures for the handling of cash on Marijuana Establishment premises including but not limited to storage, collection frequency, and transport to financial institution(s), as set forth in its *Security Policy*.
- (9) The Company shall apply for registration for all of its board members, directors, employees, Executives (as that term is defined in 935 CMR 500.002), managers, and volunteers. All such individuals shall:
 - a. be 21 years of age or older;
 - b. not have been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of Other Jurisdictions (as that term is defined in 935 CMR 500.002); and
 - c. be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 935 CMR 500.801 or 935 CMR 500.802.
- (10) An application for registration of a marijuana establishment agent shall include:
 - a. the full name, date of birth, and address of the individual;
 - b. all aliases used previously or currently in use by the individual, including maiden name, if any;
 - c. a copy of the applicant's driver's license, government-issued identification card, liquor purchase identification card issued pursuant to M.G.L. c. 138, § 34B, or other verifiable identity document acceptable to the Commission;
 - d. an attestation that the individual will not engage in the diversion of marijuana products;
 - e. written acknowledgment by the applicant of any limitations on his or her authorization to cultivate, harvest, prepare, package, possess, transport, and dispense marijuana in the Commonwealth;
 - f. background information, including, as applicable:
 - 1. a description and the relevant dates of any criminal action under the laws of the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002), whether for a felony or misdemeanor and which resulted in conviction, or guilty plea, or plea of nolo contendere, or admission of sufficient facts;
 - 2. a description and the relevant dates of any civil or administrative action under the laws of the Commonwealth, or Other Jurisdiction (as that term is defined

in 935 CMR 500.002) relating to any professional or occupational or fraudulent practices;

3. a description and relevant dates of any past or pending denial, suspension, or revocation of a license or registration, or the denial of a renewal of a license or registration, for any type of business or profession, by any federal, state, or local government, or any foreign jurisdiction;
4. a description and relevant dates of any past discipline by, or a pending disciplinary action or unresolved complaint by, the Commonwealth, or Other Jurisdiction (as that term is defined in 935 CMR 500.002) with regard to any professional license or registration held by the applicant;

(b) a nonrefundable application fee paid by the Marijuana Establishment with which the marijuana establishment agent will be associated; and

(c) any other information required by the Commission.

(11) An Executives (as that term is defined in 935 CMR 500.002) of the Company registered with the Department of Criminal Justice Information Systems (“DCJIS”) pursuant to 803 CMR 2.04: *iCORI Registration*, shall submit to the Commission a Criminal Offender Record Information (“CORI”) report and any other background check information required by the Commission for each individual for whom the Company seeks a marijuana establishment agent registration, obtained within 30 calendar days prior to submission.

a. The CORI report obtained by the Company shall provide information authorized under Required Access Level 2 pursuant to 803 CMR 2.05(3)(a)2.

b. The Company’s collection, storage, dissemination and usage of any CORI report or background check information obtained for marijuana establishment agent registrations shall comply with 803 CMR 2.00: Criminal Offender Record Information (CORI).

(12) The Company shall notify the Commission no more than one (1) business day after a marijuana establishment agent ceases to be associated with the Company. The subject agent’s registration shall be immediately void when the agent is no longer associated with the Company.

(13) The Company shall require that all agents renew their registration cards annually from the date of issue, subject to a determination by the Commission that the agent continues to be suitable for registration.

(14) After obtaining a registration card for a marijuana establishment agent, the Company shall notifying the Commission, in a form and manner determined by the Commission, as

soon as possible, but in any event, within five (5) business days of any changes to the information that the Marijuana Establishment was previously required to submit to the Commission or after discovery that a registration card has been lost or stolen.

- (15) The Company's agents shall carry their registration card at all times while in possession of marijuana products, including at all times while at the Marijuana Establishment or while transporting marijuana products.
- (16) Should any of the Company's agents be affiliated with multiple Marijuana Establishments the Company shall ensure that such agents are registered as a marijuana establishment agent by each Marijuana Establishment and shall be issued a registration card for each establishment.
- (17) The Company shall maintain, and keep up to date, an employee handbook that employees will be given copies of at the start of their employment and will be required to attest that they have read and received the same, covering a wide range of topics, including but not limited to: (1) Employee benefits; (2) Vacation and sick time; (3) Work schedules; (4) Confidentiality standards; (5) Criminal background check standards (6) Security and limited access areas; (7) Employee identification and facility access; (8) Personal safety and crime prevention techniques; (9) Alcohol, drug, and smoke-free workplace; and (10) Grounds for discipline and termination. Each Employee shall be required to review the handbook and attest to their understanding and receipt of the same. The Company will review its employee handbook periodically and communicate any changes to its employees.

Personnel Record Keeping

The Company shall maintain the following Personnel Records:

- 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 (8) hour related duty training.
3. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions (as applicable);
 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)*.

The Company's aforementioned Personnel Records shall be available for inspection by the Commission, on request. All records shall be maintained in accordance with generally accepted accounting principles.

Following closure of the Company's Marijuana Establishment, all records shall be kept for at least two (2) years at the Company's expense, in a form and location acceptable to the Commission.

Staffing Plan:

Executive Level:

- CEO;
- CFO; and
- COO.

Management Level:

- Sales Manager;
- Cultivation Manager;
- Production Manager; and
- Security Manager.

Staff Level

- Up to fifteen (15) Staff Level Sales Representatives;
- Up to ten (10) Staff Level Cultivation and Production Associates

Consultant Level

- Attorney / Compliance Officer;

- Human Resources Provider; and
- Up to five (5) Security Officers.

This policy may also be referred to by the Company as the “**Personnel and Background Check Policy**”.

Record Keeping Procedures

Power Fund Operations, LLC (the “**Company**”) shall keep and maintain records of the Marijuana Establishment in accordance with generally accepted accounting principles. Such records shall be available for inspection by the Commission, upon request and shall include, but not be limited to, all records required in any section of 935 CMR 500.000: *Adult Use of Marijuana*, in addition to the following:

- (a) Written operating procedures as required by 935 CMR 500.105(1);
- (b) Inventory records as required by 935 CMR 500.105(8);
- (c) Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8)(e);
- (d) Personnel records as described in the Company’s *Personnel and Background Check Policy*, which policy shall be incorporated herein by reference, and as follows:
 - a. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
 - b. 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:
 - i. All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
 - ii. Documentation of verification of references;
 - iii. The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
 - iv. 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;
 - v. Documentation of periodic performance evaluations;
 - vi. A record of any disciplinary action taken; and
 - vii. Notice of completed responsible vendor and eight (8) hour related duty training.

- c. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions (as applicable);
 - d. Personnel policies and procedures; and
 - e. 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)*;
- (e) Business records as described in the Company's *Financial Record Maintenance and Retention Policy*, which shall include manual or computerized records of the following: (1) assets and liabilities; (2) monetary transactions; (3) books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers; (4) sales records including the quantity, form, and cost of marijuana products; and (5) salary and wages paid to each employee, or stipend, executive compensation, bonus, benefit, or item of value paid to any persons having direct or indirect control over the marijuana establishment, if any; and
- (f) Waste disposal records as required under 935 CMR 500.105(12), including but not limited to, a written or electronic record of the date, the type and quantity of marijuana, marijuana products or waste disposed or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two (2) Marijuana Establishment Agents present during the disposal or other handling, with their signatures. The Company shall keep these records for at least three (3) years. This period shall automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.

All Confidential Information (as that term is defined in 935 CMR 500.002) shall be maintained confidentially including secured or protected storage (whether electronically or in hard copy), and accessible only to the minimum number of specifically authorized employees essential for efficient operation and retention of such records. In any event, the Company shall be authorized to disclose such confidential information as may be required by law.

Following closure of a Marijuana Establishment, the Company shall keep all records for at least two (2) years at the Company's expense and in a form and location acceptable to the Commission.

It shall be a policy of the company that any and all records subject to any enforcement action shall be retained for the duration of such action, or as otherwise extended by order of the Commission.

This policy may also be referred to by the Company as the “**Record Retention Policy**”.

Employee Qualifications and Training

Power Fund Operations, LLC (the “**Company**”) shall ensure that all marijuana establishment agents complete training prior to performing job functions. Training shall be tailored to the roles and responsibilities of the job function of each marijuana establishment agent, and at a minimum shall include a three (3) hour Responsible Vendor Program under 935 CMR 500.105(2)(b).

Agents responsible for tracking and entering product into the Seed-to-sale SOR must receive training in a form and manner determined by the Commission. The Company shall appoint an inventory manager who shall be responsible for compliance with seed-to-sale SOR tracking and shall complete, among other things, advanced training offered by METRC. It shall be a policy of the Company that all marijuana agents and staff shall receive and participate in, a minimum of, eight (8) hours of on-going training annually.

Company Training Policies shall be as follows:

1. All owners, managers and employees of the Company that are involved in the handling and sale of marijuana for adult use at the time of licensure or renewal of licensure, as applicable, shall attend and successfully complete a responsible vendor training program.
2. Once the Company is designated as a “responsible vendor” all new employees involved in the handling and sale of marijuana for adult use shall successfully complete a responsible vendor training program within ninety (90) days of hire.
3. It shall be a policy of the Company that after initial successful completion of a responsible vendor program, each owner, manager, and employee involved in the handling and sale of marijuana for adult use shall successfully complete the program once every year thereafter to maintain designation as a “responsible vendor.”
4. Administrative employees who do not handle or sell marijuana may take the responsible vendor training program on a voluntary basis.
5. The Company shall maintain records of responsible vendor training program compliance for four (4) years and make them available to inspection by the Commission and any other applicable licensing authority on request during normal business hours.
6. Management-level employees shall be trained with respect to proper disposal methods including composting procedures (as such procedures are set forth in the Company’s *Storage Policy*, which policy shall be incorporated herein by reference) and shall be instructed to complete inventory audits pursuant to the Company’s *Inventory Policy*, which policy shall be incorporated herein by reference.

The Company shall ensure that such responsible vendor training programs core curriculum include the following:

- (a) Discussion concerning marijuana’s effect on the human body. Training shall include:

- a. Scientifically based evidence on the physical and mental health effects based on the type of marijuana product;
 - b. The amount of time to feel impairment;
 - c. Visible signs of impairment; and
 - d. Recognizing the signs of impairment.
- (b) Diversion prevention and prevention of sales to minors, including best practices;
- (c) Compliance with all tracking requirements; and
- (d) Acceptable forms of identification. Training shall include:
 - a. How to check identification;
 - b. Spotting false identification;
 - c. Patient registration cards formerly and validly issued by the DPH or currently and validly issued by the Commission;
 - d. Provisions for confiscating fraudulent identifications; and
 - e. Common mistakes made in verification.
- (e) Other key state laws and rules affecting owners, managers, and employees, which shall include:
 - a. Local and state licensing and enforcement;
 - b. Incident and notification requirements;
 - c. Administrative and criminal liability;
 - d. License sanctions;
 - e. Waste disposal;
 - f. Health and safety standards;
 - g. Patrons prohibited from bringing marijuana onto licensed premises;
 - h. Permitted hours of sale;

- i. Conduct of the Marijuana Establishment;
 - j. Permitting inspections by state and local licensing and enforcement authorities;
 - k. Licensee responsibilities for activities occurring within licensed premises;
 - l. Maintenance of records;
 - m. Privacy issues; and
 - n. Prohibited purchases and practices.
- (f) Any other areas of training determined by the Commission to be included in a responsible vendor training program.

The Company shall also ensure that all of its board members, directors, employees, Executives (as that term is defined in 935 CMR 500.002), managers, and volunteers shall:

- (a) be 21 years of age or older;
- (b) not have been convicted of an offense in the Commonwealth involving the distribution of controlled substances to minors, or a like violation of the laws of another state, the United States or foreign jurisdiction, or a military, territorial, or Native American tribal authority; and
- (c) be determined suitable for registration consistent with the provisions of 935 CMR 500.800 and 500.802.

This policy may also be referred to by the Company as the “**Employee Qualification and Training Policy**”.

Energy Compliance Plan

STANDARD OPERATING PROCEDURE

Power Fund Operations, LLC

Power Fund recognizes the importance of minimizing its impact on the environment. A significant portion of this effort will focus on energy efficiency and energy offset. The Company endeavors to design and operate a facility which is compliant with all applicable environmental laws, regulations, permits, and other applicable approvals including, but not limited to, those related to water quality and quantity, wastewater, solid and hazardous waste management, and air pollution control, including prevention of odor and noise pursuant to 310 CMR 7.00: Air Pollution Control.

Power Fund will adopt and use additional best management practices as determined by the Commission, in consultation with the working group established under St.2017, c.55,§78(b) or applicable departments or divisions of the EOEAA, to reduce energy and water usage, engage in energy conservation and mitigate other environmental impacts. The Company will provide energy and water usage reporting to the Commission in a form determined by the Commission. Energy and water usage over the last 12-month period will be reported to the CCC on an annual basis and/or upon request.

Power Fund will minimize its energy use by hiring a licensed electrician to update ambient lighting to LED fixtures throughout the facility. Energy Star appliances will be selected, and lights will be setup on motion detector switches as deemed appropriate. We will also pursue engagement with energy efficiency programs offered pursuant to M.G.L. c. 25, § 21, or through municipal lighting plants.

The building envelope must meet minimum Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR: State Building Code), International Energy Conservation Code (IECC) Section C402 or The American Society of Heating, Refrigerating and Air-conditioning Engineers (ASHRAE) Chapters 5.4 and 5.5 as applied or incorporated by reference in 780 CMR: State Building Code. As Power Fund proposes to occupy an existing facility, compliance will be demonstrated by showing that the envelope insulation complies with code minimum standards for Type Factory Industrial F-1, as further defined in guidelines issued by the Commission.

In Consideration of opportunities for renewable energy generation, it is expected that the existing 600-panel rooftop solar array in place at the proposed facility will offset more than 50% of the ME's annual electrical demand.

HVAC and dehumidification systems will meet Massachusetts Building Code requirements and all Massachusetts amendments (780 CMR State Building Code), IECC Section C403 or ASHRAE Chapter 6 as applied or incorporated by reference in (780 CMR: State Building Code). As part of the documentation required under 935 CMR 500.120(11)(b), the Company will provide a certification from a Massachusetts Licensed Mechanical Engineer that the HVAC and dehumidification systems meet Massachusetts building code as specified in 935 CMR 500.120(11)(c) and that such systems have been evaluated and sized for the anticipated loads of the facility.

Safety protocols have been established and documented to protect workers and Consumers.

Prior to final licensure, Power Fund will demonstrate compliance with 935 CMR 500.120(11) by submitting an energy compliance letter prepared by one or more of the following energy professionals:

- A Certified Energy Auditor certified by the Association of Energy Engineers;

Energy Compliance Plan

STANDARD OPERATING PROCEDURE

Power Fund Operations, LLC

- A Certified Energy Manager certified by the Association of Energy Engineers;
- A Massachusetts Licensed Professional Engineer; or
- A Massachusetts Licensed Registered Architect.