



Massachusetts Cannabis Control Commission

Marijuana Cultivator

General Information:

License Number: MC281316
Original Issued Date: 07/27/2021
Issued Date: 07/27/2021
Expiration Date: 07/27/2022

ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: RAIN CITY FARMING, L.L.C.

Phone Number: 267-625-6973
Email Address: preston@raincityfarming.com

Business Address 1: 35-45 LIMESTONE RD.
Business City: LEE
Business State: MA
Business Zip Code: 01238
Mailing Address 1: 78-5 S. Quinsigamond Ave.
Mailing City: Shrewsbury
Mailing State: MA
Mailing Zip Code: 01545

CERTIFIED DISADVANTAGED BUSINESS ENTERPRISES (DBES)

Certified Disadvantaged Business Enterprises (DBEs): Not a DBE

PRIORITY APPLICANT

Priority Applicant: no
Priority Applicant Type: Not a Priority Applicant
Economic Empowerment Applicant Certification Number:
RMD Priority Certification Number:

RMD INFORMATION

Name of RMD:
Department of Public Health RMD Registration Number:
Operational and Registration Status:
To your knowledge, is the existing RMD certificate of registration in good standing?:
If no, describe the circumstances below:

PERSONS WITH DIRECT OR INDIRECT AUTHORITY

Person with Direct or Indirect Authority 1

Percentage Of Ownership: 40
Role: Owner / Partner
Percentage Of Control: 40
Other Role:

First Name: Preston	Last Name: Maki	Suffix:
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)		
Specify Race or Ethnicity: White / Scandinavian / Welsh		

Person with Direct or Indirect Authority 2

Percentage Of Ownership: 35	Percentage Of Control: 35
Role: Owner / Partner	Other Role:
First Name: Paul	Last Name: Davis Suffix: Jr.
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity: White / Jewish / Welsh	

Person with Direct or Indirect Authority 3

Percentage Of Ownership: 15	Percentage Of Control: 15
Role: Owner / Partner	Other Role:
First Name: Joseph	Last Name: Dell'Arciprete Suffix:
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity:	

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 10	Percentage Of Control: 10
Role: Owner / Partner	Other Role:
First Name: Brandon	Last Name: Brown Suffix:
Gender: Male	User Defined Gender:
What is this person's race or ethnicity?: Black or African American (of African Descent, African American, Nigerian, Jamaican, Ethiopian, Haitian, Somali), American Indian or Alaska Native, White (German, Irish, English, Italian, Polish, French)	
Specify Race or Ethnicity: African / Native American / White	

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100
Entity Legal Name: Rain City Farming, L.L.C.	Entity DBA: Rain City Farming DBA City: Shrewsbury
Entity Description: Massachusetts Recreational Marijuana Cultivation and Product Manufacturing Applicant	
Foreign Subsidiary Narrative:	
Entity Phone: 267-625-6973	Entity Email: preston@raincityfarming.com Entity Website: www.raincityfarming.com
Entity Address 1: 78-5 S. Quinsigamond Ave.	Entity Address 2:
Entity City: Shrewsbury Entity State: MA	Entity Zip Code: 01545
Entity Mailing Address 1: 78-5 S. Quinsigamond Ave.	Entity Mailing Address 2:
Entity Mailing City: Shrewsbury Entity Mailing State: MA	Entity Mailing Zip Code: 01545
Relationship Description: Rain City Farming, L.L.C. represents the parent company under which the business known as	

'Rain City Farming' will operate. Rain City Farming, L.L.C. owners will control 100% of Rain City Farming business operations.

CLOSE ASSOCIATES AND MEMBERS

No records found

CAPITAL RESOURCES - INDIVIDUALS

Individual Contributing Capital 1

First Name: Preston

Last Name: Maki

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$35000 Percentage of Initial Capital: 40

Capital Attestation: Yes

Individual Contributing Capital 2

First Name: Paul

Last Name: Davis

Suffix: Jr.

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$30000 Percentage of Initial Capital: 35

Capital Attestation: Yes

Individual Contributing Capital 3

First Name: Joseph

Last Name:

Suffix:

Dell'Arciprete

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$25000 Percentage of Initial Capital: 15

Capital Attestation: Yes

Individual Contributing Capital 4

First Name: Brandon

Last Name: Brown

Suffix:

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of the Capital Provided: \$20000 Percentage of Initial Capital: 10

Capital Attestation: Yes

CAPITAL RESOURCES - ENTITIES

No records found

BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 35-45 Limestone Road

Establishment Address 2:

Establishment City: Lee

Establishment Zip Code: 01238

Approximate square footage of the Establishment: 3492 How many abutters does this property have?: 7

Have all property abutters have been notified of the intent to open a Marijuana Establishment at this address?: Yes

Cultivation Tier: Tier 01: up to 5,000 square feet

Cultivation Environment: Indoor

FEE QUESTIONS

Cultivation Tier: Tier 01: up to 5,000 square feet Cultivation Environment: Indoor

HOST COMMUNITY INFORMATION

Date generated: 09/24/2021

Page: 3 of 7

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	HOST COMMUNITY AGREEMENT CERTIFICATION.jpg	jpeg	5d5d0d9c38be9e227ac5105d	08/21/2019
Community Outreach Meeting Documentation	Attachment B.jpg	jpeg	5ee3413b3114301800252c0e	06/12/2020
Community Outreach Meeting Documentation	Attachment C.pdf	pdf	5ee34c8b721f40180b731e4e	06/12/2020
Plan to Remain Compliant with Local Zoning	Local Compliance.pdf	pdf	5f335d8dead5bc6434e3b490	08/11/2020
Community Outreach Meeting Documentation	Community Outreach Attestation.pdf	pdf	5f35ad185fa28707f457fedd	08/13/2020

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

PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Positive Impact Plan (Revised).2.pdf	pdf	5fb32e337083620840287a57	11/16/2020

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

INDIVIDUAL BACKGROUND INFORMATION

Individual Background Information 1

Role: Owner / Partner Other Role:
 First Name: PRESTON Last Name: MAKI Suffix:
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 2

Role: Owner / Partner Other Role:
 First Name: PAUL Last Name: DAVIS Suffix: JR
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 3

Role: Owner / Partner Other Role:
 First Name: JOSEPH Last Name: DELL'ARCIPRETE Suffix:
 RMD Association: Not associated with an RMD
 Background Question: no

Individual Background Information 4

Role: Owner / Partner Other Role:

First Name: BRANDON Last Name: BROWN Suffix:

RMD Association: Not associated with an RMD

Background Question: no

ENTITY BACKGROUND CHECK INFORMATION

No records found

MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Articles of Organization	ArticlesofOrganization1.jpg	jpeg	5d5d173cd8b08e1dbf142095	08/21/2019
Articles of Organization	ArticleofOrganization2.jpg	jpeg	5d5d17490473c3226f359874	08/21/2019
Articles of Organization	ArticleofOrganization3.jpg	jpeg	5d5dcd7a7e918b22a66bd773	08/21/2019
Secretary of Commonwealth - Certificate of Good Standing	CommonwealthUpdatedFiling1.jpg	jpeg	5d5dce3e0473c3226f359b90	08/21/2019
Secretary of Commonwealth - Certificate of Good Standing	CommonwealthUpdatedFiling2.jpg	jpeg	5d5dce4caf9d6f1dd589fe83	08/21/2019
Secretary of Commonwealth - Certificate of Good Standing	CommonwealthUpdatedFiling3.jpg	jpeg	5d5dce61629a272281d2f361	08/21/2019
Department of Revenue - Certificate of Good standing	CertificateofGoodStandingDeptofRev.jpg	jpeg	5d6039f08470d4229ba43109	08/23/2019
Bylaws	Company Bylaws.pdf	pdf	5d615682d8b08e1dbf1428eb	08/24/2019
Secretary of Commonwealth - Certificate of Good Standing	RCF GOOD STANDING - COMMONWEALTH - 8.20.pdf	pdf	5fb3377b4a2789086108eb1e	11/16/2020

No documents uploaded

Massachusetts Business Identification Number: 001313546

Doing-Business-As Name:

DBA Registration City: Shrewsbury

BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Business Plan.pdf	pdf	5d6123933567ed1db89dfef9	08/24/2019
Plan for Liability Insurance	Insurance (Revised).2.pdf	pdf	5fb337da8cc05c081b1b8a94	11/16/2020
Proposed Timeline	Expected Timeline (Revised).2.pdf	pdf	5fb337f20daeb60847fad8c9	11/16/2020

OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Prevention of diversion	Diversion Prevention.pdf	pdf	5d610fb5c544c91e011c5345	08/24/2019
Diversity plan	Diversity Plan (Revised).2.pdf	pdf	5fb338493bf49c082a427b65	11/16/2020

Qualifications and training	Agent Qualification & Training (Revised).2.pdf	pdf	5fb3387c5b823307b79b8404	11/16/2020
Maintaining of financial records	Financial Records (Revised).2.pdf	pdf	5fb338a808242707d4a7940c	11/16/2020
Record Keeping procedures	Record Keeping (Revised).2.pdf	pdf	5fb338d275aac308359ae668	11/16/2020
Personnel policies including background checks	Personnel Policies (Revised).2.pdf	pdf	5fb3390ba75869080486d753	11/16/2020
Quality control and testing	Quality Control and Testing (Revised).2.pdf	pdf	5fb33935edc7d60856d98bb8	11/16/2020
Inventory procedures	Inventory (Revised).2.pdf	pdf	5fb339a18cc05c081b1b8a9a	11/16/2020
Transportation of marijuana	Transportation (Revised).2.pdf	pdf	5fb339d00daeb60847fad8ce	11/16/2020
Storage of marijuana	Storage (Revised).2.pdf	pdf	5fb33b828cc05c081b1b8a9e	11/16/2020
Security plan	Security (Revised).2.pdf	pdf	5fb33be2dfcf9f07cd9465a7	11/16/2020
Restricting Access to age 21 and older	Access Restriction (Revised).3.pdf	pdf	5fb43de708242707d4a796c3	11/17/2020
Policies and Procedures for cultivating.	Cultivation (Revised).2.pdf	pdf	5fb4968308242707d4a79797	11/17/2020

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 Agree

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 Agree

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.: I Agree

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

ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

COMPLIANCE WITH DIVERSITY PLAN

No records found

HOURS OF OPERATION

Monday From: Open 24 Hours Monday To:

Tuesday From: Open 24 Hours Tuesday To:

Wednesday From: Open 24 Hours Wednesday To:

Thursday From: Open 24 Hours Thursday To:

Friday From: Open 24 Hours Friday To:

Saturday From: Open 24 Hours Saturday To:

Sunday From: Open 24 Hours Sunday To:

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, Robert Malin, (*insert name*) certify as an authorized representative of Rein City Farming LLC (*insert name of applicant*) that the applicant has executed a host community agreement with Town of Lee, MA (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on April 2nd, 2019 (*insert date*).


Signature of Authorized Representative of Applicant

Host Community

I, Patricia D. Carlino, Chair, / Board of Selectmen (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Town of Lee (*insert name of host community*) to certify that the applicant and Town of Lee (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on April 2, 2019 (*insert date*).


Signature of Contracting Authority or
Authorized Representative of Host Community



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: Brandi Page
Town Clerk
32 Main St.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

Dear Brandi:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

Morgan House & Inn
33 Main St.
Lee, MA 01238

The proposed Marijuana Cultivation Establishment will be located at the following location:

35 Limestone Rd.
Lee, MA 01238

There will be a brief presentation followed by an opportunity for the public to ask questions.

Please feel free to call or email if you have any further questions at this time.

Sincerely,

Preston L. Mak
Rain City Farming
President, Co-Founder
preston@raincityfarming.com
267-625-6973

~~SLM~~LEED1-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
Owner/Management/Admin
50 Limestone Rd.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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Please feel free to call or email if you have any further questions at this time.

Sincerely,

Preston L. Maki
Rain City Farming
President, Co-Founder
preston@raincityfarming.com
267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
Owner/Management/Admin
11 Quarry Hill Rd.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

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Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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Please feel free to call or email if you have any further questions at this time.

Sincerely,

Preston L. Maki
Rain City Farming
President, Co-Founder
preston@raincityfarming.com
267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn:

Owner/Management/Admin
133 Quarry Hill Rd.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

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78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
Owner/Management/Admin
130 Quarry Hill Rd.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

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267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
P.O. Box 277
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

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267-625-6973

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Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
14 Hemlock Hill
Great Barrington, MA 01230

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

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preston@raincityfarming.com
267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
P.O. Box 421
Pittsfield, MA 01202

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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preston@raincityfarming.com
267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn:

████████████████████
444 Stockbridge Rd.
Great Barrington, MA 01230

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn:

[REDACTED]
P.O. Box 175
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
271 Park St.
West Springfield, MA 01089

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
715 Devon Rd.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

Dear Mildred:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
734 Pleasant St.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

Dear Gordon:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

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Sincerely,

Preston L. Maki
Rain City Farming
President, Co-Founder
preston@raincityfarming.com
267-625-6973

PLM:pjd\LEE01-19



Rain City Farming, LLC
78-5 S. Quinsigamond Ave.
Shrewsbury, MA 01545

T (267) 625-6973
E preston@raincityfarming.com

February 14, 2019

Attn: [REDACTED]
Owner/Management/Admin
40 Limestone Rd.
Lee, MA 01238

Re: Notice of Marijuana Cultivation Establishment Community Outreach Meeting

To Whom It May Concern:

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Cultivation Establishment is scheduled for February 25th, 2019 beginning at 1:00pm EST at the following location:

Morgan House & Inn
33 Main St.
Lee, MA 01238

The proposed Marijuana Cultivation Establishment will be located at the following location:

35 Limestone Rd.
Lee, MA 01238

There will be a brief presentation followed by an opportunity for the public to ask questions.

Please feel free to call or email if you have any further questions at this time.

Sincerely,

Preston L. Maki
Rain City Farming
President, Co-Founder
preston@raincityfarming.com
267-625-6973

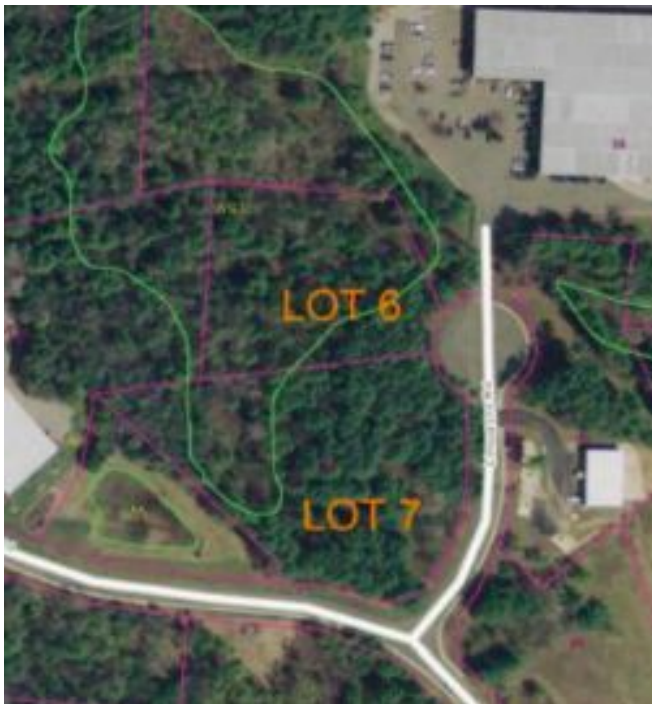
PLM:pjd\LEE01-19

Local Compliance

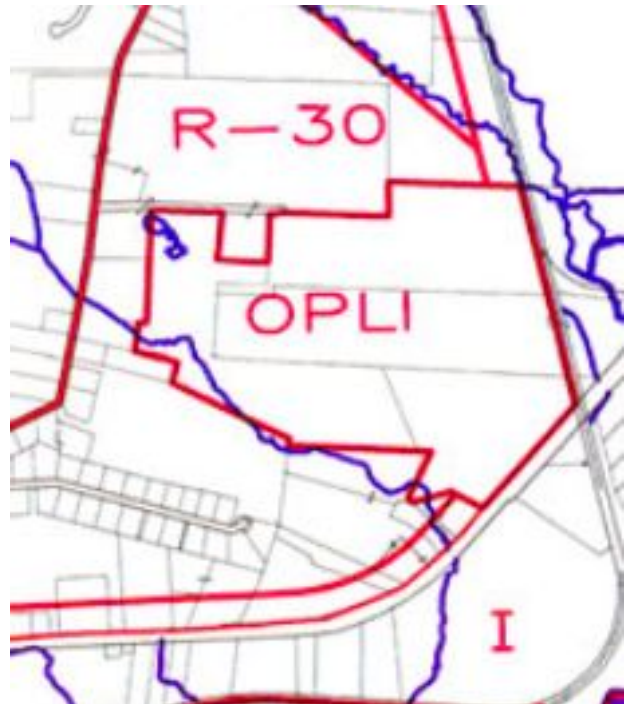
Zoning

- OPLI (Office Park & Light Industry) zoning allows for 24 hour operation of cultivation and manufacturing RMEs with receipt of Town of Lee Special Permit
 - Special Permit final approval received 7/16/19 (see below)
 - Special Permit renews annually; renewal period begins on day 1 of formal business operations (full licensure)
 - All contingencies for operation are documented within the Special Permit
- Location satisfies required 500ft school-zone buffer
- Quarry Hill Business Park setting yields minimal residential abutters
 - Neighborly concerns have been addressed by the Community Outreach Meeting, Town of Lee Planning Board, Town of Lee Selectmen, and all other corresponding public meetings and documentation
- Recessed parcel provides privacy from main road, yielding minimal visibility and traffic of any kind
- Predominantly flat topography expedites construction and minimizes nuisance to abutters

Quarry Hill Business Park Lots 6 & 7



Zoned Office Park Light Industrial



Special Permit

Notice



TOWN OF LEE
Office of the Town Selectmen
32 Main Street
Lee, Massachusetts 01238

Tel: 413-243-5500
Fax: 413-243-5523
Website: lee.ma.us

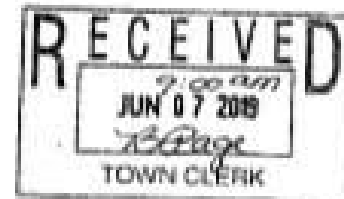
TO: ABUTTERS
TOWN CLERK
BOARD OF SELECTMEN
BUILDING INSPECTOR
SCHOOL COMMITTEE
DEPARTMENT OF PUBLIC WORKS

RAIN CITY FARMING
CONSERVATION COMMISSION
POLICE CHIEF
BOARD OF HEALTH
TOWN ADMINISTRATOR
TOWN COUNSEL

PLANNING BOARDS: Lenox, Stockbridge, Great Barrington,
Tyringham, Becket, Washington.

Dated: June 7, 2019

TOWN OF LEE, MASSACHUSETTS
NOTICE OF A PUBLIC HEARING



The Board of Selectmen will hold a Public Hearing in the Town Hall (former courtroom), 32 Main Street, Lee, MA on **Tuesday, July 2, 2019 at 7:00 P.M.** on the application of **Preston Maki, President, Co-Founder of Rain City Farming, Owner** for approval of a **Special Permit** under Section 199-9.11 Marijuana Establishment – Cultivator from the Town of Lee Zoning Bylaws. The proposal is to locate a Marijuana Establishment for the cultivation and manufacturing of cannabis. The cannabis will be sold to licensed marijuana establishments in Massachusetts. The property affected is located at 35 – 45 Limestone Road, in the Office Park Light Industrial (OPLI) (Assessors Map 30, Lots 67F & 67G).

Any person interested or wishing to be heard should appear at the time and place designated. If unable to attend please submit comments in writing to the Lee Board of Selectman at 32 Main Street, Lee, MA, 01238. Failure to make recommendations on the matter for review shall be deemed lack of opposition thereto. A copy of the application is available for review in the Town Clerk's Office.

Thomas Wickham
Chairman

Approval

APPROVED ON 7/16/19

Board of Selectmen – Minutes of Meeting

BOARD OF SELECTMEN MINUTES OF MEETING – July 2, 2019

Present: Thomas P. Wickham, Chair, Patricia D. Carlino and David Consolati, Board of Selectmen and Christopher Ketchen, Chief Administrative Officer (CAO).

Chairman, Thomas Wickham called the meeting to order at 7:00 PM

1. **Approval of Minutes:** *The Board members voted unanimously to approve the Open Session Minutes of June 4, 2019 and June 18, 2019.*
2. **Public Hearings:** Rain City Farming. Application of Preston, Maki, President, Co-Founder of Rain City Farming, owner for approval of Special Permit under Section 199-9.11 Marijuana Establishment – Cultivator for the Town of Lee Zoning Bylaws. The proposal is to locate a Marijuana Establishment for the cultivation and manufacturing of cannabis.

The property affected is located at 35 and 45 Limestone Road, (located in the OPLI (Office Park Light Industrial) Zoning District (Assessors' Map 30, Lots 67-F & 67-G)

After discussions with abutters and Mr. Maki and based on recommendations from the Planning Board, the Select Board members rendered their decision with the following provisions:

- a. That a dumpster enclosure be installed per 199 §10.1A(3) and §10.1Bd;
- b. The lighting plan have specifics as to lumens per 199 §12.2B; and
- c. A one (1) year review of the whole plan, if there are any complaints at any time a new review is to be done.

Upon a motion duly made and seconded, the Board members voted unanimously to accept Rain City Farming, LLC's application with the following addendums:

- 1) *A 7-foot-high fence stockade fence that travels southeast to west being no less than 50 feet in length.*
- 2) *Phosphorus discharge not to exceed 10 milliliters per liter.*
- 3) *And at a future date, to address the need for additional trees to be planted.*

The Board voted unanimously to grant the Special Permit upon a motion by the Special Permit Granting Authority after making the following findings that the proposed use:

- a. Is in compliance with all provisions and requirements of this chapter and in harmony with its general intent and purpose; by meeting Town Meeting requirements with no exemptions under the marijuana bylaw.
 - b. Is essential or desirable to the public convenience or welfare at the proposed location; because it is in the OPLI (Office Park Light Industrial) zone district which was set up for this type of business.
 - c. Will not be detrimental to adjacent uses or to the established or future character of the neighborhood; because they have addressed the neighborhood issues with fences and lighting.
 - d. Will not create undue traffic congestion or unduly impair pedestrian safety; because the road was designed for the public, truck traffic and other such purposes.
 - e. Will not overload any public water, drainage or sewer system or any other municipal facility to such an extent that the proposed use or any existing use in the immediate area or in any other area of the town will be unduly subjected to the hazards affecting public health, safety or general welfare; because we have addressed the phosphorus levels and as long as we keep it under 10 the plant can handle it and it won't affect the public safety.
-

Building Permits

- Building Permits will be obtained once provisional licensure has been approved and property contingency can be acted upon
 - Site design and efficacy has been addressed by Foresight Land Services, the Town of Lee Planning Board, Town of Lee Selectmen, and all corresponding public meetings
 - Site survey conducted December 2018 (see below)
 - Copies of Building Permits will be sent to the CCC immediately upon receipt or as requested

Certificate of Occupancy

- Certificate of occupancy will be obtained once the building has been completed and considered ready for operational use
 - A copy of the Certificate of Occupancy will be sent to Commission immediately upon receipt or as requested

Health Department Approval

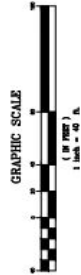
- On-site operations will abide by Department of Public Health and OSHA

guidelines at all times. A representative from Lee Tri-Town Health, the local Department of Public Health office, will be invited to observe measures taken within the business to promote public health and cleanliness. This will ensure that all requirements, guidelines, and recommendations are being met or exceeded daily.

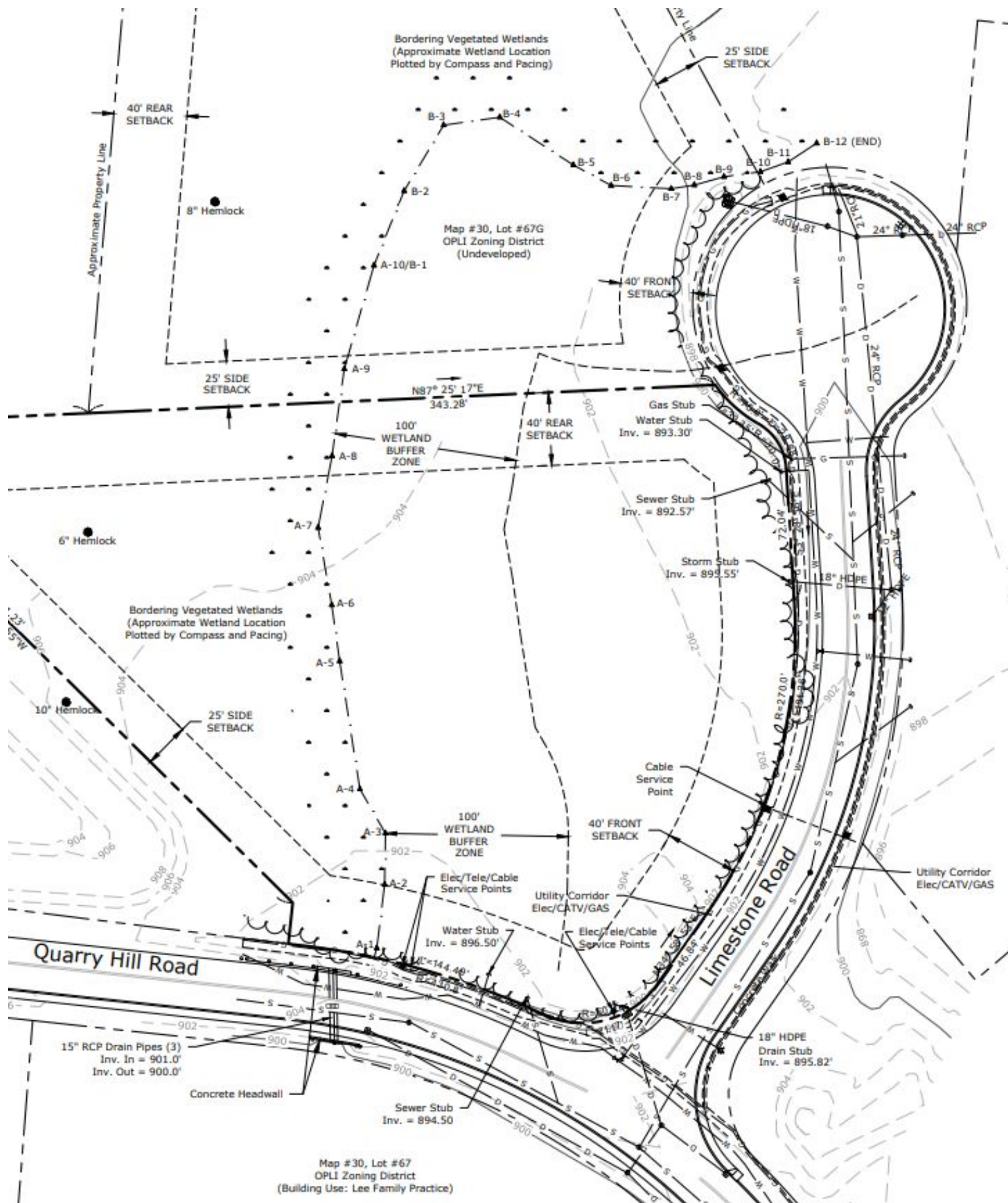
- Gloves and masks will be worn at all times when handling plants or products. All rooms that do not contain live plants or plant medium will be sanitized daily. Cultivation rooms will be kept as tidy and sterile as possible while operational and sanitized between cycles.
- Precautionary health measures recommended or required to reduce the spread of COVID-19 shall be implemented at all times. This includes all mandates pertaining to masks, gloves, or any other effective methods of viral transmission reduction. Any updated federal, state, and/or local guidelines shall be heeded immediately to continually ensure the safety and wellbeing of all staff and visitors.

Land Survey By:

- Foresight Land Services
1496 West Housatonic Street
Pittsfield, MA 01201



PROJECT NUMBER: 00000000
 FILE AND FILE NAME: 00000000.dwg
 APPLOT TAG: 00000000



Proposed Facility

Phase 1: 3,492 ft² Ceres™ Hybrid Greenhouse Startup Facility

SE Street View



Ceres™ Greenhouse Exterior



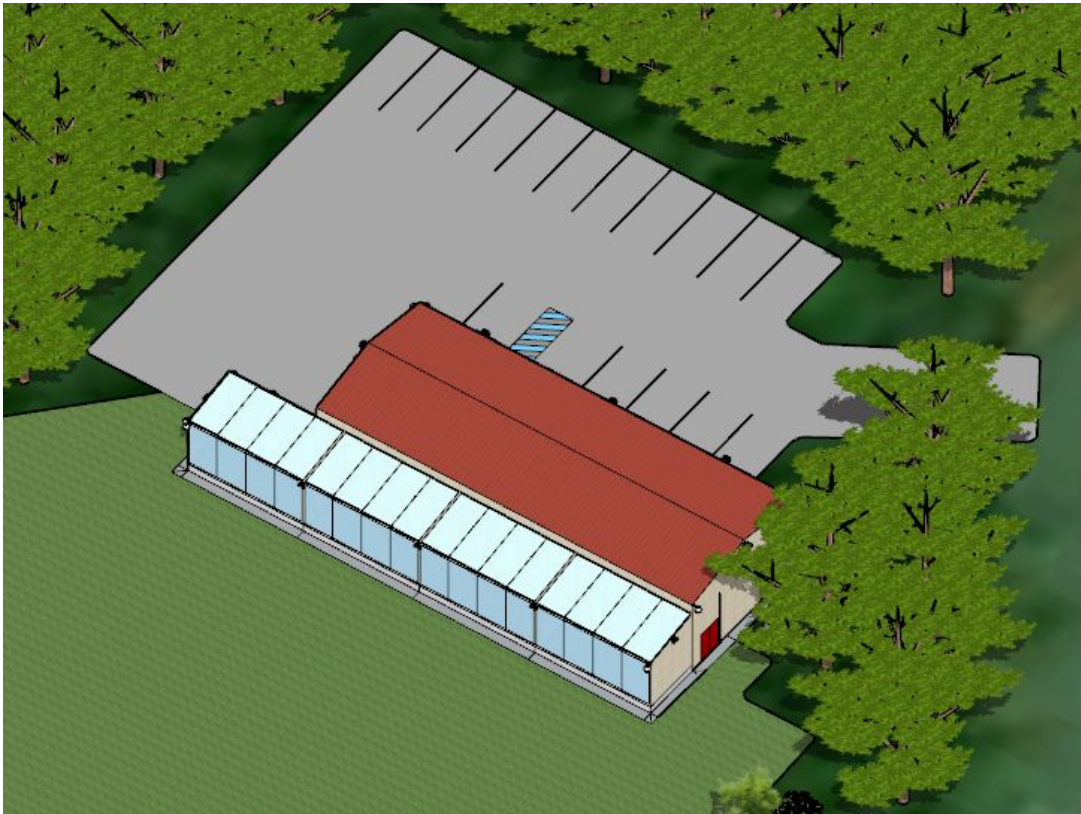
Ceres™ Greenhouse Interior



Building breakdown

- Warehouse = 78' (L) x 30' (W) x 20' (H)
- Greenhouses = 96' (L) x 12' (W) x 14' (H)
- Cultivating = 1,212 ft²
- Processing = 404 ft²
- Manufacturing = 120 ft²
- Inventory/Quarantine = 70 ft²
- Office / IT = 192 sq ft²
- Bath / Utility = 106 ft²
- Garden Workspace / Loading/Unloading / Storage / Corridors = 1,388 ft²
- **Total = 3,492 ft²**

SE Aerial



SW Aerial



NW Aerial



NE Aerial



S Aerial – Expanded View



N Aerial – Expanded View



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, PRESTON MAHE, (insert name) attest as an authorized representative of RAIN CITY FARMING (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 FEB 25 2019 (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 FEB 14 2019 (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 FEB 14 2019 (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 FEB 14 2019 (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.

Positive Impact Plan

Rain City Farming recognizes the importance of philanthropic goals as a means to ensure that the company is giving back to the communities that have so graciously supported the establishment. The approach towards these goals will continually evolve as the partners evaluate and reevaluate tangible impact in an effort to maximize Rain City's value-creation for the surrounding area.

Rain City Farming 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 Marijuana Establishments. Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws. The progress or success of the plan will be documented one year from provisional licensure and each year thereafter.

Methods

Goal

- Reduce barriers to entry in the commercial adult-use cannabis industry by hiring 50% of staff who are Massachusetts residents with a past drug conviction.

Programs

Initial positive impact efforts will focus on the greater Pittsfield, MA metropolitan area. Pittsfield is the closest Rain City neighbor identified by the Commission as an "Area of Disproportionate Impact". Rain City executives shall post monthly advertisements in the Berkshire Eagle, located in Pittsfield, MA, stating the establishment's intentions to hire local residents who fit this demographic.

Metrics

- Rain City will track the number of employees hired who have past drug convictions. This number will be compared biannually with the total number of individuals hired to ensure that the goal is being met.
-

Goal

- Rain City executives will offer monthly(1 day/month) workshops aimed at mentoring individuals and businesses facing systemic barriers to entrepreneurship.

Programs

Rain City will post monthly advertisements in the Berkshire Eagle offering entrepreneurial workshops to local residents and businesses. Workshops will provide insight into the nuances of startup businesses and highlight the tools required for entrepreneurial success.

Metrics

- Newspaper postings will be documented monthly. Program curriculum will include, but is not limited to: Business Plan Development, Investing Basics, Budgeting, Staffing, and Permitting. Program attendees will be offered a short survey to evaluate the ongoing utility of the program.
-

Goal

- Provide business assets (time, skills, finances) towards endeavors in a geographical location designated as a disproportionately impacted area that will have a positive impact on the members of that community or the greater Berkshire area.

Programs

Rain City will allocate 0.5% of profits to invest in equity funding to help meet start-up and working capital needs of business founded by:

- Massachusetts residents of disproportionately impacted communities
- Massachusetts residents with limited net worth
- Massachusetts residents with limited access to traditional sources of capital

Specifically, Rain City will select partners from Pittsfield, MA as this is the closest area of disproportionate impact. Quarterly newspaper postings in the Berkshire Eagle will solicit applications from local residents, and applicants will be selected based on their


demonstrable merit. Company executives value the equity partnership as a robust opportunity for community support, personal mentoring, industry collaboration, and mutual growth.

Metrics

Rain City will track the number of individuals and businesses that are involved in these investment programs. Quarterly evaluations will examine their overall potential, performance, and value. Successful startups--characterized by those which approach, attain, or exceed their initial goals--will present tangible examples for future mentees to draw from and networking platforms for all involved. Startups deemed unsuccessful will also be thoroughly analyzed and archived. All gathered information will be evaluated annually as a means to bolster the program's overall efficacy, and any modifications of obvious value will be integrated in the curriculum for the benefit of all future program members.

Articles of Organization

MA SOC Filing Number: 201883585990 Date: 2/16/2018 5:52:00 PM

		The Commonwealth of Massachusetts William Francis Galvin Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640	Minimum Fee: \$508.00						
Certificate of Organization (General Laws, Chapter)									
Identification Number: <u>001313546</u>									
1. The exact name of the limited liability company is: <u>RAIN CITY FARMING L.L.C.</u>									
2a. Location of its principal office: No. and Street: <u>78-5 SOUTH QUINSIGAMOND AVENUE</u> City or Town: <u>SHREWSBURY</u> State: <u>MA</u> Zip: <u>01545</u> Country: <u>USA</u>									
2b. Street address of the office in the Commonwealth at which the records will be maintained: No. and Street: <u>78-5 SOUTH QUINSIGAMOND AVENUE</u> City or Town: <u>SHREWSBURY</u> State: <u>MA</u> Zip: <u>01545</u> Country: <u>USA</u>									
3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered: <u>ENCOURAGING HORTICULTURE; WHOLESALE FARMING PRODUCT DISTRIBUTION</u>									
4. The latest date of dissolution, if specified:									
5. Name and address of the Resident Agent: Name: <u>PRESTON L MAKI</u> No. and Street: <u>78-5 SOUTH QUINSIGAMOND AVENUE</u> City or Town: <u>SHREWSBURY</u> State: <u>MA</u> Zip: <u>01545</u> Country: <u>USA</u>									
I, <u>PRESTON L MAKI</u> resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.									
6. The name and business address of each manager, if any:									
<table border="1"><thead><tr><th>Title</th><th>Individual Name <small>First, Middle, Last, Suffix</small></th><th>Address (no PO Box) <small>Address, City or Town, State, Zip Code</small></th></tr></thead><tbody><tr><td>MANAGER</td><td>PRESTON L MAKI</td><td>78-5 SOUTH QUINSIGAMOND AVENUE SHREWSBURY, MA 01545 USA</td></tr></tbody></table>	Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>	MANAGER	PRESTON L MAKI	78-5 SOUTH QUINSIGAMOND AVENUE SHREWSBURY, MA 01545 USA			
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>							
MANAGER	PRESTON L MAKI	78-5 SOUTH QUINSIGAMOND AVENUE SHREWSBURY, MA 01545 USA							
7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.									
<table border="1"><thead><tr><th>Title</th><th>Individual Name <small>First, Middle, Last, Suffix</small></th><th>Address (no PO Box) <small>Address, City or Town, State, Zip Code</small></th></tr></thead><tbody></tbody></table>	Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>						
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>							

Rain City Farming, L.L.C.

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

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address <small>(no PO Box)</small> <small>Address, City or Town, State, Zip Code</small>
REAL PROPERTY	PRESTON L MAKI	78-5 SOUTH QUINSIGAMOND AVENUE SHREWSBURY, MA 01545 USA

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 16 Day of February, 2018,
PRESTON L MAKI

(The certificate must be signed by the person forming the LLC.)

© 2001 - 2018 Commonwealth of Massachusetts
All Rights Reserved

Rain City Farming, L.L.C.

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 16, 2018 05:52 PM

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


WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Rain City Farming, L.L.C.

Annual Report Filing

MA SOC Filing Number: 201969819030 Date: 2/14/2019 9:29:00 PM

	The Commonwealth of Massachusetts William Francis Galvin Secretary of the Commonwealth, Corporations Division One Ashburton Place, 17th floor Boston, MA 02108-1512 Telephone: (617) 727-9640	Minimum Fee: \$500.00
Annual Report (General Laws, Chapter)		
Identification Number: <u>001313546</u>		
Annual Report Filing Year: <u>2019</u>		
1.a. Exact name of the limited liability company: <u>RAIN CITY FARMING L.L.C.</u>		
1.b. The exact name of the limited liability company as amended, is: <u>RAIN CITY FARMING L.L.C.</u>		
2a. Location of its principal office: No. and Street: <u>78-5 SOUTH QUINSIGAMOND AVENUE</u> City or Town: <u>SHREWSBURY</u> State: <u>MA</u> Zip: <u>01545</u> Country: <u>USA</u>		
2b. Street address of the office in the Commonwealth at which the records will be maintained: No. and Street: <u>78-5 SOUTH QUINSIGAMOND AVENUE</u> City or Town: <u>SHREWSBURY</u> State: <u>MA</u> Zip: <u>01545</u> Country: <u>USA</u>		
3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered: <u>ENCOURAGING HORTICULTURE; WHOLESALE FARMING PRODUCT DISTRIBUTION</u>		
4. The latest date of dissolution, if specified:		
5. Name and address of the Resident Agent: Name: <u>PRESTON L MAKI</u> No. and Street: <u>78-5 SOUTH QUINSIGAMOND AVENUE</u> City or Town: <u>SHREWSBURY</u> State: <u>MA</u> Zip: <u>01545</u> Country: <u>USA</u>		
6. The name and business address of each manager, if any:		
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
MANAGER	PRESTON L MAKI	78-5 SOUTH QUINSIGAMOND AVENUE SHREWSBURY, MA 01545 USA
7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.		
Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>

Rain City Farming, L.L.C.

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

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>
REAL PROPERTY	PRESTON L MAKI	79-5 SOUTH QUINDAMOND AVENUE SHREWSBURY, MA 01545 USA

9. Additional matters:

SIGNED UNDER THE PENALTIES OF PERJURY, this 14 Day of February, 2019,
PRESTON L MAKI , Signature of Authorized Signatory.

© 2001 - 2019 Commonwealth of Massachusetts
All Rights Reserved

Rain City Farming, L.L.C.

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 14, 2019 09:29 PM

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

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Rain City Farming, L.L.C.



Commonwealth of Massachusetts
Department of Revenue
Christopher C. Harding, Commissioner

mass.gov/dor

Letter ID: L2020403072
Notice Date: August 22, 2019
Case ID: 0-000-812-111



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



PRESTON MAKI
RAIN CITY FARMING L.L.C.
78 S QUINSIGAMOND AVE UNIT 5
SHREWSBURY MA 01545-4268

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, RAIN CITY FARMING L.L.C. 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) 887-6400 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

Rain City Farming L.L.C. Bylaws



(I) The LLC

Name

Company business will be conducted under the name Rain City Farming, amenable at a future date to another name upon which the Members unanimously agree.

Formation

Rain City Farming L.L.C. was formed under the laws of the Commonwealth of Massachusetts on February 16th, 2018 using the registration address of 78-5 South Quinsigamond Avenue, Shrewsbury, MA 01545.

- MA SOC Filing Number: 201883585990
- MA Identification Number: 001313546
- FEIN: 84-2816405

Location

The principal business office address will transition from the LLC registration address to the operational address at 35-45 Limestone Road, Lee, MA 01238 upon receipt of Provisional License Approval from the MA CCC for RAIN CITY FARMING, L.L.C. to operate as a Recreational Marijuana Establishment.

Registered Agent(s)

All Rain City Farming executives will become Registered Agents of the LLC as well as Marijuana Establishment Agents upon operational licensure and business commencement.

Term

The LLC will maintain its operational structure indefinitely unless terminated under provisions specified in these bylaws or otherwise unanimously agreed upon by company executives.

Assets

All assets of the LLC shall be held in the name of the LLC, or under another name unanimously agreed to by all Members.

Members

LLC members include all four Rain City Farming founding executives:

- **Preston Maki** – President, Co-Founder
- **Paul “PJ” Davis Jr.** – Vice President, Co-Founder
- **Joseph Dell’Arciprete** – Vice President, Co-Founder
- **Brandon Brown** – Vice President, Co-Founder

Additional Members.

No additional members may be admitted to the LLC without unanimous written consent of the existing members.

(II) Capital Contributions

Initial Capital

Initial contributions for company executives are understood by all Members to be both financial and intellectual in nature.

Additional Contributions

No Members shall be required to make additional capital contributions without verifiable reasoning for the request and unanimous written consent of all Members.

No Additional Gains

Members shall receive no additional compensation for capital contributions other than the disbursement methods described in these bylaws.

(III) Equity

Division

The division of RAIN CITY FARMING, L.L.C. equity for each Member is as follows*:

- **Preston Maki**
 - 40% owner
- **Paul “PJ” Davis Jr.**
 - 35% owner
- **Joseph Dell’Arciprete**
 - 15% owner
- **Brandon Brown**
 - 10% owner

(IV) Profits and Losses / Distributions

Profits and Losses

The LLC’s net profits or net losses shall be evaluated on an annual basis and allocated to the Members relative to each Member’s capital interest in the LLC.

Distributions

Funds available to the LLC after all expenses and liabilities have been covered shall be distributed to the Members on an annual basis. This disbursement interval is subject to change at any time under unanimous written consent of the Members.

(V) Powers / Duties

Powers

- A. The Members shall have complete power and authority to manage and operate the LLC according to the terms laid out in these bylaws and in conjunction with all applicable laws in the Commonwealth of Massachusetts.

- B. Members shall retain voting rights proportional to each member's respective percentage interest in the LLC unless voting power has been transferred or rescinded.
- C. LLC directive and management decisions which require a majority vote shall mean that more than 50% of the active LLC voting power must be in favor.
- D. Active voting rights are only held by Members who hold equity interest in the company while also serving an active role in LLC operations. Equity interest that has been transferred from a Member does not retain LLC voting rights unless unanimously agreed upon in writing by all remaining Members. Members who do not continue to serve an active role in the LLC may retain equity interest, but will lose all voting rights once managerial responsibilities are relinquished.
- E. All decisions pertaining to management and operation of multiple departments of the LLC shall be made by majority decision of the Members.
- F. All decisions pertaining to operating agreement addendums shall be made by unanimous written consent of the Members.
- G. A Member cannot transfer or withdraw interest from the LLC except as otherwise described in these bylaws.

Duties

Executive oversight duties are as follows:

- **Preston Maki** – Head of Cultivation and Manufacturing
- **Paul “PJ” Davis Jr.** – Head of Finance, Compliance, and Analytics
- **Joseph Dell’Arciprete** – Vice President, Co-Founder
- **Brandon Brown** – Vice President, Co-Founder

(VI) Expenses / Liabilities / Compensation

Organization Expenses

All expenses incurred in connection with the organization of the Company will be paid by the LLC.

Operational Expenses

All expenses incurred during normal business operations will be paid by the LLC.

Liabilities

No Member shall be held personally liable for any debts or obligations incurred by the LLC, or for any legal claims made against the LLC.

Compensation

Other than distributions, Members may only be paid a nominal wage for any employment. Unforeseen expenses related to LLC operation that are incurred by Members shall be reimbursed by the LLC provided appropriate transaction documentation can be filed.

(VII) Accounting / Taxes / Banking / Legal

Accounting

The LLC will use the method of accounting prescribed by LLC accounting and tax representatives for financial reporting and tax purposes.

Taxes

The fiscal year of the LLC is the calendar year.

Banking

All funds of the LLC will be deposited in one or multiple bank accounts in the name of the LLC or a name otherwise agreed upon by written consent of the majority of the Members. To the extent allowed by Massachusetts law and any restrictions of the institution involved, funds will be invested or deposited with an institution of which the accounts or deposits are insured at the federal level.

Legal

Legal services obtained in collective interest of the LLC will be maintained indefinitely or until a time when outside counsel is requested in writing by a majority of the Members.

(VIII) Transfer of LLC Interest

Prohibitions

Except as otherwise permitted in this Operating Agreement, no Member may transfer interest in the LLC without the written consent of a majority of the Members.

Conditions

A Member may transfer interest in the LLC under these provisions:

- A. The Member desiring to transfer interest must first provide written notice to the other Members, specifying the price and terms of the transaction.
- B. The other Members reserve the option to acquire the available interest under the aforementioned terms for a period of 30 days after first notice. If the other Members do not otherwise agree on purchase terms between themselves during this period, the interest will be made available to the Members in a structure proportional to LLC ownership. If the interest is still not acquired at this time, the transferring Member may elect to restructure and resubmit the offer to other Members, or they may elect to offer the interest to outside entities. If an external offer is acquired that exceeds the original internal offer price, transferring Member must reoffer the available interest to the other Members at the newly established price before securing the right to sell to an outside party.
- C. Closing of an interest sale will be subject to the terms specified and agreed to in the proposed offer.
- D. Any interest that is transferred to a non-Member entity shall lose all voting power within the LLC unless different terms are unanimously agreed upon by all remaining Members at the time of transfer. Voting interest shall revert to remaining members in a structure proportional to LLC ownership. Interest that is acquired by outside entities but void of voting power shall be appropriated for LLC fund distributions and nothing more.

- E. If closing of a proposed interest sale does not occur within a period of six months from the initial transfer notice the offer will formally expire. Any new interest transfer offers submitted at this time will adhere to all conditions described in these bylaws.

Buyout

If a buyout offer for all or part of the LLC is received at any time, buyout terms must be agreed to in writing by a majority of Members.

Death, Incompetency

Upon the death or documented medical incompetence of a Member, interest of that Member will lose all voting rights while allocated Member distribution payments will transfer to next of kin.

Bankruptcy

Bankruptcy of a Member shall lead to the forfeiture of all LLC interest including voting rights and distribution payments, and interest will be allocated to remaining members in accordance with their respective LLC ownership.

Executive Removal

In the event that one Member be deemed incompetent by other Members for the managerial role they are designated to serve within the LLC, or another legal matter arises which prevents a Member from fulfilling their ongoing executive responsibilities, all other Members may unanimously agree to suspend or terminate the employment of that Member in accordance with all local and federal workplace regulations. If the suspension or termination is the result of gross negligence or felony legal conviction, the Member forfeits all interest in the LLC to remaining Members. Interest transferred in this manner will be divided between remaining Members respective to LLC ownership.

(IX) Dissolution / Winding Down

Dissolution

The LLC will dissolve in response to one of the following events:

- A. Sale, transfer, or disposal of all or the majority of all LLC assets
- B. Unanimous agreement of the Members
- C. Legal order

Winding Down

Upon dissolution of the LLC, Members assume all outstanding debts and liabilities in a structure respective to LLC ownership.

- Debt allocation may only be adjusted by express written consent of all remaining Members
- Any remaining LLC account balances will be transferred to Members in accordance with their respective LLC ownership, provided legal documentation can show that any and all outstanding LLC debts have been accounted for and eliminated

(X) Indemnification

Agreement

All individual Members agree to hold harmless the LLC and all other Members with respect to any injury, loss, or damage incurred by an individual as a result of personal negligence or otherwise.

If prosecution is pursued by any individual against the LLC and the courts rule in favor of defendant LLC Members, prosecuting party must reimburse any and all legal costs incurred by defendants during the duration of all proceedings.

(XI) Provisions

Amendments

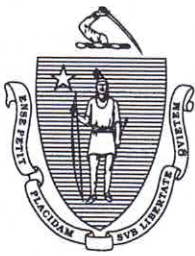
Members can propose amendments to these bylaws at any time. Amendments or other modifications will only be made official by unanimous written consent of all Members and documented review by Rain City Farming legal representation.

Outside Business Interests

Members of the LLC are entitled to own interest in external business entities, but shall not retain outside ownership in any entity if holding such interest(s) either restricts or prevents a Member from fulfilling their duties for Rain City Farming or presents a competing interest in respect to the general purpose of the LLC or in any other capacity.

Member Understanding

Members acknowledge all terms laid out in these bylaws and agree to a binding obligation to abide by all duties and directives stated within.



William Francis Galvin
Secretary of the
Commonwealth

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

August 11, 2020

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

RAIN CITY FARMING L.L.C.

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **February 16, 2018.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation; that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156C, § 70 for said Limited Liability Company's dissolution; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:
PRESTON L MAKI

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **PRESTON L MAKI**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **PRESTON L MAKI**



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

William Francis Galvin

Secretary of the Commonwealth

RAIN CITY FARMING, L.L.C. - BUSINESS APPLICATION

Rain City Farming, L.L.C.

Massachusetts Tier 1 Recreational Cannabis Cultivator & Manufacturer

935 CMR 500.000: Adult Use of Marijuana



Rain City Farming, L.L.C.
Shrewsbury, MA 01545
P +1 267 625 6973
E RainCityFarming@gmail.com

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(I) Company Overview

Executive Summary

- Rain City Farming, L.L.C. (Rain City) is a business founded by partners with cannabis industry backgrounds and complementary professional experience
- Rain City seeks to capture market share and brand recognition in a fledgling Massachusetts cannabis industry
- Rain City will begin operations as a Tier 1 Recreational Marijuana Cultivation & Manufacturing Establishment in Lee, MA

Mission Statement

To rewrite the social and cultural narrative of cannabis through commitment to the highest standards of production, continued engagement in political and legislative activity, and unwavering dedication to the premium cannabis consumer experience.

Business Model

Phase 1: Ceres™ Hybrid Greenhouse Facility

- Capital required: \$500,000
- Main focus: establish revenue, foster relationships, promote brand recognition
- Expected Timeframe: Years 0-2

Phase 2: Ceres™ Hybrid Expansion

- Capital required: \$500,000+
- Main focus: increase market share, integrate vertically, expand growth options
- Expected timeframe: Years 2-5

Phase 3: Site & Brand Expansion

- Capital required: TBD
- Main focus: optimize value-driven growth and consumer outreach
- Expected timeframe: Years 5+

Key Attributes

- Rain City will cultivate, process, manufacture, package, and brand select strains of premium-grade cannabis and related consumer goods
- Product will be distributed to licensed Massachusetts retail establishments
- Company focused on community impact, sustainability, and operating discretion
- All community meetings conducted
- All local permitting approved

Company Executives

Preston Maki – President, Co-Founder

<https://www.linkedin.com/in/preston-maki-25b613156/>

Address: 15 Via Maria
Lee, MA 01238

Phone #: 267-625-6973

Email: preston@raincityfarming.com



Preston is a Cannabis Entrepreneur with an academic background in Environmental Studies. Preston has 14 years of experience in the cannabis industry, both public and private sectors. He owned and operated multiple licensed medical cannabis cultivation facilities after moving to Washington in 2008, transitioning into recreational cannabis following industry legalization in Washington in 2014. He also brings 10 years of experience in service industry management positions, and most recently served as Garden Operations Manager for Soulshine Cannabis, a Tier III indoor recreational cannabis cultivation facility in Renton, WA.

Preston's cannabis expertise includes, but is not limited to: grow room design, startup logistics, cultivation, processing, manufacturing, sales, business management, and operational consulting.

Paul “PJ” Davis Jr. – Vice President, Co-Founder

<https://www.linkedin.com/in/pj-davis/>

Address: 211 Flint Hill Road
Bridgeport, Pa 19405

Phone #: 484-557-7512

Email: pj@raincityfarming.com



PJ is an Associate of the Society of Actuaries, a Chartered Enterprise Risk Analyst, and a Member of the American Academy of Actuaries. PJ is currently employed as an Actuary and holds a B.S. in Mathematics from Penn State University. PJ is pursuing Fellowship status in the Society of Actuaries with a focus on Corporate Finance and Enterprise Risk Management and has 8 years of experience in the financial and employee benefits consulting sector.

Joseph Dell'Arciprete – Vice President, Co-Founder

<https://www.linkedin.com/in/joe-dell-arciprete-11146a56/>

Address: 200 West Elm Street
Conshohocken, PA 19428

Phone #: 484-467-1604

Email: joe@raincityfarming.com



Joe is a mortgage processing manager and sales liaison in the greater Philadelphia area. His responsibilities include the oversight of regional development potential, partnership referrals, customer acquisitions, and contract negotiations. Further professional experience includes more than a decade in service industry management. He demonstrates a profound aptitude for networking and client relations and looks forward to utilizing his versatile skill set in cementing the Rain City Farming brand.

Brandon Brown – Vice President, Co-Founder

<https://www.linkedin.com/in/brandon-brown-87737543/>

Address: 1602 Painters Crossing
Chaddsford, PA 19317

Phone #: 610-350-7521

Email: brandon@raincityfarming.com



Brandon is a case coordinator and a member of the Black Society of Engineers. He is currently working towards a B.S. in Electrical Engineering. Professional experience includes four years in data management and quality control supervision, four years in retail management, and five years in banking. He is well attuned to cannabis industry development and will showcase his unique background in aiding both daily facility operations as well as virtual and offsite brand outreach initiatives.

Executive Details

Organizational and Management Structure

- Rain City Farming is a manager-managed LLC
- Department management will be overseen initially by qualified executives, replaced by qualified hires at a time when business obligations supersede executive oversight capacity

Equity Division and Executive Responsibilities

The Rain City company executives represent all persons or entities having any type of authority over company management, policies, and operations, as well as all persons or entities contributing more than 10% or more of the initial capital required to fund Phase 1 of Cultivation and Manufacturing. Equity portions are determined by both financial and intellectual contributions.

The division of RAIN CITY FARMING, L.L.C. equity and responsibilities for each partner will be as follows*:

Preston Maki – Head of Cultivation and Manufacturing

- **40% owner**

Paul “PJ” Davis Jr. – Head of Finance, Compliance, and Analytics

- **35% owner**

Joseph Dell’Arciprete – Head of Sales, Security, and Transportation

- **15% owner**

Brandon Brown – Head of Events, Marketing, and Training

- **10% owner**

*Final terms dictated by independent LLC operating agreement

Competitive Advantages

- **Balanced Executive Team**
 - Extensive industry experience, knowledge, and network
 - Versatile and complementary skill sets
 - Track record of successful work relationships
 - Established culture of open and honest communication
- **Unique approach to capture long term market share**
- **Extensive risk management framework to facilitate optimal long-term growth**

Company Merit

Business Registration

RAIN CITY FARMING L.L.C.

MA SOC Filing Number: 201883585990

MA Identification Number: 001313546

FEIN: 84-2816405

- Rain City Farming LLC incorporated in 2018 in Shrewsbury, MA
 - Company backed by licensed legal and financial representation
- Site Survey/Wetland Delineation completed December 2018
- Community Outreach Meeting conducted on February 25, 2019 in Lee, MA
- Host Community Agreement signed by Town of Lee Selectmen on April 2, 2019
- Site plan approved by Town of Lee Planning Board June 10, 2019
- Special Permit approved by Town of Lee Board of Selectmen July 2, 2019

Expected Timeline*

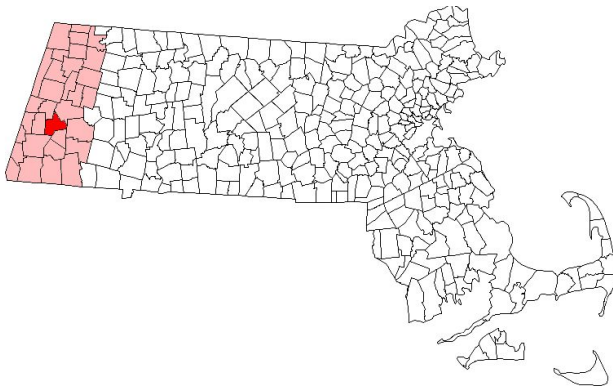
- **Provisional Licensure Approval**
3 months (October 2019)
- **Property Closing**
2 weeks (November 2019)
- **Property Clearing / Grading**
2 weeks (November 2019)
- **Foundation / Parking / Driveway Pours**
1 month (December 2020)
- **Utility Groundwork, Slab Pours**
1 month (January 2020)
- **Prefabricated Framework Erection**
1 month (February 2020)
- **Trim Work, Utility Connections**
1 month (March 2020)
- **Building / CCC Inspection, Operational Approval**
2 weeks – 1 month (April 2020)

*Timeline assumes best-case scenario. Local contractors have been selected and consulted and will be used to complete facility construction once provisional licensure has been granted.

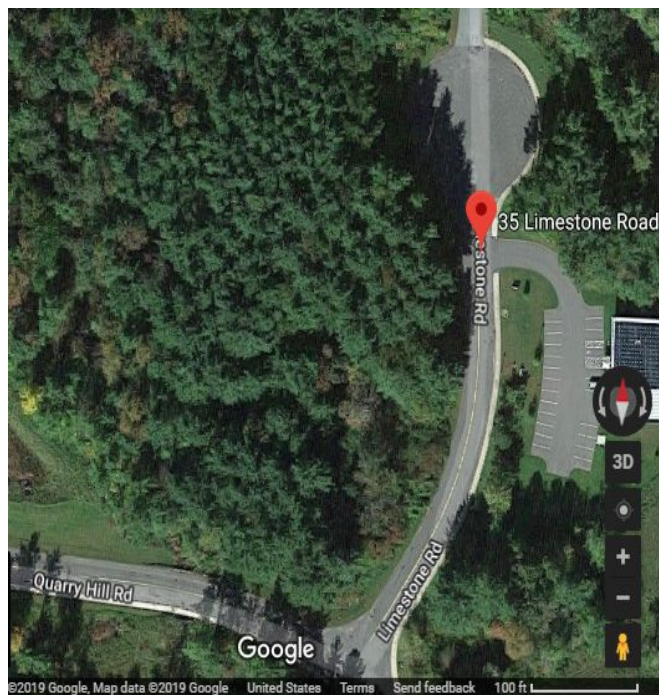
Proposed Site

- Rain City Farming will begin operations in Berkshire County at the following address:

**35-45 Limestone Rd.
Lee, MA 01238**



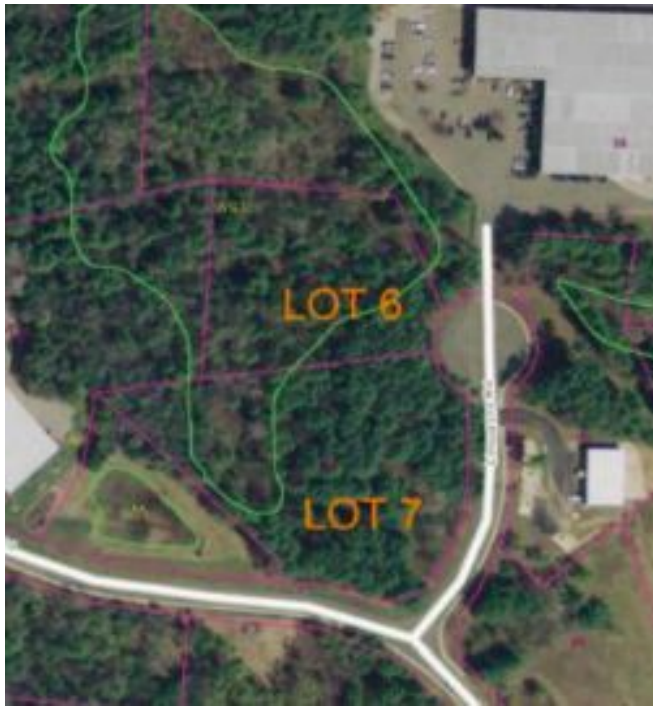
35-45 Limestone Road



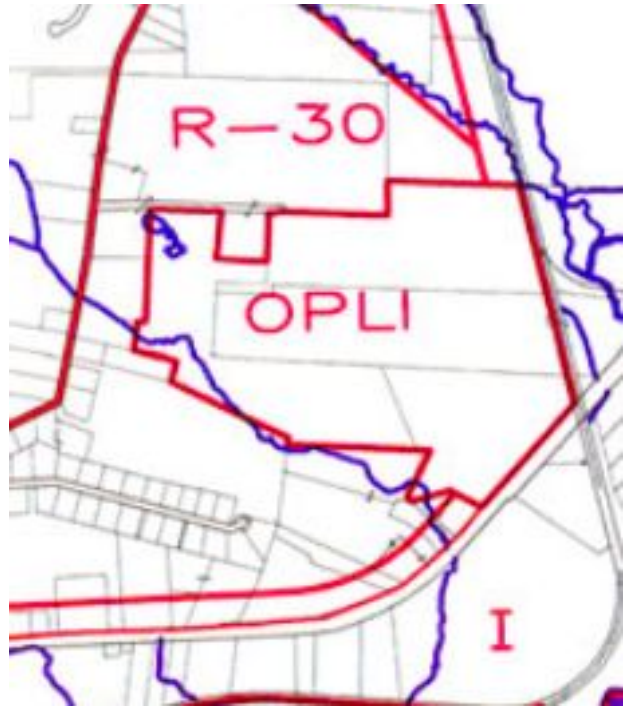
Lee, MA Tax Parcels 67F & 67G



Quarry Hill Business Park Lots 6 & 7



Zoned Office Park Light Industrial



Property Highlights:

- Parcel location satisfies required 500ft school-zone buffer
- OPLI zoning allows use for RMEs in accordance with all Lee, MA bylaws
- Quarry Hill Business Park setting provides privacy from main road, yielding limited vehicle and foot traffic
- Easily accessible industrial utilities meet all current and future operational demands and maximize efficiency for all on-site infrastructure
- Predominantly flat parcel topography expedites construction and minimizes nuisance to business park and abutting parcels
- Town of Lee board members adamantly in favor of supporting RMEs

Existing Conditions:

North Street View



West Street View



Site Restrictions:

- Encroaching wetlands minimize use of Business Park Lot 6 and restrict main buildable area to Eastern portion of Business Park Lot 7.

See wetland visualization below:



- Business Park covenants require a minimum setback of 40' from the street and 25' from abutting parcels
- All portions of the facility requiring structural foundations will remain within required setback limitations as well as greater than 100' feet in distance from the nearest wetland border

Land Survey By:

- Foresight Land Services
1496 West Housatonic Street
Pittsfield, MA 01201

NOTES:

DATE:	10/10/18
BY:	SKM
ARCHITECT:	

ENGINEER:



CITY:

PRESTON MAKI
LEE, MA 01238

PROJECT TITLE:

PROPOSED
GREENHOUSE AND
PROCESSING
35 LIMESTONE ROAD
LEE, MA

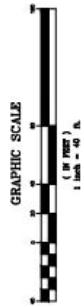
SHEET TITLE:

EXISTING
CONDITIONS

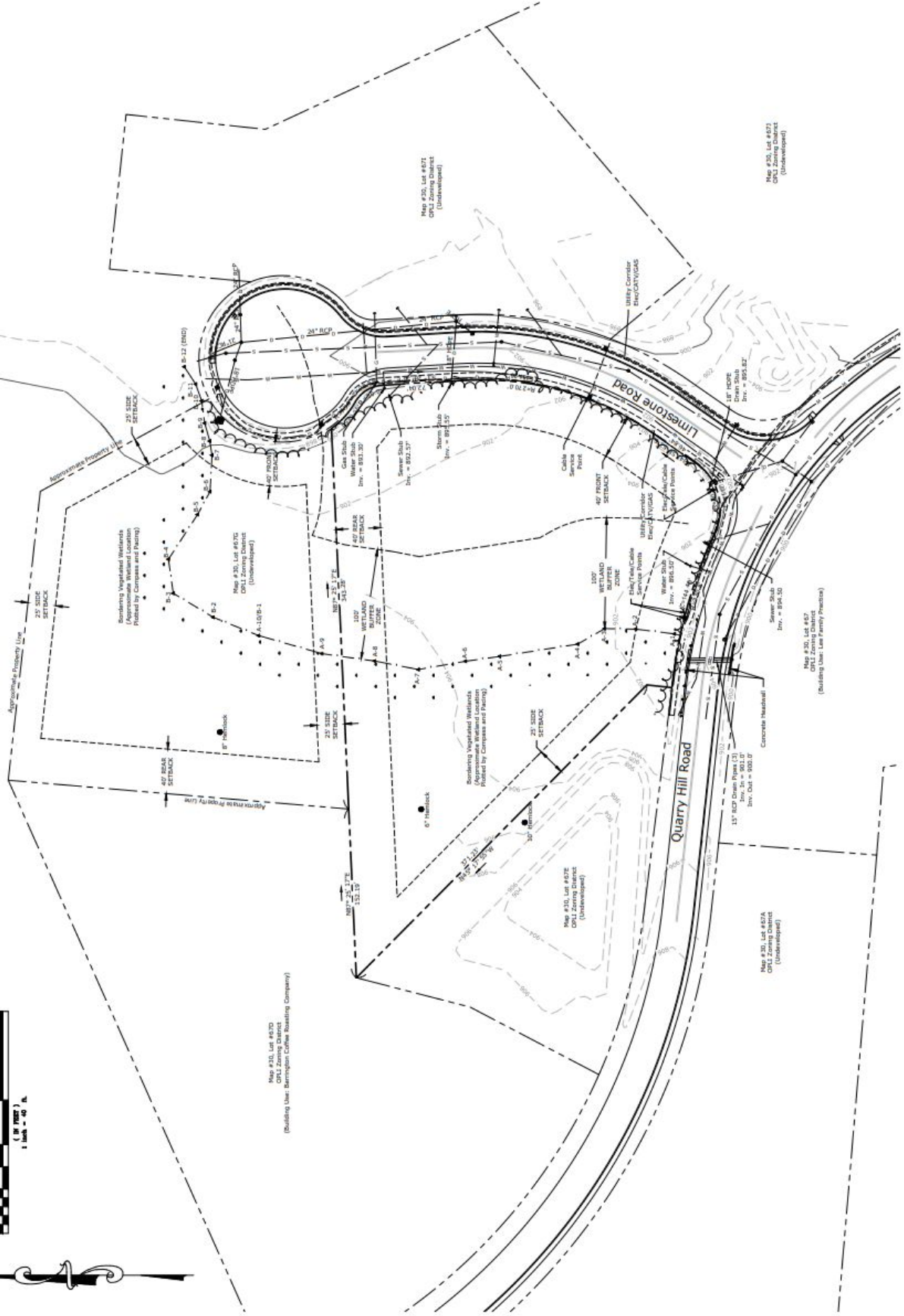
SCALE: AS NOTED
SHEET NUMBER:

SP-1

DATE: DECEMBER 10, 2018
PROJECT NUMBER: 0285
PROJECT NAME: 35 LIMESTONE ROAD
LAYOUT 108



GRAPHIC SCALE
(1" = 40')





Proposed Facility

Phase 1: 3,492 ft² Ceres™ Hybrid Greenhouse Startup Facility

SE Street View



Ceres™ Greenhouse Exterior



Ceres™ Greenhouse Interior



Facility Overview

- Tier 1 recreational marijuana cultivation and manufacturing establishment
- Hybridized growing emphasizes optimal intersection of quality and efficiency
- Cultivation will begin with four 12'x24' Ceres™ greenhouses and one interior propagation room
- Manufacturing will begin with solvent-less refining, infused goods, and retail product packaging
- Additional square footage will be dedicated to administration, processing, storage, restrooms, utilities, and general accessibility
- No public access

Building breakdown

- Warehouse = 78' (L) x 30' (W) x 20' (H)
- Greenhouses = 96' (L) x 12' (W) x 14' (H)
- Cultivating = 1,212 ft²
- Processing = 404 ft²
- Manufacturing = 120 ft²
- Inventory/Quarantine = 70 ft²
- Office / IT = 192 sq ft²
- Bath / Utility = 106 ft²
- Garden Workspace / Loading/Unloading / Storage / Corridors = 1,388 ft²
- **Total = 3,492 ft²**

Keys to Success

- Expedite startup with modest size and prefabricated structures
- Foster retailer relationships
- Generate baseline sales
- Establish and develop brand
- Demonstrate tangible community impact
- Expand industry network
- Create ideal expansion model with the aid of Phase 1 analytics

SE Aerial



SW Aerial



NW Aerial



NE Aerial



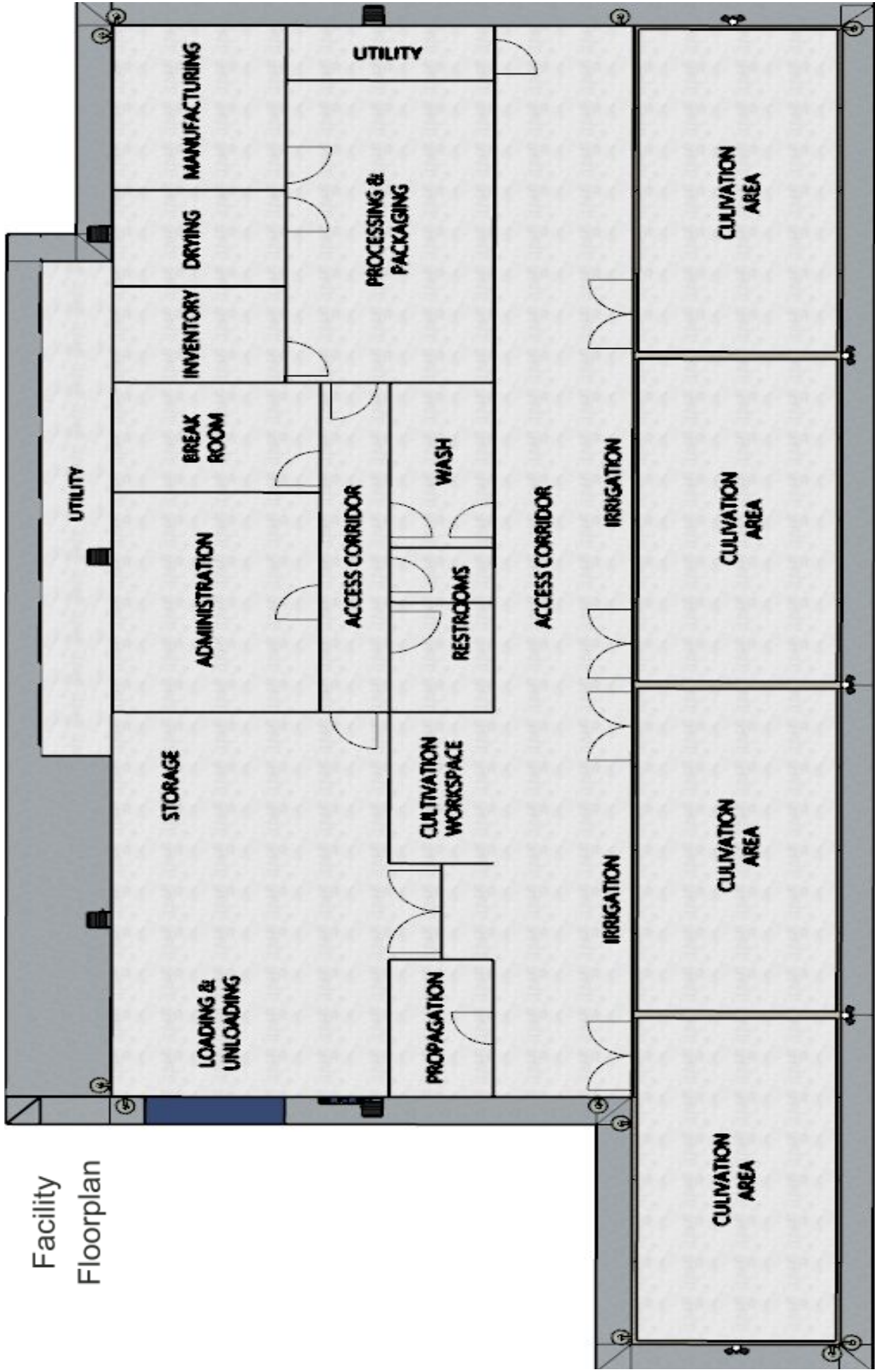
N Aerial – Expanded View



S Aerial – Expanded View



Facility
Floorplan

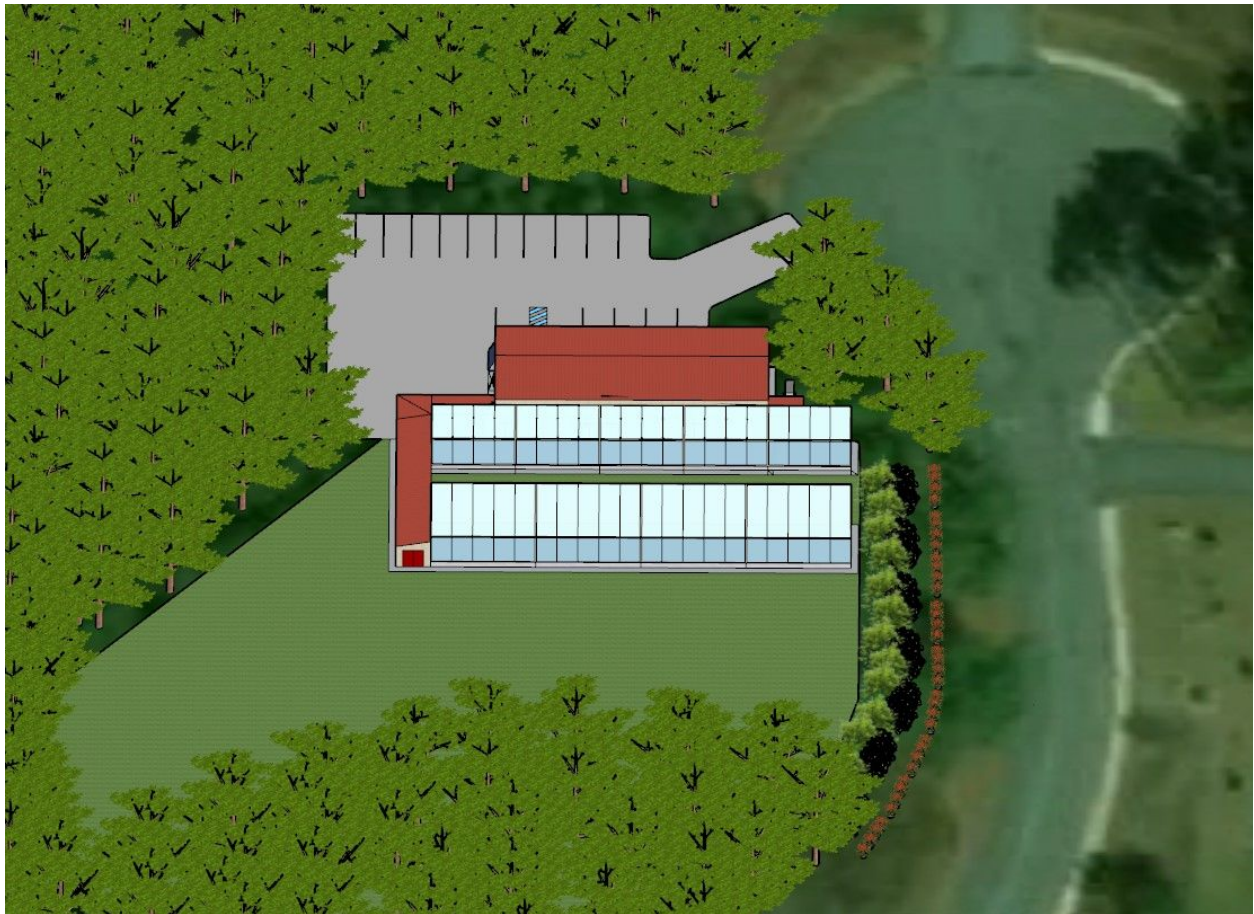


Phase 2: Ceres™ Hybrid Greenhouse Expansion Facility

Keys to Success

- Phase 1 Operations Warehouse area contains amenities for sustained production and expansion phase(s)
- Maximized volumetric production capacity and community impact
- Minimized variable costs and environmental impact
- Diversified revenue streams
- Bolstered brand awareness
- Versatile infrastructure caters to future technological innovation

Phase 2 concept shown below:



(II) Production

Cultivation

Growing media

The propagation stage will utilize sterilized rockwool made by Grodan.

Hardening, also known as pre-vegetative, will occur in a proprietary potting mix predominantly comprised of soil with a small amount of natural pH stabilizers. This stage favors nutrient density over aeration while the plants are small and airflow is abundant. This mixture will also be used for any new plants that are started from seed instead of clone.

The media used for vegetative and flowering stages will be a proprietary organic soil blend rich in aquatic biomatter. Additional added ingredients will include volcanic rock (perlite), bat guano, worm castings, and natural pH stabilizers. This combination provides the plant with extensive beneficial microbes while maintaining a high level of oxygen throughout the root zone promoting overall plant vigor, vitality, and flower quality.

Containers

Propagation will utilize 2" rockwool cubes.

Hardening will utilize ½ gallon square nursery pots.

Vegetation and Flowering stages will utilize a combination of square nursery pots ranging from 5-10 gallons. The growth of the root systems of each plant will be recorded during each growth cycle. Roots will be observed visually during each major transitional stage (cloning, hardening, vegetation, and harvest), and the vigor and water demand will be closely documented throughout all daily watering and feeding regimens. This observational data will dictate which pot will be most appropriate for which plant in order to fulfill its potential for both quality and production as operations progress

Garden Infrastructure

Rain City Farming will use sealed-room grow techniques in order to maximize volumetric potential while minimizing emanating odors and cross contamination risks. All sealed rooms will maintain access to fresh air at all times as a means of exhausting

excess CO₂ as well as regularly replenishing the internal environment each day. All exhausted air will be sent through the facility-wide multi-stage filtration system before exiting to the outdoors.

Artificial lighting systems will be used throughout each cultivation area. The propagation area located within the operations warehouse will utilize high-output fluorescent fixtures as the sole source(s) of light. Greenhouses will use High Intensity Discharge (HID) lighting systems as a supplement to the natural solar cycle. The vegetative area will utilize blue-spectrum metal-halide bulbs to simulate Spring lighting conditions and stimulate vegetative growth. High-pressure sodium bulbs will be used in flowering production areas, combining canopy penetration and elevated red-spectrum intensity geared towards fruiting and maturation. LED fixtures will light all other areas of the facility. The contemporary greenhouse design ensures that fixtures are easily replaced by more efficient systems when technologically, environmentally, and financially appropriate.

Plants will be potted and placed on rolling greenhouse benches. These benches will act as flood tables and be designed to catch any and all runoff from standard operational watering procedures. This setup plays a vital role in the production process by allowing: increased airflow on all sides of the plant canopy and undergrowth; ease of plant maintenance; facilitated grading for all installed plumbing; facilitated access for cleaning, sanitation, and ingress/egress.

The vegetative greenhouse will utilize a combination of environmental controllers, high-speed agricultural fans, and high-efficiency HVAC systems to regulate optimal growth conditions. Air inside the vegetative greenhouse will be replenished with fresh air from outside as much as is necessary to regulate acceptable temperature and CO₂ levels. Although plants in the vegetative state are able to withstand higher temperatures than those in flowering without any consequences to the final product so long as they are met with the required hydration demands, Rain City will always aim to prevent excess heat from affecting growth patterns. This protocol facilitates the collection of metrics pertaining to production expectations and results while also minimizing any unnecessary water usage from cycle to cycle.

Flowering greenhouses will utilize commercial air conditioning, environmental controllers, and high-speed agricultural fans in conjunction with food-grade CO₂ dispersion and removal systems. Optimal levels of environmental CO₂ throughout the day and night cycle will ensure that both plant health and production capacity are maximized. Low voltage intake and exhaust fans will ensure no unintended buildup of CO₂, and activated charcoal will constantly filter the air inside each greenhouse. This

system allows the plants to maximize their photosynthetic capacity while maintaining a consistent, quality product and minimizing pest risk. CO₂ will be dispersed from commercial-grade tanks located within the northern utility section of the facility, allowing for easy refill with no need for anyone to enter or exit the facility. Tanks will be refilled regularly by a local gas delivery company; estimated time between deliveries is 2-4 weeks. Using tanked gas in favor of CO₂ burners prioritizes sustainability; Tank-stored CO₂ is recaptured from existing refining processes for use in industries like agriculture, while burners use energy to create CO₂ and excess heat which has not previously been introduced to the environment.

All greenhouses will utilize in-floor hydronic heating as a means of warming the space as efficiently as possible while also replicating the natural radiant heat effect found in the soil outside, especially during the summer months.

All greenhouses will also utilize automated blackout curtains which will be drawn over the acrylic paneling each night. This feature ensures that each growing area stays at the desired photoperiod, as well as preventing any emanating light from creating a nuisance to nearby neighbors.

Soil amendments/fertilizers/crop aids/pesticides

Rain City Farming will be using industry-approved nutrients throughout vegetative and flowering stages of growth. A two part “A&B” general purpose base nutrient will be applied throughout. Approved organic pesticides will be applied in a regulated regimen during the vegetative stage in order to promote plant health while preventing pest infestations and disease. Foliarly applied products will be kept to a minimum during the flowering stage in an effort to maintain daily photosynthetic potential and to keep the plant and flowers as sterile as possible. Different preventative products will be rotated with others at predetermined intervals to mitigate the risk of pests colonizing one single plant or harvest batch.

Cycle Overview

Cultivation will be tied to a cyclical schedule, with operations revolving around a 3-week harvest interval. As the harvest occurs every three weeks, so do the other milestones in other areas of the garden. Clones from mother plants will be taken every 3 weeks, then those same clones will then undergo three weeks of juvenile growth and root hardening. After hardening, plants will be transplanted to their final containers where there will see 3 more weeks of vegetative growth before being transferred to their appropriate

flowering area. Flowering will persist for 9 weeks before the plants are ready for harvest.

- Propagation
 - Propagation will utilize rockwool cubes, clone tents, clone trays, and T5 high output fluorescent light fixtures. New plants will start from both seeds and clones, but the garden as a whole will be filled predominantly with plants that are cloned from existing mothers. Clones will be clipped, dipped in rooting gel, then placed in rockwool which has been presoaked to a measured pH level.
- Hardening
 - After 3 weeks of rooting in rockwool, clones will be transplanted into small pots where their roots will harden and prepare for transplant into their final containers. During this time, plants will also be topped and trained to spread outward, ensuring that they are completely filling all of the photosynthetic space available to them.
- Vegetation
 - Once plants have been hardened and topped, then will be transplanted into their final containers. Container size will vary slightly for plants with slightly more or less aggressive root systems, but plants with similar growth patterns will be grouped together whenever possible to promote even airflow above and below the plant canopy. Once transplanted, plants will be moved from the propagation room into the vegetative greenhouse where they will see 18 hours of light per day under both natural sunlight as well as supplemental Metal Halide HID gardening bulbs. Plants will be manicured and trained so as to make best use of the light and air available to them, as well as to remove excess foliage that has eclipsed the most beneficial stages of photosynthetic potential. This practice ensures that the plants will properly fill the allocated space in their flowering greenhouse. This is an observable representation of operational efficiency and bolsters the overall operational sustainability profile.
- Flowering
 - Phase 1 flowering will operate on a 9 week schedule. When a vegetative batch of plants has reached the end of its 3 week growth period, it will be transferred into whichever flowering greenhouse has just been harvested

earlier that same day. This process of staggered growth and separated areas maximizes production for all available garden space, promotes environmental quality and overall cleanliness, easily regulates operational schedules, and facilitates changes to product offerings in response to market demand.

- Flushing
 - Final plant flushing will begin no earlier than two weeks before the end of a flowering cycle and no later than one week before harvest. Different plants/cultivars and their growth tendencies will dictate the equilibrium point between final product quality and individual production capacity. During this period, plants will be deprived of all nutrients other than those remaining in the growing media, and watering will switch to regulated “flushes” where the plants are subjected to higher than normal amounts of irrigation. Proper flushing will remove any salts and/or other nutrient buildup from the roots and media, and simultaneously slows nutrient absorption throughout the plant. This ensures that the harvested flower does not retain any unnecessary or unwanted deviations in quality as a result of any nutrients or pesticides that have been applied throughout the entire growth cycle of the plant.

Processing

Flower

After growth has been completed, all marijuana flower will be processed on-site. This includes drying, trimming, curing, weighing, packaging and branding of product for distribution to retail shops.

- Harvesting
 - Harvest of fresh marijuana product will take place on a standardized cyclical basis. Phase 1 of operations will see a harvest every three weeks. Plants will be lopped, portioned, weighed, and hung for drying. Harvest will be done as expediently as possible so as to clear the room for cleaning and plant refill, as well as to minimize greenhouse ingress/egress and possibility of cross-contamination.
- Drying

- Freshly harvested marijuana will be dried for a period of no shorter than one week and no longer than three weeks. Drying time will vary for different strains, structures, and moisture retention capacities. Plants will always be cleared from the drying room before the three-week mark so as to clear space for the next incoming harvest cycle, and trimming for most plants will be after hanging for approximately two weeks.
- Trimming
 - Trimming of dry marijuana product will begin at the discretion of Rain City Farming executives. Dried product will be kept separate by strain and batch at all times. Trimmed flower will be placed into bins for inspection, weighing, and grouping before being moved into their final storage containers.
- Curing
 - Marijuana flower that has been hung-dry and trimmed will continue to cure/refine/ripen so long as it is stored properly. Rain City Farming product that has been trimmed and passed inspection will be grouped into C-Vault storage containers for final storage and continued product curing.
- Testing
 - Product that has reached the point of curing will be sent to a licensed testing facility for final analysis and MA CCC certification. Once the product or batch has passed all tests it will be made available for sale to properly licensed Massachusetts retail marijuana establishments.

Byproduct

Rain City Farming employees will collect and consolidate the byproduct produced during processing. Select products will be manufactured using the byproduct collected on site. These products will include but are not limited to:

- solventless concentrates
- edibles
- oils
- other infused goods

For byproduct not used for onsite extraction the company will utilize a 3rd party to manufacture concentrates, package and brand products that are made in partnership with a 3rd party, or simply sell the byproduct outright.

Inventory

Rain City will store all processed cultivation and manufacturing material in secured storage room separate from the main processing area. The inventory room will be climate controlled at all times, and individual storage containers will constantly regulate ideal humidity levels.

- Retail Product
 - Finished Material stored in the inventory room will be sorted by product type, variety, and harvest batch. All containers will be easily accessible and documented with clearly legible labels always facing outwards for efficient authorized personnel reference and removal.
- Byproduct
 - The company will utilize standardized lot sizing as a means of both storage and pricing for 3rd party manufacturers who Rain City is associated with. Lot sizes will be as follows:
 - one-pound(16 ounces / 454 grams)
 - two-pound (32 ounces / 908 grams)
 - five-pound (80 ounces / 2270 grams)
 - ten-pound (160 ounces / 4540 grams)
 - These lot sizes will serve as efficiency measures for locating stored product as well as facilitating transfer to and use by a receiving licensee as most solvent-based extracts are currently processed in two-pound and ten-pound batches.

Only specified personnel will have access to inventory. All material will be logged and monitored to ensure the integrity of chain of custody, and accountability layers across all departments will ensure redundancy and accuracy of all inventory statistics.

Manufacturing

Products

Manufacturing during Phase 1 of Rain City Farming will incorporate solventless extracts and infused goods.

Solventless extracts will include kief collected during the trimming process, hash manufactured from kief and trimming byproduct, and strain-specific rosin created from both the cannabis byproduct as well as the hash manufactured on site.

Infused goods will include various types of oils and ingestibles.

Production

Products will be processed on site using byproduct that is acquired from trimming, extracts that are manufactured onsite, or extracts that are acquired from or processed by a licensed 3rd party marijuana manufacturer.

Hash will be manufactured by using the appropriate series of micron bags combined with ice and proper filtering techniques.

Select hash and other byproduct will be refined into cannabis rosin by utilizing a hydraulic heat press and the required product collection tools.

Ingestibles will be manufactured using extracts that are either manufactured on site or solvent-based extracts that are manufactured by a 3rd party. Initial production will begin with small-batch gluten-free edibles and tinctures, and will eventually incorporate beverages and other infused goods.

Each of these extraction products will be evaluated for quality, consistency, and value. Products that meet company standards for retail product will then be sent to licensed laboratories for testing and sale approval.

Branding

Most manufactured products branded by Rain City will be packaged and labeled using the same methods utilized for Rain City cultivation products. Further details can be found in the “Packaging” and “Labeling” sections of this application packet.

Phase 1 Restrictions

Covenants established by the owners of Quarry Hill Business Park restrict solvent-based extraction without more extensive precautionary measures in place than the business will have on day one of Phase 1 operations. Future consideration may be given to solvent-based extraction at the Quarry Hill site if the company decides to pursue that option and local and state authoritative figures have been consulted and given approval. Phase 1 production aims to make the best use of the limited space

dedicated to manufacturing at the Quarry Hill site, as well as to introduce the retailers and consumers to some of the products that the company intends to scale with in the future.

Packaging

All packaging will adhere to ASTM standards for child-resistance, as well as be in accordance with Title 16 C.F.R. 1700 of the Poison Prevention Packaging Act.

- Premium product will be packaged in airtight, bio-plastic vials made by PharmacyLite™



PharmacyLite™ Vials

- Vials are FDA-Approved and BPA-Free, and contain an organic additive which stimulates biodegradation upon disposal
 - Tinted food-grade material maintains product quality over time
 - Child-resistant design provides ongoing product security after tamper-seal is removed
- Printed caps and containers ensure prominent brand visibility and recognizable aesthetic
 - Branded package concepts:



- Packaging of product will occur upon receipt of sales order from appropriately licensed retailers.
- Packaging will focus predominantly on small-scale sizing ($\leq 14\text{g}$) as dictated by current market trends and state regulations
 - Larger sizing available to retailers through custom orders and/or market demand

Labeling

All packaging will include the company name and logo as well as the following product information:

- package contents
- harvest or batch number and date
- cannabinoid profile
- potency profile
- weight in grams to the nearest hundredth
- warnings of intoxicating effects and potential for habituation
- statement of illegality outside of the Commonwealth of Massachusetts

Logo Variation Concepts:



All flowers processed at Rain City Farming will also be affixed with labels containing the following warning information adherent to 935 CMR 500 regulations:

- This product has not been analyzed or approved by the FDA
- There is limited information on the side effects of using this product, and there may be associated health risks
- Marijuana use during pregnancy and breast-feeding may pose potential harms
- It is against the law to drive or operate machinery when under the influence of this product
- KEEP THIS PRODUCT AWAY FROM CHILDREN

All containers and packaging will protect retail product from outside contamination and will not subject any processed or manufactured goods to undue environmental stress or other potentially harmful conditions. The accredited third party testing lab and required results of the quality assurance test will be included with each lot and disclosed to both the retailers and then the customer buying the final product. Rain City will disclose in writing all pesticides, herbicides, and fungicides or other compounds used for pest control or plant disease while producing any marijuana plant included in each lot.

Rain City Farming will make the following quality assurance test results available to any manufacturer upon request:

- Lot number
- Weight of the product
- Contaminant approval

Pursuant to 935 CMR 500.105(5), Rain City Farming processed product will have the following warning icons affixed to its products:



Concept label for a container or package containing usable marijuana sold at retail with required warning information:



(III) Policies and Procedures

Quality Assurance

All marijuana produced and processed by Rain City Farming will adhere to state regulations for quality and potency as measured via regulatory testing at a MA CCC licensed testing facility.

The company intends to send its product for testing to the closest MA CCC licensed laboratory. The laboratory must be capable of showing that it has fulfilled all state requirements for regulatory compliance and product handling protocol.

The company will implement strict analytical metrics for quality assurance. Supplemental lighting output will be measured in standardized grids throughout each greenhouse. Every harvest cycle, each light grid will be evaluated for production consistent with the quality standards to be expected. Any anomalies will be located and addressed as quickly and efficiently as possible to minimize the possibility of irregularities in the finished product.

The following are tests that the company will conduct for all finished flower products and extracts manufactured onsite(nonsolvent) including kief, hashish, and rosin:

- Cannabinoid composition (active and inactive)
- Moisture content
- Potency analysis
- Microbiological analysis
- Contaminant inspection

Failure of Quality Assurance

If a lot of marijuana flowers fail a quality assurance test, any marijuana plant trim, leaf and other usable material from the same plants automatically fails quality assurance testing as well. Given approval from the CCC, a batch which fails this initial test may still qualify for use in manufactured goods. After the manufactured good has been produced, it will then be tested again by an appropriate agency and deemed either safe for consumption, or labeled unsafe and disposed of under regulatory byproduct disposal guidelines.

The company will implement standard protocol and accountability procedures for testing its marijuana product to ensure compliance with MA CCC rules and regulations, as well as to maintain oversight over both company and consumer product quality standards.

Compliance

Key Components of Compliance

All levels of traceability monitoring will combine to:

- Prevent the diversion of product;
- Promote public safety;
- Efficiently adhere to all state regulations.

Each employee of Rain City Farming with access to the traceability system shall be given an individual identification number and password. This ensures that product traceability information is immediately updated within the state monitoring system, maintaining the integrity of MA CCC regulations within the facility at all times.

Diversion Prevention

Diversion prevention will be a daily point of emphasis by all Rain City Farming executives and managers. Integrated prevention measures include but are not limited to:

- Access to the facility is only granted to authorized personnel and guests age 21+
- Mandatory CCC compliance software continuously tracks all plant and product inventory from seed to sale
- Product delivery utilizes extensive security and monitoring protocol
- Tamper-evident seals and child-proof packaging present an ongoing deterrent to minor access

Inventory Management

In maintaining compatibility with the CCC software correlating product traceability, Rain City will utilize Franwell's Metrc tracking software to monitor all stages of plant growth, harvest, and processing. Each plant will receive an individualized RFID tag, ensuring that all stages of growth, harvest, and processing can be monitored and accounted for. All employees of Rain City Farming will be trained with regard to requirements of traceability as outlined by state regulations and familiarization with Franwell's Metrc software.

Traceability software will be used to track the following:

- Seedlings
- Clones
- Plants
- Usable byproduct
- Unusable waste
- Concentrates
- Edibles
- All other infused goods and retail products

Unique barcodes will be applied to each of the above stated products upon entering the production cycle/supply chain or being packaged appropriately for retail distribution.

Barcodes will remain on the product throughout the entire supply chain. Data inputs for each barcode may contain but not limited to the following:

- Date received
- Received by
- Licensee information
- Invoice number
- Weight
- Quantity

Traceability Procedures

Rain City Farming has identified key points outlined in 935 CMR 500.105 as required information that must be kept up to date, and company executives will continue to oversee the specific procedures indefinitely in an effort to maximize regulatory compliance.

The required information for each key point listed below shall be recorded using the state-mandated software system, and any of the information listed below shall be made available to the MA CCC upon request:

- A. Notification of key events, such as:
 - a. When a new plant is created
 - b. When plants are partially or fully harvested
 - c. When plants, byproduct, or manufactured product is designated to be destroyed

- B. Theft or numerical discrepancy of cataloged marijuana seedlings, clones, plants, trim or other plant material, extract, infused product, or any other item containing marijuana.
- C. Any plant or batch of marijuana or marijuana-infused product labelled for destruction will wait in quarantine for 72 hours before the process is carried out.
- D. Product that has been slated for transfer to another licensed entity, whether manufacturer or retailer, will have a quarantine period of 24 hours before is allowed to be transported.
- E. A complete inventory of all marijuana seedlings, clones, all plants, lots of usable marijuana or trim, leaves, and other plant matter, batches of extract and marijuana-infused products.
- F. Sales Records
- G. Tax Records
- H. Test samples and test results
- I. Product samples given to other licensees
- J. Other information specified by the CCC

Rain City Farming shall also maintain the ability to produce the following reports to be reviewed by management and commission personnel upon request:

- Plant inventory
- Nutrient usage
- Pesticide usage
- Yield report(s)
- Product inventory report(s)
- Utility details
- Waste details

Upon receiving notice from MA CCC regarding new requirements and/or changes to traceability Rain City Farming shall update the “Traceability” section of operations plan and resubmit to the MA CCC. Implementation of new requirements and/or changes shall take place within a reasonable and timely manner.

Transportation

Standard Protocol

Rain City Farming will follow all transportation procedures as described in 935 CMR 500. The company intends to fulfill state requirements for transportation by abiding by the following guidelines:

- Retail product is only transported by a recreational marijuana transportation licensee;
- Marijuana or marijuana products must be in a sealed package or container approved by the board pursuant to 935 CMR 500.105(5);
- Sealed packages or containers cannot be opened during transport;
- Marijuana or marijuana products must be in a safe, locked storage compartment that is secured to the inside body/compartment of the vehicle transporting the marijuana or marijuana products;
- Any vehicle transporting marijuana or marijuana products must travel directly from the shipping licensee to the receiving licensee and must not make any unnecessary stops in between except to other facilities receiving product.

Procedures

1. Notification of shipment. Upon transporting any marijuana or marijuana product, a cultivator, manufacturer, or retailer shall notify the CCC of the type and amount and/or weight of marijuana and/or marijuana products being transported, the name of transporter, times of departure and expected delivery. This information must be reported in the state traceability system.
2. Receipt of shipment. Upon receiving the shipment, the licensee receiving the product shall report the amount and/or weight of marijuana and/or marijuana products received in the traceability system.
3. Transportation manifest. A complete transport manifest containing all information required by the commission must be kept with the product at all times.
4. Records of transportation. Records of all transportation must be kept for a minimum of three years at the licensee's location.
5. Transportation of product. Marijuana or marijuana products that are being transported must meet the following requirements:
 - a. Only the marijuana licensee or an employee of the licensee may transport product;
 - b. Marijuana or marijuana products must be in a sealed package or container approved by the commission;
 - c. Sealed packages or containers cannot be opened during transport;
 - d. Marijuana or marijuana products must be in a locked, safe and secure storage compartment that is secured to the inside body/compartment of the vehicle transporting the marijuana or marijuana products;
 - e. Any vehicle transporting marijuana or marijuana products must travel directly from the shipping licensee to the receiving licensee and must not

make any unnecessary stops in between except to other facilities receiving product.

All marijuana products designated for transportation will be sealed in their individually packaged and labeled containers, then organized by quantity as requested by the sales manifest generated for each specific order. All products will be placed in a locked compartment of the designated transport vehicle, and will remain unopened during travel between the Rain City facility and receiving licensees.

All products distributed by Rain City Farming will be affixed with shipping manifest, ensuring clear communication of the quantity and destination of the products being transported. Records of all transportation related to the distribution of products will be kept on-site for three years.

Security

Site Access

Entry into any building will only be provided to licensed establishment agents, service personnel, emergency personnel, and authorized agent guests.

Pursuant to 935 CMR 500.110(4), the facility will utilize Limited Access Areas in combination with RFID technology to create an electronic barrier to unauthorized access into production areas within the facility. Limited Access Areas will include all cultivation and processing areas as well as inventory and administration. All Limited Access Areas will be clearly labeled by approved signs no less than 1' x 1' in size with state-mandated warnings reading:

“Do Not Enter—Limited Access Area—Access Limited to Authorized Personnel Only”.

Employee Identification/Access/Logging

Employees and guests will be required to wear an assigned ID badge at all times as a means of primary identification.

Concept badge shown below:



A physical log of all facility visitors will act as an accountability layer separating authorized guests from authorized personnel, as well as providing streamlined state regulatory agency accessibility.

Perimeter

The contemporary steel frame structure and redundant security doors work in tandem to create a robust and unwavering barrier to unauthorized entry and theft while eliminating the need for unsightly exterior security fencing. The facility's location within Quarry Hill Business Park also provides an inherent level of perimeter security by virtue of: setback from any main roads, lack of through-roads, minimal foot-traffic, and natural vegetative border.

Alarm System

An audible, network-connected security alarm system will be tied to all perimeter doors as well as any interior doors where added measures are deemed appropriate including: inventory; quarantine; administration; processing; manufacturing; all cultivation areas.

Pursuant to 935 CMR 500.110 (5)(c), a secondary security system attached to the same access points as the primary system will act as a redundancy method against unauthorized business access.

As specified by state regulations, both primary and secondary systems will be acquired from separate and unrelated manufacturers and distributors to mitigate any risk of

tampering and/or facilitated theft. Both security systems will be activated during any and all times when no authorized personnel are on site.

Accessibility and Emergency Exits

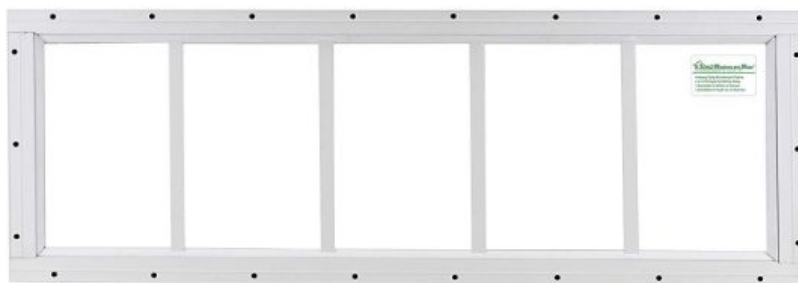
The building contains one main entrance, three more access doors/emergency exits, and one oversized access door for loading and unloading of products and supplies. The entire facility will be handicap accessible including one of the two bathrooms. The main door and oversized access door will be located in the parking lot on the west side of the warehouse. Double-swing emergency exits/access doors will be located on either side of the main access corridor within the cultivation workspace. One other access door will be located in the utility room along the eastern facade of the building, with further interior access into the processing area. This layout ensures that personnel in all departments have easy access to at least two exits in case of emergency. These doors will all be connected to the facility alarm system. Opening them at any time without authorized access will turn on all security lights, sound the alarm, and alert local authorities of the event.

Windows

Acrylic paneling on the greenhouses allow sunlight to pass through to cultivation areas, but also prevent risk of break-in or theft due to the highly-durable triple-wall construction. Incoming light is also completely diffused, preventing outsiders from determining the nature of interior business proceedings.

The operations warehouse will only have windows located in the break room and administration area. Natural lighting is purposefully kept to a minimum due to the photodegradable nature of the finished marijuana product, and minimizing windows also helps to bolster the facility's security envelope. The windows used will be a transom-style steel frame with tempered security glass and protective security bars. The slender profile works to prevent physical entry while still maximizing available light.

Installed warehouse windows will be similar to the one shown below:



Exterior Lighting

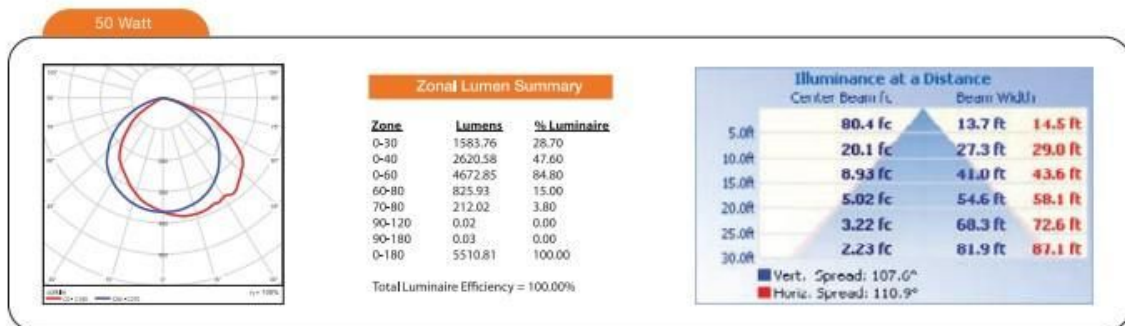
Floodlights will be positioned around the facility to provide a redundant deterrent to theft. Two different types of fixtures will be used, but all lighting will be positioned to reflect downwards as a means of bolstering close proximity illumination while also preventing unwanted light pollution for abutting parcels. All fixtures will utilize LED bulbs to maximize functional lifetime and reliability and minimize environmental impact.

Eastern, Western, and Northern facades of the Operations Warehouse, and all points of exterior ingress/egress, will utilize single reflector 50W LED floodlights made by NaturaLED similar to the one shown below:



These floodlights will illuminate at dusk and remain illuminated until dawn and will be operational 365 days per year.

- Photometric data for 50W downward-focused LED made by NaturaLED (warehouse facades)



- Concept light pattern shown below in yellow:

NW Aerial – Nighttime



NE Aerial – Nighttime

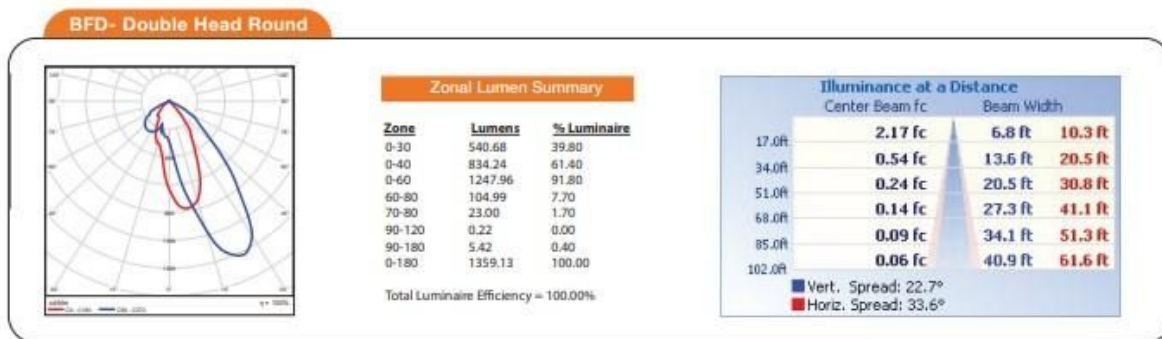


Eastern, Western, and Southern facades of the Greenhouses will utilize dual reflector fixtures made by NaturaLED, similar to the one shown below:



These floodlights will operate on motion sensors in an effort to minimize light pollution to nearby neighbors.

- Photometric data for 20W adjustable-beam LED made by NaturaLED (greenhouse facades)



- Concept light pattern shown below in orange:

SW Aerial – Nighttime



SE Aerial - Nighttime



All lighting systems will be triggered by any fault or other anomaly in the overarching security system and will remain illuminated until the system has been manually reset by an authorized establishment agent.

Complete Lighting Plan – Overhead View



Lighting Detail:

- Lee Bylaw 12.2 B) dictates: “light overspill onto adjacent areas shall not exceed...three foot-candles measured in non-residential districts...”
- Lighting closest to abutting parcels will be further than 40ft away, more than satisfying the bylaw overspill limit based on measured light output

Video Surveillance

High definition video surveillance cameras made by Lorex will cover all operations areas within the facility pursuant to 935 CMR 500.110 (5).

Cameras used will be similar to the ones shown below:



Individual cameras can be referenced via authorized login credentials, made accessible to authorized executive personnel and state regulatory agents only. Cameras will utilize a minimum resolution of 1,920 x 1,200 pixels (1080p), wide angle lenses, and infrared night vision capability. All building facades will be recorded by a minimum of two cameras at all times. All interior rooms will be recorded by a minimum of two cameras at all times, restrooms excluded. Complete surveillance system will provide comprehensive coverage of the entire facility, day or night. Cameras will also be network-connected to provide MA CCC network compliance compatibility and cloud storage backup, and on-site recording will provide create a redundancy barrier to security data loss.

All camera systems and location of video surveillance meet 935 CMR 500.110 requirements, including image acquisition, video recording, management and monitoring hardware, and support systems. Recorded images will clearly and accurately display the time and date and measured in accordance with U.S. National Institute Standards and Technology.

- All controlled access areas and points of entry/exit will have fixed camera coverage capable of identifying activity occurring within a minimum of twenty feet.
- Camera placement shall allow for the clear and certain identification of any individual in and/or on the licensed premises.
- All entrances and exits to the facility shall be recorded from both indoor and outdoor vantage points, and capable of clearly identifying any activities occurring within the facility or within the garden at all times.
- All areas where marijuana is grown, dried, or processed--including waste destruction--shall have a camera facing the primary entry door, and in adequate surrounding positions such that the recorded image will provide a clear, unobstructed view of daily activity without sightline blockage from garden or building infrastructure.

- All cameras will be continuously recording twenty-four hours per day.
- All surveillance recordings will be stored for a minimum of 90 days. All videos are subject to inspection by any authorized MA CCC employee and will be copied and provided to the commission upon request.

Loading/Unloading

Loading and unloading of all supplies, products, and waste will occur only during standard operational hours, and be restricted to daylight hours whenever possible. During the unloading or loading process, or any other time during which the oversized exterior door is open, company protocol dictates the interior security doors remain closed. This helps to ensure the safety and security of all company personnel and assets.

All marijuana or marijuana-infused products slated for removal or transportation between licensed Marijuana Establishments shall remain in a locked inventory area between the time of order processing and product transportation. Transport manifest with itemized product information will be transported with the product. Barring any amendment to an order, final retail product will not be handled or moved during the quarantine period under any circumstances.

All deliveries and outgoing product transfers will be approved and monitored by at least one LLC employee at all times, and subsequent documentation of the event will be recorded in the company traceability logs. Receipts of all company expenses will be filed for LLC tax and finance records.

Parking

The layout of the facility and its parking lot ensures that unloading and loading of supplies and retail products occurs away from the public eye at all times, as well as allowing a 30' delivery truck to unload supplies and turn around safely and unimpeded.

The business will begin with a lot big enough for 15 regular and oversized vehicles as well as 2 handicapped spaces.

Parking concept detailed below:

Facility + Parking Overhead View

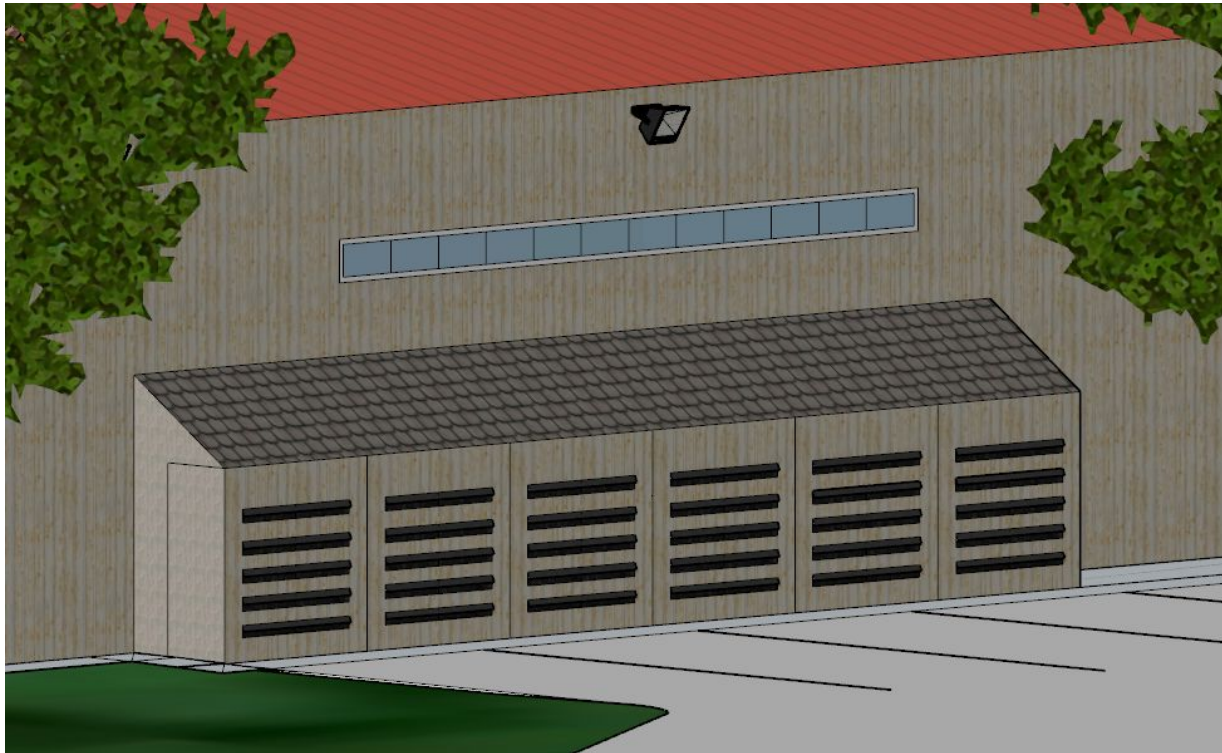


Operating Discretion

Noise

Environmental compressors will be located along the north wall of the warehouse, facing directly away from the nearest residential neighbors. Compressors will also be enshrouded in fencing to in an effort to minimize noise pollution, prevent unwanted access and/or theft.

Compressor fencing concept shown below:



Odor

Emanating odors will always be kept to a minimum by way of a multi-stage charcoal filtration system.

Fan and filter combinations will resemble the one shown below:



Warehouse space above individually partitioned rooms will be sectioned off into three areas which will act as buffer zones for odorous air.

- Air will be drawn through charcoal filters from the cultivation access corridor into the processing area, passed again through charcoal filters into the

Loading/Unloading zone, and finally passed through one more charcoal filter before being expelled on the northern side of the facility.

- Slight negative pressure within the facility ensures that all interior air is drawn through the system, while staged filters ensure that odorous molecules are properly captured before exiting

Generator

30kW gas Generac backup generator will be situated on a pedestal mount on the east side of the warehouse, visible between the trees in the graphic below:



The generator will be connected to the main electrical panel and will be capable of sustaining all production areas in the event of power loss. The generator will only operate during an outage event and will shut off again immediately after power is restored.

Vegetation

Vegetation will only be cleared so much as is necessary to allow sunlight to reach the greenhouses. Remaining vegetation will act to bolster privacy between abutting parcels. Any vegetation removed from around the abutting streets will be replaced with new vegetation intended to function as a visual and audible privacy barrier.

Signage

Exterior signage will be kept to a minimum for both operation discretion and business park aesthetics. Only a physical address will be visible from the street.

Hours of Operation

- Most departments will operate on a standard 40 hour work week; 9am-5pm, M-F
- Cultivation areas will be operational 24/7/365, requiring some level of employee input on weekends
 - Workloads will be kept to a minimum on weekends whenever possible
- Sales, Marketing, and Administration will also operate on a predominantly 9am-5pm M-F schedule
 - Weekend requirements TBD by forthcoming sales and events

Discretionary Commitment

Rain City Farming is committed to operating discreetly for the benefit of its immediate neighbors and the greater Town of Lee. Further discretionary measures and/or protocol will be adopted promptly if any implemented measures are deemed to be insufficient.

Water Use

Water usage for each plant and harvest batch will be documented and recorded during every watering and feeding cycle throughout every stage of growth. Company executives recognize both the stigma surrounding commercial horticulture and responsible irrigation practices as well as the importance of preserving the resources available to us for the benefit of the environment and the local community.

Rain City's hybridized growing system aims to eliminate wasted water while also providing the plants with a stable growth platform. The aerated soil-based blend which will be used in the final growth stages ensures that water and nutrients evenly penetrate all levels of the plant container while also minimizing excess runoff found in other regulated growth systems. This system works to provide the root system with ideal levels of aeration and hydrating from transplant through harvest, which also minimizes common plant issues caused by under and over watering.

Drip irrigation will be implemented throughout all phases of growth, with some hand watering taking place on occasion most commonly in the propagation and vegetation

areas. Drip systems will be constantly monitored and adjusted if necessary to provide each individual plant with the ideal amount of hydration and nutrients each day. Irrigation lines will be flushed regularly to prevent any organic or inorganic material buildup.

Runoff that is collected during regular watering or flushing cycles will be collected by each greenhouse bench and distributed in a floor drain located on the eastern side of each greenhouse. This ensures that all water used in the cultivation areas is transported away efficiently to minimize any potential humidity issues and promote general cleanliness within each production area.

Whenever and wherever possible, water used in the facility will be reclaimed, filtered, sterilized, and reused so long as any bacteria and other contaminants are sufficiently removed. Reclamation systems will be introduced once Phase 1 operations have normalized. Water from both the town as well as the daily runoff will be tested regularly to ensure sufficient quality for disposal to the town sewer system as well as continued use on whatever plants are being cultivated at that time.

Waste

The company will utilize a local removal service to dispose of all solid waste and recyclables. All waste containing cannabis product or byproduct will be rendered unusable by combining it with other solid waste materials. Adherent to 935 CMR 500 regulations, at least two employees will monitor all waste handling at all times and sign their names attesting to the observation(s) and/or action(s) occurring each day.

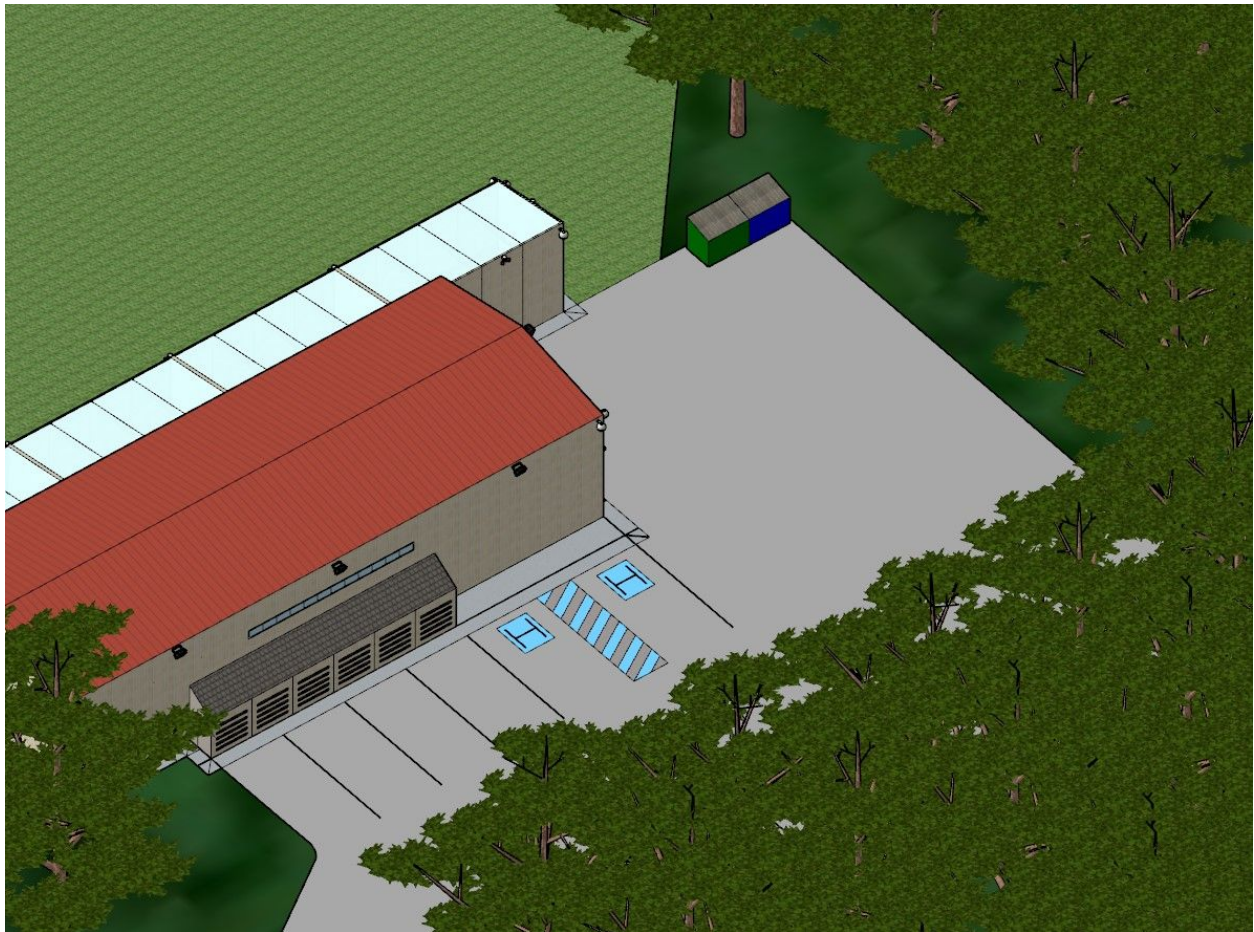
As dictated by MassDep regulations, solid organic waste will be mixed and disposed of with other solid waste not containing cannabis so long as the company is producing less than one ton of waste per week. If the waste generated exceeds the one-ton mark, all organic waste considered commercial organic material will be disposed of at a composting or anaerobic digestion facility. Whenever possible, waste that does not meet the one-ton mark will still be disposed of through compost or anaerobic digestion so long as it is organic in composition. Onsite composting will be evaluated for its efficacy and site viability once Phase 1 operations have stabilized.

Receptacles

Phase 1 of Rain City operations will use 4-yard dumpsters to dispose of all solid waste and recycling. Dumpsters will be placed onsite and will remain locked at all times they are not being used. Dumpsters for both solid waste and recyclables will be placed in

the southwest corner of the parking lot, allowing for easy access for employees, convenient pickup by the local removal company, and presenting no hindrance to a large vehicle needing to turn around. This location also puts a gap between the production facility and any remaining waste, intrinsically functioning as another redundancy barrier towards cross contamination. Dumpster size will be increased as required by facility expansion at Quarry Hill. Due to the staggered small-batch cultivation cycle, dumpster size should never need to exceed 8 yards until sometime after Phase 2, if ever.

Approximate location and size(s) of the dumpsters depicted below:



Per Town of Lee requirements, the dumpsters will be enshrouded in fencing similar to that of the northern utility area. This fencing in combination with the location behind the warehouse helps to prevent unauthorized access while also remaining mostly hidden from public view at all times, particularly after the implementation of Phase 2.

Storage/Destruction

Every employee who Rain City Farming will properly store and/or destroy waste associated with the production and processing of marijuana, in accordance with state and local regulations. This includes all non-organic, non-compostable, and/or recyclable materials.

Strict company protocol will be in place to ensure that no harmful substances are disposed of in an improper manner. Employees or visitors found to be in violation of this protocol shall be subject to legal disciplinary actions and/or immediate termination from the company.

Handling Methods

Waste from cultivation will consist mainly of organic plant material and sterile media. Any non-organic, non-compostable or recyclable material will be placed in storage bins or recycled according to state or local regulations. Should there be solid material not fit for recycling, the waste will be contained and transported in accordance with state regulations and transported to a licensed disposal facility.

Chemicals

Chemical disposal will be minimal. Waste will be disposed of in accordance with federal and state waste disposal regulations concerning standard and hazardous materials disposal. Any waste deemed hazardous will be handled by a licensed hazardous materials disposal organization.

Method of rendering plant matter waste unusable:

All unusable plant matter rendered unusable will be contained and stored according to state requirements prior to disposal. Rain City Farming will provide the commission with a minimum of 72 hours prior to rendering the product unusable and disposing of it in accordance with local and state regulations.

Liquids

Liquid waste fixtures(toilets, sinks, washroom drain, cultivation drains) will be connected to town sewer. Liquid waste will be collected and disposed of in compliance with all local and state regulations.

Records

Daily records will be maintained for:

- storage and security protocol being followed
- transfer or disposal that is taking or has taken place including:
 - the entity responsible for transfer
 - the final disposal location
- weights and composition of waste material currently being handled and/or stored
- the manner(s) of transfer

Records will be kept onsite for a minimum for three years.

(IV) Strategy

Financial Strategy

Cash Flow

- Startup capital will be used to fund Phase 1 through year 2
- Options for raising outside capital extend through Phase 2 and beyond
- Revenue projections based on combination of wholesale pricing and proven cultivation benchmarks set by Rain City Farming President, Preston Maki
- Ongoing costs predominantly comprised of utilities, nutrients, media, packaging, and payroll

Representative Model:

Rain City Farming Phase 1 Pre-tax Cash Flow				Option to enter Phase 2	
	2019	2020	2021	2022	2023
Cash Flows from Operating Activities					
Sales	\$ -	\$ 368,880	\$ 982,800	\$ 1,146,600	\$ 1,146,600
Payments to Suppliers	(8,000)	(103,223)	(159,807)	(159,807)	(159,807)
Payments to Employees	-	(85,644)	(230,580)	(263,520)	(307,440)
Insurance Payments	(1,200)	(1,236)	(1,273)	(1,311)	(1,351)
Legal Payments	(5,250)	(1,250)	(1,250)	(1,250)	(1,250)
Net Cash from Operating Activities	\$ (14,450)	\$ 177,527	\$ 589,890	\$ 720,712	\$ 676,753
Cash Flows from Investing Activities					
Purchase of Machinery/Equipment	\$ -	\$ (229,348)	\$ -	\$ -	\$ -
Purchase of Greenhouse Facility	-	(174,000)	-	-	-
Net Cash Used for Investing Activities	\$ -	\$ (403,348)	\$ -	\$ -	\$ -
Cash Flows from Financing Activities					
Equity	\$ 50,000	\$ -	\$ -	\$ -	\$ -
Loan	-	400,000	-	-	-
Loan Repayment	-	(71,284)	(95,046)	(95,046)	(95,046)
Net Cash from Financing Activities	\$ 50,000	\$ 328,716	\$ (95,046)	\$ (95,046)	\$ (95,046)
Net Increase/(Decrease) in Cash	\$ 35,550	\$ 102,895	\$ 494,844	\$ 625,666	\$ 581,707
Cash, Beginning Of Year	\$ -	\$ 35,550	\$ 138,445	\$ 633,289	\$ 1,258,955
Cash, End Of Year	\$ 35,550	\$ 138,445	\$ 633,289	\$ 1,258,955	\$ 1,840,662

Resources

Land and structural components of the facility will be leased at a monthly rate from the owner, Grodeuce LLC, by the operating entity, Rain City Farming LLC, pending state licensing and facility buildout. Structural buildout will be paid for through personal funds of Grodeuce LLC, and the initial lease will be paid using personal funds of Rain City Farming partners.

- Grodeuce LLC has no management capacity, voting rights, equity stake, or any other interest in Rain City Farming LLC and will operate as a commercial landlord only

Cultivation and manufacturing infrastructure for the first phase of operations will be leased through 1st Independent Leasing of Beaverton, Oregon in an amount not exceeding \$500,000 USD. Assets, income, and credit of Rain City executives have been collectively assured to provide sufficient qualification for efficient application processing. Funding application has already been composed and will be submitted when the time is appropriate. Processing time from funding application to contract signing is expected to be no more than 3 business days. Lease will be paid in monthly installments through personal funds of Rain City Farming partners.

- Modest startup size favors organic growth and prioritizes long-term process optimization and site sustainability

Select Rain City executives will work virtually until on-site obligations demand their full-time presence, easing concern of financial strain during startup phase while also prioritizing the employment of local residents.

Record Keeping

The company will keep records of all financial transactions and utilize QuickBooks for reporting purposes. The company will furnish reports at the State's request or qualified employees that provide the financial health of the company. The company will retain documentation of the records for 3 years. The company will keep:

- Purchase and Sale contracts along with any supporting documentation
- All bank statements and checks whether deposited or voided
- Accounting and tax records and all parties of interest
- Records of all financial transactions related to the licensed business, including contracts and/or agreements for services performed or received that relate to the licensed business
- All employee records, to include training;
- Records of each daily application of fertilizers, pesticides, herbicides or any other compounds or products applied to the marijuana plants
- Inventory records
- Quality assurance test results

The company will employ analytical data from Franwell Metrc in conjunction with QuickBooks to ensure:

- Details of any requested data can be made available accurately and efficiently
- Direct accountability for all company transactions and filings
- Accounting remains accurate at all times within both the facility as well as the external CCC traceability system

Reporting

Rain City Farming LLC will submit all reports, payments, and other business documentation to the commission whenever required.

Documentation for business proceedings will be maintained utilizing the following overarching protocol:

- A. Operational reports will be filed every month, including months with no activity or payment due;
- B. Any outstanding payments will be paid before the beginning of the financial cycle succeeding that during which the payment was documented.
- C. All documentation will be separately filed for each individual CCC operating license
- D. All transactional records will be reviewed on a bi-monthly basis by Rain City executives so as to maintain accountability for internal business proceedings as well as compliance within the regulatory system at all times. Reviews will include but are not limited to: compliance audits of company records and report purchases from other licensed marijuana cultivators; current production and inventory on hand; sales by product type; lost and destroyed product in a manner prescribed by the commission.

Anti-Money Laundering (AML) Plan

The company will be compliant with all MA CCC regulations as well as with select Financial Crimes Enforcement Network rules on anti-money laundering protocols. This is done to ensure compliance with state law as well as a pragmatic good faith effort to address federal guidance on issue.

Documentation from all Rain City financial transactions will be kept for a period of no less than 3 years. This will act as an accountability layer against potential discrepancies, and ensures that the company and the Commission is clearly aware of all financial transactions at all times.

Payment Mechanisms

The company will accept:

- Cash
- Company checks
- Wire transfer
- ACH transfers
- Debit payments from a non-prepaid card

The company will only accept payments from trusted financial institutions. These institutions perform “Know Your Customer” (KYC) workflows that prevent money laundering, fraud, and illicit behaviors. As a result, the company will not accept payment in the form of:

- Prepaid Debit Cards
- Money Orders
- Individual Checks
- Bitcoin
- Other assets such as stocks, bonds, gift cards, etc.

Banking

The company will use insured banking establishments to handle most transactions. Current regulations still restrict the use of many banking institutions, but the partners will continue to petition for changes in access so as to be able to support local establishments and minimize transportation time for financial assets. Due to their previously established history with medical marijuana businesses in the commonwealth of Massachusetts, Century Bank will be the institution with which Rain City Farming will maintain Phase 1 transactional accounts.

Insurance

Liability insurance for Rain City Farming will be obtained through a local provider once the business has been approved for operations and begins recorded financial transactions. Multiple agencies based in Lee have already been consulted, and Rain City executives have been assured that they will have no unanticipated barriers towards blanket coverage once the need for insurance becomes imminent. Costs for Phase 1 are expected to average \$100-\$150 per month depending on provider and coverage options. Partners will make final decisions on a plan based on quotes attained at the time of application for coverage, expected to occur in late 2019 or early 2020.

Advertising and Marketing

Advertising

- Restricted to markets where at least 85% of the population expected to be age 21 and older
- Visibility potential increased by favorable retail relationships
- Branding capabilities extend across product lines

Rain City will also utilize its company website and social media tools to publicize information about the company, its products, and upcoming events. Once operations begin and the website is fully active, internal web pages will be treated as another advertising platform and subsequently only be accessible to visitors age 21 and over.

Marketing

Rain City will implement a three-tiered approach towards market entry:

- Retailer Relationship Building
 - Initial efforts will focus on brand awareness and strategic industry networking
 - Direct retailer communication beginning once licenses have been issued
 - Select retailers will be given the opportunity for operational tours of the production facility
- Leverage Industry Network
 - Rain City partners bring to market a nationwide, pre-existing cannabis industry network
 - Network offers a means of establishing company merit, acquiring unique genetics, and providing future partnership options with vetted industry professionals
- Community Outreach Initiatives
 - Rain City and its executives will develop relationships with one or more strategic charity partners in an effort to solidify industry acceptance within the local community, as well as to continue to further local and regional brand awareness

Keys to Brand Recognition

- Executive industry backgrounds represent immediate industry merit
- Risk management framework will continue to optimize performance across all departments
- No known Massachusetts competitors currently capitalizing on Ceres™ hybridized production benefits

Sustainability

Sustainability is of the utmost importance at Rain City. The founding partners share a passion for environmental stewardship and understand that systemic changes in social thought spread tenaciously through the application and awareness of real-world examples of sustainable approaches to business such as those found at our own facility.

Utilizing modern greenhouses like those made by Ceres™ is only the first step in solidifying Rain City as a leader amongst industry competitors. The passive solar designs in conjunction with modern construction materials creates a robust structure high in insulatory value and photosynthetic potential. This framework is further enhanced when combined with the contemporary infrastructure that will be installed in each greenhouse. Interior light cycle start and stop times will fluctuate based on season in order to make the most out of all available light each day, and the staggered growth cycle facilitates any environmental changes that are made after each harvest.

Efforts will continue to be made over time to offset as much of Rain City's carbon footprint as possible. Solar panels will adorn the operations warehouse, and a combination wind collection/solar panel made by Ceres™ may be installed at the apex of the roof if environmental conditions at Quarry Hill prove to be capable of harnessing environmental variability for the investment to be more beneficial than just solar panels alone.

Leadership Rating Goals

Rain City Farming acknowledges and appreciates the unique opportunities created by the commission for individual businesses to become verifiable leaders in different categories of industry leadership.

Initial efforts towards leadership verification will be aimed at sustainability goals given that those principles are the backbone to the entire Rain City facility and workplace

culture. However, the unique backgrounds and skill sets of founding executives finds Rain City in a formidable position to earn leadership recognition in all four categories presented whether separately or concurrently.

The partners look forward to showcasing the true potential of the Rain City family as operations commence and more guidelines for each of these uniquely beneficial recognition opportunities are made available.

(V) Appendix

- **Rain City Farming**
 - www.raincityfarming.com
- **Town of Lee**
 - www.lee.ma.us
- **Ceres™ Greenhouse Solutions**
 - www.ceresgs.com

Insurance

General liability and product liability insurance will be covered through MountainOne Insurance in Pittsfield, Massachusetts. The coverage is no less than \$1 million per occurrence and \$2 million in aggregate annually. The deductible for each policy is no higher than \$5,000 per occurrence. Full policy coverage commences upon operational approval by the CCC(full licensure).

Diversity Plan

At Rain City, success will be driven by fostering a diverse and inclusive culture supportive of all individuals.

Rain City management will respect and nurture all unique identities and perspectives while ensuring inclusivity of the demographics that the Commission has specifically targeted, those being:

- Minorities
- Women
- Veterans
- People with disabilities
- People of all gender identities and sexual orientations

Goals

1. Incorporate the following percentages within Rain City's workforce:
 - Women: 25%
 - Minorities: 25%
 - Veterans: 10%
 - People with disabilities: 5%
 - LBGTQ+: 5%
2. Increase the number of individuals in management and executive positions who fall into one or more of the demographic categories and provide them with the tools they need to be successful. Minorities will compose at least 25% of management.

Programs

Rain City's founding executive team is already making strides toward an incredibly diverse establishment. Company executives are of African, Native American, Jewish, English, Irish, Welsh, Polish, Italian, Finnish, Norwegian and German descent. All of the founding members are valued for their skill sets, independent of their ethnicities.

These programs shall be put into action utilizing the following methods:

- Advertising employment opportunities quarterly. These postings will be tailored to individuals in the targeted demographics and listed with career

centers where at least 50% of applicants may fall into the appropriate categories.

- Distributing an internal workplace newsletter quarterly. This newsletter will be put together by the executive team and will encourage current employees to recommend individuals who fall into the targeted demographics for employment.
- Providing quarterly training or mentorship programs for individuals falling into the above-listed demographics for the purpose of aiding their entry into the marijuana industry, and promoting at least 10% to higher positions or management roles. These programs will include but are not limited to: Fundamental industry knowledge, Enterprise Risk Management, and Managerial training. Rain City's focus is to foster an environment that promotes holistic growth for all.

The executive team will recruit, train, promote, and consider qualified applications for employment in all positions without regard to age, ancestry, color, creed, disability, familial status, heredity, heritage, gender identity, marital status, nationality, political ideology, race, or sexual orientation.

Measurement

The founding partners will begin the monitoring process by utilizing the following metrics:

- Number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of promotions for people falling into the above-listed demographics since initial licensure

Metrics will be documented and reviewed annually (from license renewal) in order to ensure the progress and success of all company goals.

Affirmations

1. Rain City Farming acknowledges, is aware, and will adhere to, the requirements set forth in 935 CMR 500.105(4) which provide the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.

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

Qualification and Intended Training for Agents

Qualifications

Individuals considered for employment at Rain City will be evaluated on their professional qualifications for whichever position they are applying for as well as their demonstrable capacity for the job and willingness to perform the duties required of them. Rain City will formulate and maintain a list of anticipated positions and their qualifications pursuant to 935 CMR 500.105.16. Ideal candidates will possess professional backgrounds with some tangible relevance to the department or role of their choice, though documented experience will only carry so much weight in the final hiring decision.

As regulated recreational cannabis is still in its infancy, applicants for positions at Rain City will not be required to have any prior industry experience. Individuals must demonstrate an eagerness to learn anything they may not know, but aside from that they will be evaluated on any other professional experience as well as their perceived potential for the role that they are applying for or any other available position(s) within the company.

Intake Training

Administration will handle the majority of guest relations, but all employees will be trained on proper guest, employee, and consultant intake protocols to maintain regulatory compliance and site safety at all times. The company will ensure that employees are trained on job specific duties prior to performing job functions as required by 935 CMR 500.105(2).

New employees of Rain City Farming are required to attend an industry training class with information including not limited to:

- Industry terms and standards
- 935 CMR 500 compliance requirements
- 935 CMR 500 operational requirements
- Workplace ethics and professionalism policies and expectations including but not limited to:
 - Sexual harassment
 - Operational discretion

- Maintaining intellectual property integrity and legal ramifications of theft
- Workplace safety
- Community impact goals and protocol
- Diversity and inclusion policies

Following the aforementioned training class, new LLC employees will spend one week shadowing a current marijuana establishment agent in the trainee's intended department.

The establishment will also ensure that employees receive a minimum of eight (8) hours of ongoing training annually in adherence of 935 CMR 500.105(2.)

Safety Training

The company will only utilize fertilizers or other chemicals that have been approved for use by both local and state regulatory agencies. Employees will be trained on all guidelines, restrictions, and safety protocol pertaining to any and all products used within the facility whether they are organic or synthetic in nature. Employees will be periodically subjected to examinations on these topics so as to reaffirm the importance of staying knowledgeable about the continually evolving regulatory guidelines as well as the severity of potential workplace dangers.

- Equipment
 - Every relevant employee will be trained on the proper usage of all LLC equipment. Improper handling of equipment poses risk of both personal injury and production hindrance. This training is mandatory for all operational staff.
- Chemical Handling
 - The company will maintain strict protocols for the handling of all chemicals (fertilizers, pesticides, etc.). Relevant employees and consultants will be required to read all MSDS sheets of chemicals on premises. Officers, employees, or consultants involved in the direct management of chemical handling procedures will be required to take a test that demonstrates knowledge of MSDS details and processes in the event of a spill or accident, demonstrating knowledge of the chemicals being utilized. Protective clothing and goggles will be worn during all chemical preparation for application to plants. The company will require all

employees to attend a Safety Training that goes over emergency procedures in the event of fire, spill, contact with skin, eyes, or ingestion.

- Fertilizer Mixing
 - Only qualified employees or consultants will be allowed to mix appropriate materials for the application of fertilizer. Two employees or consultants are required to be present at all times of mixing to ensure safety, protocols are followed, and support in the event of a spill or other emergency situation.
- Segregation of Materials: Chemicals
 - No employee or consultant will engage in the unauthorized or unmonitored mixing of chemicals. Only the instructed uses will be allowed. Employees or consultants who are found to engage in any of these behaviors face grounds for reprimand or termination.
- Inventory - Fertilizer, Pesticides, and other Chemicals
 - The company will store chemicals away from product inventory in a separate room that is suitable for chemical storage. These materials will be handled and stored according to MSDS sheet instructions.

Proficiency

To be qualified to work in full-time cultivation operation, an employee must have knowledge about:

- pH and ppm requirements
- Irrigation logistics
- Plant pruning and canopy management
- Environmental systems and production cycles
- Spotting and treating plant deficiencies

New hires will be evaluated on any preexisting knowledge and/or skills, and their initial training regimen will correspond appropriately to their familiarity--or unfamiliarity--with esoteric knowledge and operational protocol.

Employees will be reevaluated after their one week shadowing period to test their knowledge gained thus far as well as their aptitude for learning. Those individuals who show true desire to learn and apply their skills will be given more permanent positions within the company. Those who do not demonstrate eagerness and/or ability to fulfill

employment expectations will be considered for roles in other departments if appropriate, and removed from consideration for employment within the company if they are not able to fulfill the expectations that need to be met for the business to run successfully.

Responsible Vendor Program

In accordance with all guidelines and regulations found in 935 CMR 500.105(2) as well as the newly established Responsible Vendor Program, Rain City Farming will ensure that the following principles are strictly abided by at all times:

- All current owners, managers, and employees will complete the Responsible Vendor Program;
- All new employees shall complete the Responsible Vendor Program within 90 days of being hired;
- The Responsible Vendor Program documentation will be retained for no less than four (4) years

Financial Records Plan

Documentation

The company will keep records of all financial transactions and utilize QuickBooks for external reporting purposes.

The company will furnish reports at the State's request or for qualified employees that oversee the financial health of the company. In accordance with 935 CMR 500.105(9), Rain City will maintain the following business records in an orderly and easily accessible fashion:

- Assets and liabilities;
- Monetary transactions;
- Books of accounts;
- Sales records;
- Salary and wages paid to each employee

The company will retain documentation of internal records for no less than 4 years.

The company will also employ analytical data from Franwell Metrc in conjunction with QuickBooks to ensure:

- Details of any requested data can be made available accurately and efficiently
- Direct accountability for all company transactions and filings
- Accounting remains accurate at all times within both the facility as well as the external CCC traceability system

Reporting

Rain City Farming LLC will submit all reports, payments, and other business documentation to the commission whenever required.

Documentation for business proceedings will be maintained utilizing the following overarching protocol:

- Operational reports will be filed every month, including months with no activity or payment due;
- Any outstanding payments will be paid before the beginning of the financial cycle succeeding that during which the payment was documented.

- All documentation will be separately filed for each individual CCC operating license
- All transactional records will be reviewed on a bi-monthly basis by Rain City executives so as to maintain accountability for internal business proceedings as well as compliance within the regulatory system at all times. Reviews will include but are not limited to:
 - Compliance audits of financial records
 - Sales by product type
 - Supplier and other expense invoices
 - Payroll

Record Keeping Procedures

Software

In maintaining compatibility with the CCC software correlating product traceability, Rain City will utilize Franwell's Metrc tracking software to monitor seed-to-sale tracking records for all marijuana as required by 935 CMR 500.105(8)(e) and 935 CMR 500.105(9)15. Each plant will receive an individualized RFID tag, ensuring that all stages of growth, harvest, and processing can be monitored and accounted for. All employees of Rain City Farming will be trained with regard to requirements of traceability as outlined by state regulations and familiarization with Franwell's Metrc software.

Traceability software will be used to track the following:

- Seedlings
- Clones
- Plants
- Usable byproduct
- Unusable waste
- Concentrates
- Edibles
- All other infused goods and retail products

Barcodes

Unique barcodes will be applied to each of the above stated products upon entering the production cycle/supply chain or being packaged appropriately for retail distribution. Barcodes will remain on the product throughout the entire supply chain. Data inputs for each barcode may contain but not limited to the following:

- Date received
- Received by
- Licensee information
- Invoice number
- Weight
- Quantity

Traceability Procedures

Company records will include but are not limited to the following, as required by state regulations:

- Business
 - Rain City will keep waste records for at least three years in adherence of 935 CMR 500.105(12);
 - Will maintain records in accordance with generally accepted accounting principles as required by 935 CMR 500.105(9);
 - Written operating procedures will be maintained as required by 935 CMR 500.105(1) and 935 CMR 500.105(9);
 - Inventory records will be maintained as required by 935 CMR 500.105(8) and 935 CMR 500.105(9)
- Personnel
 - Job descriptions for each agent;
 - A personnel record for each agent;
 - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
 - Personnel policies and procedures;
 - All background check reports obtained in accordance with 935 CMR 500.030 and 935 CMR 500.105(9)
- The following business records will also be maintained as required by 935 CMR 500.105(9):
 - Assets and liabilities;
 - Monetary transactions;
 - Books of accounts;
 - Sales records;
 - Salary and wages paid to each employee

Rain City Farming has identified key points outlined in 935 CMR 500.105 as required information that must be kept up to date, and company executives will continue to oversee the specific procedures indefinitely in an effort to maximize accuracy and regulatory compliance.

The required information for each key point listed below shall be recorded using the state-mandated software system, and any of the information listed below shall be made available to the MA CCC upon request:

- Notification of key events, such as:

- When a new plant is created
- When plants are partially or fully harvested
- When plants, byproduct, or manufactured product is designated to be destroyed
- Theft or numerical discrepancy of cataloged marijuana seedlings, clones, plants, trim or other plant material, extract, infused product, or any other item containing marijuana.
- Any plant or batch of marijuana or marijuana-infused product labelled for destruction will wait in quarantine for 72 hours before the process is carried out.
- Product that has been slated for transfer to another licensed entity, whether manufacturer or retailer, will have a quarantine period of 24 hours before is allowed to be transported.
- A complete inventory of all marijuana seedlings, clones, all plants, lots of usable marijuana or trim, leaves, and other plant matter, batches of extract and marijuana-infused products.
- Sales Records
- Tax Records
- Test samples and test results
- Product samples given to other licensees
- Other information specified by the CCC

Rain City Farming will also maintain the ability to produce the following records to be reviewed by management and commission personnel upon request:

- Plant inventory
- Nutrient usage
- Pesticide usage
- Yield report(s)
- Product inventory report(s)
- Utility details
- Waste details

Upon receiving notice from MA CCC regarding new requirements and/or changes to traceability, Rain City Farming shall update its company policy and management will train all employees on any new protocol. Implementation of new requirements and/or changes shall take place in a reasonable and timely manner.

Personnel Policies

Personnel Policies are subject to change pending regulation modification, Commission request, or demonstrable vulnerability in existing plans along with Commission approval for any corresponding revision.

Employment

Rain City is an equal opportunity employer and as such, every individual interested in employment will be welcome to apply. The company will not, however, abide by any sort of substance abuse. Specifically, Rain City will abide by all alcohol, smoke, and drug-free workplace policies stated in 935 CMR 500.105(1).

The business will formulate and maintain a staffing plan and records in compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1). Applicants will be required to fill out a standard employment form detailing their personal information, professional backgrounds, and prospective role within the company. Viable candidates will be interviewed for the available position(s) and those most qualified and aligned with the Rain City vision will be given the opportunity to showcase their skill set(s) and learn about marijuana production first hand from experienced industry veterans.

Suspension/Termination

Any employees found to be in violation of company policy in any form shall be subject to suspension and/or termination from their position. Pursuant to 935 CMR 500.105(1), Rain City will formulate and maintain a policy for the immediate dismissal of any agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor. Any matter which carries the gravity to induce such an action will be thoroughly investigated by company executives (and MA CCC officials if necessary) to determine the best course of action for any and all involved parties and mitigate the possibility of recurrence. Personnel found in violation of state and/or federal law shall subject themselves to legal recourse outside of any action taken by the company.

Background Checks

Per Massachusetts state law and its “ban the box” provision, initial written applications will be void of any questions pertaining to criminal history. Management personnel

remain entitled to the option to ask about any criminal history so long as all legal restrictions implemented by the provision are acknowledged and abided by.

Noting the private nature of the personal information, and in adherence to 935 CMR 500.105(1), Rain City will formulate and maintain a plan describing how confidential information will be maintained. These strong privacy practices will be presented to the applicant(at a cursory level) as assurance against any unwanted release of personal information.

If the management team elects to pursue a background check for a certain individual, the company will follow all requirements addressed by the Fair Credit Reporting Act (FCRA). Applicants will be required to give consent for the request, notified of the likelihood of disqualification based on results as well as given a copy of the results themselves, and ultimately offered a job or disqualified from consideration. Any disputes of the results or other inaccuracies will be subject to investigation by the credit bureau.

Rain City will also utilize guidelines established by the Equal Employment Opportunity Commission in evaluating any previous criminal convictions and their relevance to an employment opportunity. Convictions will be reviewed for their general nature, the severity of the offense, and the length of time which has passed since the offense took place. Applicants with a flagged conviction will have an opportunity to explain the incident(s) and provide evidence that demonstrates any personal efforts made or being made towards mitigating the risk of future convictions.

Should Rain City management elect to conduct more than five criminal offender record requests per year, the company will maintain a written criminal offender record information policy which follows all requirements set forth in Section 171A of the General Laws of the Commonwealth of Massachusetts.

Quality Assurance

All marijuana produced and processed by Rain City Farming will adhere to state regulations for quality and potency as measured via regulatory testing at a MA CCC licensed testing facility.

The company will implement standard protocol and accountability procedures for handling and testing its product in compliance with MA CCC rules and regulations, as well as for internal purposes of maintaining company and consumer product quality standards.

Processing

Harvesting and processing of all marijuana will ensure that only the leaves and flowers of the female marijuana plant remain once trimming is deemed complete. All processing will be conducted in a safe and sanitary manner in accordance with guidelines set forth in 935 CMR 500.105(3), and as described below:

- Well cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables;
- Packaged in a secure area

Rain City agents whose job description includes contact with marijuana are subject to all requirements for food handlers as specified in 105 CMR 300.000.

Any agent working in direct contact with marijuana will abide by proper sanitation practices found in 935 CMR 500.105(3) including:

- Maintaining adequate personal hygiene and cleanliness;
- Washing hands appropriately

Inventory

Rain City Farming will inventory material in pre-packaged lots in a separate and secured room. Processing byproduct will be placed on separate shelving and segregated from the primary flower product. Only specified personnel will have access to inventory. All material will be logged and monitored to ensure accountability.

Storage and transportation of finished products will be under conditions that protect them against physical, chemical, and microbial contamination pursuant to 935 CMR 500.105(3).

Fertilizers

Only qualified employees or consultants will be authorized to mix appropriate materials for the application of fertilizers. Property mixing and safety protocols will be strictly adhered to at all times. Mixing of all nutrients will take place in a separate area from any finished product to ensure no possibility of cross contamination.

Chemicals

Any chemicals used within the facility for cleaning or other purposes shall be subject to strict protocols for handling, storage, and application. Authorized employees and consultants will be required to read all MSDS sheets of chemicals on premises. Officers, employees, or consultants involved in the direct management of chemical handling procedures will be required to demonstrate knowledge of MSDS details and processes in the event of a spill or accident as well as knowledge of the individual chemicals being utilized.

Chemicals will always be stored in a secure location. No employee or consultant will engage in the unauthorized or unmonitored mixing or application of chemicals. Employees or consultants who are found to engage in any of these behaviors face grounds for termination.

Personal protective equipment (PPE) will be worn at all times when chemicals of any type are used within the facility. Employees will be supplied with the necessary PPE for personal health and job requirements. The company will store chemicals away from product inventory in a separate room that is suitable for chemical storage. These materials will be handled and stored according to MSDS sheet instructions.

The company will require all employees to attend a Safety Training that goes over emergency procedures in the event of fire, spill, contact with skin, eyes, or ingestion. Personal safety infrastructure will include high-velocity ventilation systems and eye-wash and hand-washing stations.

All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana in accordance with the regulations found in 935 CMR 500.105(3).

As is the same for fertilizers, any chemicals used within the facility will not be used anywhere near finished marijuana products at any time. Special precaution will be

taken to ensure that marijuana batches that have already received test approval are handled with the utmost concern for sanitation at all times. All opportunities to mitigate or eliminate possibilities of cross-contamination within the facility will be utilized to the best of the company's ability.

Storage/Disposal/Destruction of Waste

Rain City Farming will properly store and/or destroy waste associated with the production and processing of marijuana, in accordance with state and local regulations. This includes all non-organic, non-compostable, and/or recyclable materials. Any waste deemed hazardous will be handled by a licensed hazardous materials disposal organization. Chemical disposal will be minimal and will only occur in accordance with all governmental regulations.

The company will create a variety of standard lot sizes which may include but are not limited to:

- Half pound lot (8 ounces / 227 grams);
- One pound lot (16 ounces / 454 grams);
- Two pound lot (32 ounces / 908 grams);
- Five pound lot (80 ounces / 2,270 grams)

This sizing streamlines the requirements of different manufacturers. This standard lot size may change based upon market demand and updated consumer statistics.

All plant matter rendered unusable will be contained and stored according to state requirements prior to disposal. Rain City Farming will provide the board a minimum of seventy-two hours notice in the Metrc traceability system prior to labeling any product unusable waste.

Waste from cultivation will consist mainly of organic plant material and sterile media. Any non-organic, non-compostable or recyclable material will be placed in storage bins and recycled according to state or local regulations. Solid material not suitable for recycling will be contained and transported to a licensed disposal facility in accordance with all regulatory authority laws and guidelines. Liquid waste will likewise be collected and disposed of in compliance with all state and local regulatory requirements.

All litter and waste will be properly removed so as to minimize the development of odors and the potential for the waste attracting and harboring pests as required by the regulations in 935 CMR 500.105(12) and 935 CMR 500.105(3).

Rain City will provide all employees with adequate, readily accessible toilet facilities pursuant to 935 CMR 500.105(3). All washroom facilities will be designed using ADA

accessibility laws and recommendations. Adhering to the same regulatory subsection, all facility plumbing will be of adequate size and design and maintained to carry sufficient quantities of water to and from required locations throughout the establishment.

Sanitation

Proper sanitation is vital to mitigating risk of pests, contamination to any of the production areas, and contamination of the final product. Infrastructure and protocol required to meet CCC internal company and company standards will ensure that all regulations pertaining to 935 CMR 500.105(3) are being met. Those include:

- Floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
- There will be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
- The water supply to all fixtures and drains will be sufficient for necessary operations;
- Hand-washing facilities will be located in production and processing areas and wherever good sanitary practices require employees to wash and sanitize their hands;
- All contact surfaces will be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination

Cleanings will take place throughout the entire facility on a daily basis, and all areas of the facility not containing live plant material will undergo a more thorough cleaning/sterilization after each harvest cycle (2-3 wks). Flowering greenhouses will be cleaned immediately after each harvest, vegetative greenhouses will be cleaned immediately after moving a new plant batch into its respective flowering area, and propagation areas will be cleaned at the same 2-3 week interval. Hand-washing facilities will be located in production and processing areas and wherever good sanitary practices require employees to wash and sanitize their hands. Processing and manufacturing equipment and all work surfaces will be sterilized daily as well as in between different harvest batches.

Failure of Quality Assurance

If a lot of marijuana flowers fail a quality assurance test, any marijuana plant trim, leaf and other usable material from the same plants automatically fails quality assurance testing as well. Given approval from the CCC, a batch which fails this initial test may still qualify for use in manufactured goods. After the manufactured good has been

produced, it will then be tested again by an appropriate agency and deemed either safe for consumption, or labeled unsafe and disposed of under regulatory byproduct disposal guidelines.

The establishment will notify the Commission within 72 hours of any laboratory testing results indicating contamination if contamination cannot be remediated and disposal of the production batch is necessary as required by 935 CMR 500.160(2).

Access Restriction

Facility Access

In accordance with CCC regulations 935 CMR 500.029 or 500.030, all visitors, employees, and registered agents of the establishment must be 21 years of age or older. Identification will be checked at the main door by administrative staff for anyone who is not a documented employee. All Rain City employees, associates, or guests will be required to sign in upon first entrance and final exit pursuant to company security rules and to create a redundancy barrier for internal accountability as well as regulatory oversight.

There will be no retail element at the Quarry Hill Business Park site. Subsequently, issues regarding publicly accessible areas, foot traffic, or any other facilitator of minor access to the operational establishment are drastically mitigated simply by nature of the location alone.

Product Access

Aside from identification checks at the entrance, product(s) within the facility will be stored behind multiple electronically-accessed security doors at nearly all times, only being removed for processing, inspection, and final transportation. Electronic locks ensure security of the product(s) while simultaneously documenting the history of room access at all times.

Further efforts towards prevention of minor access to Rain City products are realized once a retail item reaches its final packaging. All packaging will contain a tamper-evident seal as well as child-prevention measures integrated into the design.

