



## Massachusetts Cannabis Control Commission

### Marijuana Retailer

#### General Information:

License Number: MR281817  
Original Issued Date: 06/03/2019  
Issued Date: 05/08/2020  
Expiration Date: 06/03/2021

### ABOUT THE MARIJUANA ESTABLISHMENT

Business Legal Name: SOLAR THERAPEUTICS

Phone Number: 508-300-3366  
Email Address: shannon@solarthera.com

Business Address 1: 1400 Brayton Point Rd  
Business City: SOMERSET Business State: MA Business Zip Code: 02725  
Business Address 2:  
Mailing Address 1: 1400 Brayton Point Rd  
Mailing City: SOMERSET Mailing State: MA Mailing Zip Code: 02725  
Mailing Address 2:

### 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: Solar Therapeutics Inc.  
Department of Public Health RMD Registration Number:  
Operational and Registration Status: Obtained Provisional Certificate of Registration only  
To your knowledge, is the existing RMD certificate of registration in good standing?: yes  
If no, describe the circumstances below:

### PERSONS WITH DIRECT OR INDIRECT AUTHORITY

#### Person with Direct or Indirect Authority 1

Percentage Of Ownership: Percentage Of Control: 33.33  
Role: Executive / Officer Other Role: CEO, COO, President, and Director; Manager of Dow Capital Partners LLC

First Name: Edward	Last Name: Dow	Suffix: III
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 2

Percentage Of Ownership:	Percentage Of Control: 33.33	
Role: Director	Other Role: Director, Treasurer	
First Name: Ronald	Last Name: Rapoport	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 3

Percentage Of Ownership:	Percentage Of Control: 33.33	
Role: Director	Other Role: Secretary, Director	
First Name: Michael	Last Name: Maxim	Suffix: II
Gender: Male	User Defined Gender:	
What is this person's race or ethnicity?: American Indian or Alaska Native		
Specify Race or Ethnicity:		

### ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

#### Entity with Direct or Indirect Authority 1

Percentage of Control: 100	Percentage of Ownership: 100	
Entity Legal Name: Dow Capital Partners LLC	Entity DBA:	DBA City:
Entity Description: Dow Capital Partners LLC will fund Solar Therapeutics Inc. in support of its Mission Statement, as agreed upon by the Board of Directors		
Foreign Subsidiary Narrative:		
Entity Phone:	Entity Email:	Entity Website:
Entity Address 1:	Entity Address 2:	
Entity City:	Entity State:	Entity Zip Code:
Entity Mailing Address 1:	Entity Mailing Address 2:	
Entity Mailing City:	Entity Mailing State:	Entity Mailing Zip Code:
Relationship Description: Sole shareholder and capital contributor		

### CLOSE ASSOCIATES AND MEMBERS

#### Close Associates or Member 1

First Name: Edward	Last Name: Dow	Suffix: III
Describe the nature of the relationship this person has with the Marijuana Establishment: President and a Director on the Board of Directors; Chief Executive Officer and Chief Operating Officer; Manager of Dow Capital Partners LLC.		

#### Close Associates or Member 2

First Name: Ronald	Last Name: Rapoport	Suffix:
Describe the nature of the relationship this person has with the Marijuana Establishment: Treasurer and a Director on the Board of Directors		

#### Close Associates or Member 3

First Name: Michael

Last Name: Maxim

Suffix: II

Describe the nature of the relationship this person has with the Marijuana Establishment: Secretary and a Director on the Board of Directors

#### Close Associates or Member 4

First Name: Michael

Last Name: Allen

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Director of Security

#### Close Associates or Member 5

First Name: Robert

Last Name: Keller

Suffix:

Describe the nature of the relationship this person has with the Marijuana Establishment: Chief Financial Officer

#### CAPITAL RESOURCES - INDIVIDUALS

No records found

#### CAPITAL RESOURCES - ENTITIES

##### Entity Contributing Capital 1

Entity Legal Name: Dow Capital Partners LLC

Entity DBA:

Email: edward.dow.iii@gmail.com Phone: 603-498-6326

Address 1: 24 Yearling Run Road

Address 2:

City: Bourne

State: MA

Zip Code: 02532

Types of Capital: Monetary/Equity Other Type of Capital: Total Value of Capital Provided: \$800000 Percentage of Initial Capital: 100

Capital Attestation: Yes

#### BUSINESS INTERESTS IN OTHER STATES OR COUNTRIES

No records found

#### DISCLOSURE OF INDIVIDUAL INTERESTS

No records found

#### MARIJUANA ESTABLISHMENT PROPERTY DETAILS

Establishment Address 1: 1400 Brayton Point Road

Establishment Address 2:

Establishment City: Somerset

Establishment Zip Code: 02725

Approximate square footage of the establishment: 66000 How many abutters does this property have?: 9

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

#### HOST COMMUNITY INFORMATION

Host Community Documentation:

Document Category	Document Name	Type	ID	Upload Date
Certification of Host Community Agreement	Solar_HCA Cert.pdf	pdf	5b7b06fe4e62492d8f34456f	08/20/2018
Community Outreach Meeting Documentation	Solar_Community Outreach Documentation.pdf	pdf	5b7b0728cea8212d4c7b50dd	08/20/2018
Plan to Remain Compliant with Local Zoning	Solar_Plan to Remain Compliant with Local Zoning.pdf	pdf	5c8fc04b3183181258e1e04f	03/18/2019

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.: \$110417.54

#### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Plan for Positive Impact	Solar - ADI Plan_UPDATED.pdf	pdf	5c8fee4c1e71bd126232e66c	03/18/2019

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

#### INDIVIDUAL BACKGROUND INFORMATION

##### Individual Background Information 1

Role: Other Role:  
First Name: Edward Last Name: Dow Suffix: III  
RMD Association: RMD Owner  
Background Question: no

##### Individual Background Information 2

Role: Other Role:  
First Name: Michael Last Name: Allen Suffix:  
RMD Association: RMD Manager  
Background Question: no

##### Individual Background Information 3

Role: Other Role:  
First Name: Ronald Last Name: Rapoport Suffix:  
RMD Association: RMD Owner  
Background Question: no

##### Individual Background Information 4

Role: Other Role:  
First Name: Michael Last Name: Maxim Suffix: II  
RMD Association: RMD Owner  
Background Question: no

##### Individual Background Information 5

Role: Other Role:  
First Name: Robert Last Name: Keller Suffix:  
RMD Association: RMD Manager  
Background Question: no

#### ENTITY BACKGROUND CHECK INFORMATION

##### Entity Background Check Information 1

Role: Investor/Contributor Other Role:  
Entity Legal Name: Dow Capital Partners LLC Entity DBA:  
Entity Description: Funding entity for Solar Therapeutics Inc.

Date generated: 12/03/2020

Phone: 603-498-6326

Email: edward.dow.iii@gmail.com

Primary Business Address 1: 24 Yearling Run Road

Primary Business Address 2:

Primary Business City: Bourne

Primary Business State: MA

Principal Business Zip Code: 02532

Additional Information: Sole shareholder and capital contributor.

### MASSACHUSETTS BUSINESS REGISTRATION

Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	Solar_DoR Cert of Good Standing.pdf	pdf	5b7b2b65aa953e3937b59d97	08/20/2018
Secretary of Commonwealth - Certificate of Good Standing	Solar_SoC Cert of Good Standing.pdf	pdf	5b7b2b6b3774233941393e21	08/20/2018
Articles of Organization	Solar_Articles of Entity Conversion.pdf	pdf	5b7b2b74da72283955c60933	08/20/2018
Bylaws	Solar_For-Profit Bylaws.pdf	pdf	5b7b2b7b3f9f81395f13587a	08/20/2018

Certificates of Good Standing:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	DOR Cert of Good Standing 4.2.2020.pdf	pdf	5e9dd940bddf0438d21df3cb	04/20/2020
Secretary of Commonwealth - Certificate of Good Standing	Secretary of commonwealth cert.pdf	pdf	5e9dd94281ed8a355b8db6e7	04/20/2020
Department of Unemployment Assistance - Certificate of Good standing	UI Cert of Good Standing 4.28.2020.pdf	pdf	5ea889967dc04134928145ed	04/28/2020

Massachusetts Business Identification Number: 001339748

Doing-Business-As Name:

DBA Registration City:

### BUSINESS PLAN

Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Solar_Business Plan.pdf	pdf	5b7b3d54aa953e3937b59dc3	08/20/2018
Plan for Liability Insurance	Solar_Plan for Obtaining Liability Insurance.pdf	pdf	5c8fc06cedbb73122a619c60	03/18/2019
Proposed Timeline	Solar_Proposed Timeline.pdf	pdf	5c8fc079293a5312448ec3f8	03/18/2019

### OPERATING POLICIES AND PROCEDURES

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	Solar_Plan for Obtaining Marijuana Products.pdf	pdf	5c8fc0b93d84de123a6143f7	03/18/2019
Separating recreational from	Solar_Plan for Separating Recreational	pdf	5c8fc0c3635d511b34752e31	03/18/2019

medical operations, if applicable	from Medical Operations.pdf			
Restricting Access to age 21 and older	Solar_ Plan for Restricting Access to Age 21 and Older.pdf	pdf	5c8fc0cf9ff0081b4821d6fc	03/18/2019
Security plan	Solar_ Security Plan.pdf	pdf	5c8fc0d92724e81b5255e72c	03/18/2019
Prevention of diversion	Solar_ Prevention of Diversion.pdf	pdf	5c8fc0e6c4b7a71b66d15c0f	03/18/2019
Storage of marijuana	Solar_ Storage of Marijuana.pdf	pdf	5c8fc0fa3779161b2a87655a	03/18/2019
Transportation of marijuana	Solar_ Transportation of Marijuana.pdf	pdf	5c8fc0fb293a5312448ec402	03/18/2019
Inventory procedures	Solar_ Inventory Procedures.pdf	pdf	5c8fc1089ff0081b4821d700	03/18/2019
Quality control and testing	Solar_ Quality Control and Testing.pdf	pdf	5c8fc1112724e81b5255e730	03/18/2019
Dispensing procedures	Solar_ Dispensing Procedures.pdf	pdf	5c8fc11d8d16491b5c0fb2d0	03/18/2019
Personnel policies including background checks	Solar_Personnel Policies Including Background Checks.pdf	pdf	5c8fc128c4b7a71b66d15c13	03/18/2019
Record Keeping procedures	Solar_ Recordkeeping Procedures.pdf	pdf	5c8fc1345fd63c1b24eb8469	03/18/2019
Maintaining of financial records	Solar_Maintaining of Financial Records.pdf	pdf	5c8fc13d293a5312448ec406	03/18/2019
Qualifications and training	Solar_ Qualifications and Training.pdf	pdf	5c8fc150d7a931124ee06353	03/18/2019
Diversity plan	Solar - Diversity Plan_UPDATED.pdf	pdf	5c8fc1e03183181258e1e05b	03/18/2019

#### MARIJUANA RETAILER SPECIFIC REQUIREMENTS

No documents uploaded

No documents uploaded

#### 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 Agree

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

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

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

## COMPLIANCE WITH POSITIVE IMPACT PLAN

### Progress or Success Goal 1

**Description of Progress or Success:** Solar Therapeutics is committed to providing a positive impact on the community we serve. We are proud to be a part of this community and wanted to provide feedback on the positive impact plan.

1. To provide continuing service and reinvestment into the identified areas of disproportionate impact through workforce development:
  - Solar Therapeutics has prioritized the hiring and promoting of individuals from our identified areas of disproportionate impact. We have 12 current employees from our identified areas and have promoted 4 of these employees in the last year.
2. Specific financial data and/or employee hours showing donations to or investments in to a specific cause:
  - Solar Therapeutics has donated \$30,000 to Community Connections
  - \$100 has been donated to Veterans of Somerset
  - 7 Solar Therapeutics employees volunteered at Forever Paws animal shelter in Fall River from 3-4pm on February 26th 2020.
  - 7 Solar Therapeutics employees volunteered at Faxon animal shelter in Fall River from 1-4pm on February 27th 2020.
  - Solar Therapeutics is still currently accepting donations in the form of money, supplies, food, and more for these two animal shelters in the dispensary.
3. Conducting four one-hour industry-specific educational seminars annually across one of more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training:
  - Solar Therapeutics had set up multiple events for the months of April including a 6 hr seminar/class on product manufacturing techniques with Frenchy Cannoli on April 21st 2020 and an educational seminar at Brown with rheumatologist Dr. Ronald Rapoport and Solar Therapeutics CEO Edward Dow. These had to be canceled due to COVID-19 emergency stay at home advisory. These are in the process of being rescheduled.
  - Brendan Delaney, Solar Therapeutics Director of Cultivation, will be holding a webinar on April 22nd 2020 from 8-9pm. The webinar is called Plant Cycle 101.
4. Holding one annual informational session regarding the process for sealing and expunging criminal records:
  - Solar Therapeutics Head of Security, Gerard Guimond, held a 1 hour seminar on March 6th 2020 at the Corky Row in Fall River on expunging records. Unfortunately there were no attendees. Our Marketing Director will be focusing on adjusting the advertising of this seminar to increase attendance next year.

## COMPLIANCE WITH DIVERSITY PLAN

### Diversity Progress or Success 1

**Description of Progress or Success:** Solar Therapeutics is committed to providing a positive impact on the Somerset community. We are proud to be a part of this community and wanted to provide feedback on our diversity plan.

1. Number of individuals from the referenced demographic groups who were hired and retained after the issuance of a license:
  - Solar Therapeutics has retained 4 minorities, 18 women, 6 veterans, 1 person with disabilities, and 3 persons of all genders/sexual orientations.
2. Number of promotions for people falling into the above-listed demographics. The promotions include:
  - i. Office Manager promoted to Compliance Officer
  - ii. Security Guard promoted to Head of Security
  - iii. Budtender promoted to Assistant Store Manager
  - iv. Budtender promoted to Assistant Inventory Manager
  - v. Budtender promoted to Shift Lead
  - vi. Budtender promoted to Inventory Assistant
  - vii. Budtender promoted to Inventory Assistant
  - viii. Inventory Assistant promoted to Inventory Manager
3. Number of positions created since initial licensure:
  - 49 positions have been created since the initial licensure.
4. Number of postings in diverse publications or general publications:
  - 14 job postings have been posted to Indeed as well as Solar Therapeutics' social media accounts (Facebook, Instagram, and Twitter) as well as Solar Therapeutics website.

## HOURS OF OPERATION

<b>Monday From:</b> 9:00 AM	<b>Monday To:</b> 10:00 PM
<b>Tuesday From:</b> 9:00 AM	<b>Tuesday To:</b> 10:00 PM
<b>Wednesday From:</b> 9:00 AM	<b>Wednesday To:</b> 10:00 PM

Thursday From: 9:00 AM	Thursday To: 10:00 PM
Friday From: 9:00 AM	Friday To: 11:00 PM
Saturday From: 9:00 AM	Saturday To: 11:00 PM
Sunday From: 10:00 AM	Sunday To: 6:00 PM



## Host Community Agreement Certification Form

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

### Applicant

I, Edward F Dow III, (*insert name*) certify as an authorized representative of Solar Therapeutics, Inc. (*insert name of applicant*) that the applicant has executed a host community agreement with Somerset (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on 7 / 9 / 2018 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

I, Richard Brown, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Somerset (*insert name of host community*) to certify that the applicant and Somerset (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on 7 / 9 / 2018 (*insert date*).



Signature of Contracting Authority or  
Authorized Representative of Host Community

## Community Outreach Meeting Attestation Form

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

I, Michael Maxim II, (*insert name*) attest as an authorized representative of Solar Therapeutics INC. (*insert name of applicant*) that the applicant has complied with the requirements of 935 CMR 500 and the guidance for licensed applicants on community outreach, as detailed below.

1. The Community Outreach Meeting was held on 8/2/18 (*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 7/25/18 (*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 7/18/18 (*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 7/18/18 (*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.

return of the deposit... recourse  
er shall have no further recourse  
ist the Mortgagor, the Mortgagee or  
Mortgagee's attorney. The description  
e premises contained in said mort-  
shall control in the event of an error  
is publication. TIME WILL BE OF THE  
ENCE.

r terms, if any, to be announced at the

Bank Trust, N.A., as Trustee  
SF10 Master Participation Trust  
ent Holder of said Mortgage,  
s Attorneys,  
ANS PC  
Box 540540  
ham, MA 02454  
ie: (781) 790-7800  
01918  
18, 25 & August 1, 2018  
Spectator Newspaper  
ce also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

annual accounts with the Court. Persons  
interested in the estate are entitled to no-  
tice regarding the administration directly  
from the Personal Representative and may  
petition the Court in any matter relating to  
the estate, including the distribution of as-  
sets and expenses of administration.

Witness, Hon. Katherine A. Field, First Jus-  
tice of this Court.

Date: June 27, 2018

Gina L. DeRossi  
Register of Probate

July 25, 2018  
The Spectator Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

#### Community Outreach Public Notice

Notice is hereby given that a Community  
Outreach Meeting for a proposed Marijua-  
na Establishment is scheduled for **August  
2, 2018 at 3:00 p.m.** at 1400 Brayton  
Point Road, Somerset, MA 02725. **The  
proposed Dispensary, Cultivation and  
Processing of Marijuana is anticipated to  
be located at 1400 Brayton Point Road,  
Somerset, MA 02725.** There will be an op-  
portunity for the public to ask questions.

July 25, 2018  
The Spectator Newspaper  
Notice also on [www.masspublicnotices.org](http://www.masspublicnotices.org)

Have an opinion?  
Write a letter  
to the  
editor!

Donor

## Attachment B

July 18, 2018

TOWN OF SOMERSET  
HIGHWAY DEPARTMENT  
140 WOOD ST  
SOMERSET, MA 02726

Subject: Community Outreach Public Notice

Dear Town of Somerset Highway Department,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

July 18, 2018

DOLORES BERGE  
SOMERSET TOWN CLERK  
140 WOOD ST  
SOMERSET, MA 02726

Subject: Community Outreach Public Notice

Dear Dolores Berge,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO, Solar Therapeutics INC.

## Attachment B

July 18, 2018

ROBERT REBELLO  
SOMERSET PLANNING BOARD CLERK  
140 WOOD ST  
SOMERSET, MA 02726

Subject: Community Outreach Public Notice

Dear Robert Rebello,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

# Attachment B

July 18, 2018

RICHARD BROWN  
SOMERSET TOWN ADMINISTRATOR  
140 WOOD ST  
SOMERSET, MA 02726

Subject: Community Outreach Public Notice

Dear Richard Brown,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

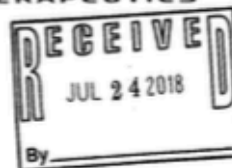
Edward Dow III

CEO , Solar Therapeutics INC.



1400 Brayton Point Road  
Somerset, Massachusetts 02725

(603) 498-6326 • WWW.SOLARTHERA.COM



July 18, 2018

RICHARD BROWN  
SOMERSET TOWN ADMINISTRATOR  
140 WOOD ST  
SOMERSET, MA 02726

Subject: Community Outreach Public Notice

Dear Richard Brown,

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 0275. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Edward Dow III".

Edward Dow III

CEO , Solar Therapeutics INC.

July 18, 2018

RTKL 708(b)(11)

Subject: Community Outreach Public Notice

Dear RTKL 708(b)(11),

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

July 18, 2018

Attachment C

RTKL 708(b)(11)

Subject: Community Outreach Public Notice

Dear RTKL 708(b)(11)

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

July 18, 2018

RTKL 708(b)(11)

Subject: Community Outreach Public Notice

Dear RTKL 708(b)(11),

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

July 18, 2018

Attachment C

RTKL 708(b)(11)

Subject: Community Outreach Public Notice

Dear RTKL 708(b)(11),

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2, 2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

July 18, 2018

Attachment C

RTKL 708(b)(11)

Subject: Community Outreach Public Notice

Dear RTKL 708(b)(11)

Notice is hereby given that a Community Outreach Meeting for a proposed Marijuana Establishment is scheduled for August 2 ,2018 at 3:00pm at 1400 Brayton Point Road, Somerset, MA 02725. The proposed Dispensary, Cultivation and Processing of Marijuana is anticipated to be located at 1400 Brayton Point Road, Somerset, Ma 0275. There will be an opportunity for the public to ask questions.

Sincerely,

Edward Dow III

CEO , Solar Therapeutics INC.

1400 Brayton Point Road  
Somerset, Massachusetts 02725

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(508) 300-3366 • WWW.SOLARTHERA.COM



### **Plan to Remain Compliant with Local Zoning**

Solar Therapeutics Inc. ("Solar Thera") will remain compliant at all times with the local zoning requirements set forth in the Town of Somerset's Zoning By-Law. In accordance with Zoning By-Law Section 4.2.6, Solar Thera's proposed marijuana retailer facility is located in the Industrial Zoning District designated for retailer marijuana establishments.

In compliance with 935 CMR 500.110(3), the property is not located within 500 feet of an existing public or private school providing education to children in kindergarten or grades 1 through 12.



## **PLAN TO POSITIVELY IMPACT AREAS OF DISPROPORTIONATE IMPACT**

### **Overview**

Solar Therapeutics, Inc. (“Solar Thera”) is dedicated to serving and supporting populations falling within areas of disproportionate impact, which the Commission has identified as the following:

1. Past or present residents of the geographic “areas of disproportionate impact,” which have been defined by the Commission and identified in its Guidance for Identifying Areas of Disproportionate Impact;
2. Commission-designated Economic Empowerment Priority applicants;
3. Commission-designated Social Equity Program participants;
4. Massachusetts residents who have past drug convictions; and
5. Massachusetts residents with parents or spouses who have drug convictions are classified as areas of disproportionate impact.

To support such populations, Solar Thera has created the following Plan to Positively Impact Areas of Disproportionate Impact (the “Plan”) and has identified and created goals/programs to positively impact Taunton and Fall River.

### **Goals**

In order for Solar Thera to positively impact Taunton and Fall River, Solar Thera has established the following goals:

1. To provide continuing service and reinvestment into the identified areas of disproportionate impact through workforce development; and
2. To reduce the barrier to entry in the commercial adult use cannabis industry.

### **Programs**

Solar Thera has developed specific programs to effectuate its stated goals to positively impact Taunton and Fall River. Such programs will include the following:

1. Prioritize the hiring of individuals from our identified areas of disproportionate impact;
2. Conducting at least four one-hour industry-specific educational seminars annually across one or more of the following topics: marijuana cultivation, marijuana product manufacturing, marijuana retailing, or marijuana business training; and
3. Holding at least one annual informational session regarding the process for sealing and expunging criminal records.

### **Measurements**

The Chief Operating Officer (“COO”) will administer the Plan and will be responsible for developing measurable outcomes to ensure Solar Thera continues to meet its commitments. Such measurable outcomes, in accordance with Solar Thera’s goals and programs described above, include:

- Number of employees hired, retained or promoted that come from areas of disproportionate impact. Solar Thera will hire 10% of their employees from areas of disproportionate impact; and



- At the end of the calendar year, the COO will evaluate new hires within the organization to see if hiring practices meet or exceed income.

The COO will review and evaluate Solar Thera's measurable outcomes no less than annually to ensure that Solar Thera is meeting its commitments. Solar Thera is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

#### Acknowledgements

- Solar Thera will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by Solar Thera will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



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

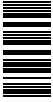
mass.gov/dor

Letter ID: L1751487616  
Notice Date: July 24, 2018  
Case ID: 0-000-564-588



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE

000036



SOLAR THERAPEUTICS, INC.  
2 SEAPORT LN, 11TH FL, C/O VICENTE  
SEDERBERG LLC  
BOSTON MA 02210

### ***Why did I receive this notice?***

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

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

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

### ***What if I have questions?***

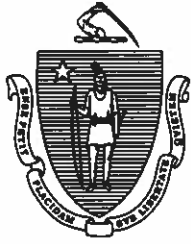
If you have questions, call us at (617) 887-6367 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

### ***Visit us online!***

Visit [mass.gov/dor](http://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



William Francis Galvin  
Secretary of the  
Commonwealth

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

Date: August 07, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,

**SOLAR THERAPEUTICS INC.**

is a domestic corporation organized on **August 02, 2018** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



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

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 18080118920

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

Processed by:

D

# The Commonwealth of Massachusetts

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

DO NOT BE TYPED

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

FORM M

Solar Therapeutics, Inc. is a registrant  
with the Department of Public Health  
in accordance with 105 CMR 725.100(C)  
as of August 1, 2018.

Elizabeth Chen, PhD  
Interim Director  
Bureau of Health Care Safety and Quality  
Massachusetts Department of Public Health

(1) Exact name of the non-profit: Solar Therapeutics Inc.

001302432

(2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:

Solar Therapeutics Inc.

(3) The plan of entity conversion was duly approved in accordance with the law.

(4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

### ARTICLE I

The exact name of the corporation upon conversion is:

Solar Therapeutics Inc.

### ARTICLE II

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

The corporation is organized: (a) to cultivate, manufacture, market, promote, sell, distribute and otherwise provide products containing cannabis, products that enable persons to consume cannabis in different forms, and other related products, for medicinal uses, but only in accordance with the laws of the Commonwealth of Massachusetts; (b) to engage in all activities incidental thereto; and (c) to engage in any other activities in which a corporation formed under the laws of the Commonwealth of Massachusetts may lawfully engage.

### ARTICLE III

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

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common	240,000			

### ARTICLE IV

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

Holders of Common Stock shall be entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a stockholder fails to specify the number of shares such stockholder is voting affirmatively, it will be conclusively presumed that the stockholder's approving vote is with respect to all shares such stockholder is entitled to vote.

### ARTICLE V

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

### ARTICLE VI

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

See Article VI Continuation Sheet

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

## ARTICLE VI: CONTINUATION SHEET

1. **Limitation of Director Liability.** Except as required by applicable law, no Director of the corporation shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The preceding sentence shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which such provision becomes effective.
2. **Indemnification.** The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors, and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding, or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty. The indemnification rights provided herein (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, agreement, vote of shareholders or otherwise; and (ii) shall inure to the benefit of the heirs, executors and administrators of such persons entitled to indemnification. The Corporation may, to the extent authorized from time to time by the board of Directors, grant indemnification rights to other employees or agents of the Corporation or other persons serving the Corporation and such rights may be equivalent to, or greater or less than, those set forth herein.
3. **Partnership.** The Corporation may be a partner to the maximum extent permitted by law.
4. **Shareholder Action Without a Meeting by Less Than Unanimous Consent.** Any action that, under any provision of G.L. c. 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; provided, however, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and provided, further, that Directors may be elected by written consent only if such consent is given by shareholders holding eighty-five percent (85%) of the outstanding votes held by shareholders, except that action taken by shareholders to fill one or more vacancies on the board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.
5. **Authorization of Directors to Make, Amend or Repeal Bylaws.** The board of directors may make, amend or repeal the Bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the Bylaws requires action by the shareholders.

## ARTICLE VII

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

## ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
**1400 Brayton Point Road Somerset, MA 02725**
- b. The name of its initial registered agent at its registered office:  
**Edward Dow III**
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: **Edward Dow III**

Treasurer: **Ronald Rapoport**

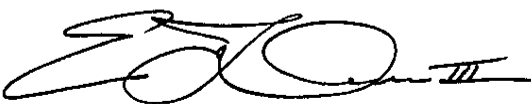
Secretary: **Michael Maxim**

Director(s): **Edward Dow III, Ronald Rapoport, Michael Maxim**

- d. The fiscal year end of the corporation:  
**December 31**
- e. A brief description of the type of business in which the corporation intends to engage:  
**Cultivate, manufacture, market, promote, sell and distribute medicinal cannabis and related products.**
- f. The street address of the principal office of the corporation:  
**1400 Brayton Point Road Somerset, MA 02725**
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:

**1400 Brayton Point Road Somerset, MA 02725**, which is  
(number, street, city or town, state, zip code)

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

Signed by:  \_\_\_\_\_,  
(signature of authorized individual)

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

on this **16<sup>th</sup>** day of **July**, **2018**

SECRETARY OF THE  
COMMONWEALTH

2018 AUG -2 PM 3:48

CORPORATIONS DIVISION

# COMMONWEALTH OF MASSACHUSETTS

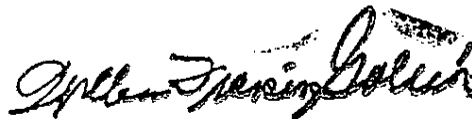
William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

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

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 475 having been paid, said articles are deemed to have been filed with me this 2 day of August, 20 18, at \_\_\_\_\_ a.m./p.m.  

*time*

Effective date: \_\_\_\_\_  
(must be within 90 days of date submitted)



WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Examiner B

Name approval

C

M

Filing fee: Minimum \$250

### TO BE FILLED IN BY CORPORATION

Contact Information:

Solar Therapeutics Inc.

1400 Brayton Point Road

Somerset, MA 02725

Telephone: (603) 498-6326

Email: edward.dow.iii@gmail.com

Upon filing, a copy of this filing will be available at [www.sec.state.ma.us/cor](http://www.sec.state.ma.us/cor). If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

1315007



**BYLAWS  
OF  
SOLAR THERAPEUTICS INC.**

## **BYLAWS OF SOLAR THERAPEUTICS INC.**

### **ARTICLE I: GENERAL**

**Section 1.01 Name and Purposes.** The name of the Corporation is Solar Therapeutics Inc. (the “Corporation”). The purpose of the Corporation shall be as set forth in the Corporation’s Articles of Entity Conversion as adopted and filed with the Office of the Secretary of State of the Commonwealth of Massachusetts (as now in effect or as hereafter amended or restated from time to time, the “Articles of Entity Conversion”) pursuant to Chapter 156D of the Massachusetts General Laws, as now in effect and as hereafter amended, or the corresponding provision(s) of any future Massachusetts General Law (“Chapter 156D”).

**Section 1.02 Articles of Entity Conversion.** These Bylaws (“Bylaws”), the powers of the Corporation and its shareholders and Board of Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions in regard thereto that may be set forth in the Articles of Entity Conversion. In the event of any conflict or inconsistency between the Articles of Entity Conversion and these Bylaws, the Articles of Entity Conversion shall control.

**Section 1.03 Corporate Seal.** The Board of Directors may adopt and alter the seal of the Corporation. The seal of the Corporation, if any, shall, subject to alteration by the Board of Directors, bear its name, the word “Massachusetts” and the year of its incorporation.

**Section 1.04 Fiscal Year.** The fiscal year of the Corporation shall commence on January 1, and end on the following December 31 of each year, unless otherwise determined by the Board of Directors.

**Section 1.05 Location of Principal Office of the Corporation.** The principal office of the Corporation shall be located at such place within the Commonwealth of Massachusetts as shall be fixed from time to time by the Board of Directors, and if no place is fixed by the Board of Directors, such place as shall be fixed by the President.

### **ARTICLE II: SHAREHOLDERS**

**Section 2.01 Place of Meeting.** Meetings of the shareholders shall be held at any place within or without the Commonwealth of Massachusetts that may be designated by the Board of Directors. Absent such designation, meetings shall be held at the principal office. The Board of Directors may, in its discretion, determine that the meeting may be held solely by means of remote electronic communication. If authorized by the Board of Directors, and subject to any guidelines and procedures adopted by the Board of Directors, shareholders not physically present at a meeting of shareholders, may participate in a meeting of shareholders by means of electronic transmission by and to the Corporation or electronic video screen communication; and, may be considered present in person and may vote at a meeting of shareholders, whether held at a designated place or held solely by means of electronic transmission by and to the Corporation or electronic video screen communication, subject to the conditions imposed by applicable law.

**Section 2.02 Annual Meeting.** The annual meeting of shareholders of this Corporation shall be held on such date and at such time as may be designated from time to time by the Board

of Directors. At the annual meeting, Directors shall be elected, and any other business may be transacted that is within the power of the shareholders and allowed by law; *provided, however*, that unless the notice of meeting, or the waiver of notice of such meeting, sets forth the general nature of any proposal to (i) approve or ratify a contract or transaction with a Director or with a corporation, firm or association in which a Director has an interest; (ii) amend the Articles of Entity Conversion of this Corporation; (iii) approve a reorganization or merger involving this Corporation; (iv) elect to wind up and dissolve this Corporation; or (v) effect a plan of distribution upon liquidation otherwise than in accordance with the liquidation preferences of outstanding shares with liquidation preferences, no such proposal may be approved at an annual meeting.

**Section 2.03 Special Shareholders' Meetings.** Special meetings of the shareholders, for any purpose whatsoever, may be called at any time by the President, the Board of Directors or by shareholders entitled to cast not less than ten percent (10%) of the corporation's voting power. Any person entitled to call a special meeting of shareholders (other than the Board of Directors) may make a written request to the Chair of the Board (if any), President or Secretary, specifying the general purpose of such meeting and the date, time and place of the meeting, which date shall be not less than thirty-five (35) days nor more than sixty (60) days after the receipt by such officer of the request. Within twenty (20) days after receipt of the request, the officer receiving such request forthwith shall cause notice to be given to the shareholders entitled to vote at such meeting, stating that a meeting will be held on the date and at the time and place requested by the person or persons requesting a meeting and stating the general purpose of the meeting. If such notice is not given twenty (20) days after receipt by the officer of the request, the person or persons requesting the meeting may give such notice. No business shall be transacted at a special meeting unless its general nature shall have been specified in the notice of such meeting; *provided, however*, that any business may be validly transacted if the requirements for such validity, as provided in Section 2.12 of these Bylaws, are met.

**Section 2.04 Shareholder Nominations and Proposals.** For business (including, but not limited to Director nominations) to be properly brought before an annual or special meeting by a shareholder, the shareholder or shareholders of record intending to propose the business (the "Proposing Shareholder") must have given written notice of the Proposing Shareholder's nomination or proposal, either by personal delivery or by the United States mail to the Secretary of the Corporation. In the case of an annual meeting, the Proposing Shareholder must give such notice to the Secretary of the Corporation no earlier than one hundred and twenty (120) calendar days and no later than ninety (90) calendar days before the date such annual meeting is to be held. If the current year's meeting is called for a date that is not within thirty (30) days of the anniversary of the previous year's annual meeting, notice must be received not later than ten (10) calendar days following the day on which public announcement of the date of the annual meeting is first made. In no event will an adjournment or postponement of an annual meeting of shareholders begin a new time period for giving a Proposing Shareholder's notice as provided above.

For business to be properly brought before a special meeting of shareholders, the notice of meeting sent by or at the direction of the person calling the meeting must set forth the nature of the business to be considered. A shareholder or shareholders who have made a written request for a special meeting pursuant to Section 2.03 of these Bylaws may provide the information required for notice of a shareholder proposal under this Section 2.04 simultaneously with the written request for the

meeting submitted to the Secretary or within ten (10) calendar days after delivery of the written request for the meeting to the Secretary.

A Proposing Shareholder's notice shall include as to each matter the Proposing Shareholder proposes to bring before either an annual or special meeting:

- (a) The name(s) and address(es) of the Proposing Shareholder(s).
- (b) The classes and number of shares of capital stock of the Corporation held by the Proposing Shareholder.
- (c) If the notice regards the nomination of a candidate for election as Director:
  - (i) The name, age, business and residence address of the candidate;
  - (ii) The principal occupation or employment of the candidate; and
  - (iii) The class and number of shares of the Corporation beneficially owned by the candidate.
- (d) If the notice is in regard to a proposal other than a nomination of a candidate for election as Director, a brief description of the business desired to be brought before the meeting and the material interest of the Proposing Shareholder of such proposal.

**Section 2.05 Notice of Shareholders' Meeting.** Except as otherwise provided by law, written notice stating the place, day and hour of the meeting, and, in case of a special meeting, the nature of the business to be transacted at the meeting, shall be given at least ten (10) days (or, if sent by third class mail, thirty (30) days) and not more than sixty (60) days before the meeting. In the case of an annual meeting, notice will include matters the Corporation's Board of Directors intends, at the time of the giving of the first of such notices, to present to the shareholders for action, and in the case of a meeting at which Directors are to be elected, the names of nominees that the Board of Directors, at the time of the giving of the first of such notices, intends to present to the shareholders for election. Proof that notice was given shall be made by affidavit of the Secretary, assistant Secretary, transfer agent or Director, or of the person acting under the direction of any of the foregoing, who gives such notice, and such proof of notice shall be made part of the minutes of the meeting. Such affidavit shall be prima facie evidence of the giving of such notice. It shall not be necessary to state in a notice of any meeting of shareholders as a purpose thereof any matter relating to the procedural aspects of the conduct of such meeting.

Notice shall be given personally, by electronic transmission or by mail, by or at the direction of the Secretary, or the officer or person calling the meeting, to each shareholder entitled to vote at the meeting. If remote participation in the meeting has been authorized by the Board of Directors, the notice shall also provide a description of the means of any electronic transmission by and to the Corporation or electronic video screen communication by which shareholders may be considered present and may vote and otherwise participate at the meeting.

If mailed, the notice shall be deemed to be given when deposited in the United States mail addressed to the shareholder at the shareholder's address as it appears on the share transfer records

of the Corporation, with postage thereon prepaid. Notice may be given to the shareholder by electronic transmission with the consent of the shareholder. Notice by electronic transmission is deemed given when the notice satisfies any of the following requirements:

- (a) Transmitted to a facsimile number provided by the shareholder for the purpose of receiving notice.
- (b) Transmitted to an electronic mail address provided by the shareholder for the purpose of receiving notice.
- (c) Posted on an electronic network, with a separate notice sent to the shareholder at the address provided by the shareholder for the purpose of alerting the shareholder of a posting.
- (d) Communicated to the shareholder by any other form of electronic transmission consented to by the shareholder.

Notice shall not be given by electronic transmission to a shareholder after either (i) the Corporation is unable to deliver two consecutive notices to such shareholder by such means or (ii) the inability to deliver such notices to such shareholder becomes known to any person responsible for giving such notices. Any person entitled to notice of a meeting may file a written waiver of notice with the Secretary either before or after the time of the meeting. The participation or attendance at a meeting of a person entitled to notice constitutes waiver of notice, except where the person objects, at the beginning of the meeting, to the lawfulness of the convening of the meeting and except that attendance is not a waiver of any right to object to conducting business at a meeting that is required to be included in the notice of the meeting, but not so included.

**Section 2.06 Persons Entitled to Vote.** Except as otherwise provided by law, and except when a record date has been fixed, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which notice is given shall be entitled to notice of a shareholders' meeting, or to vote at such meeting. In the event notice is waived, only persons in whose names shares entitled to vote stand on the stock records of the Corporation at the close of business on the business day next preceding the day on which the meeting is held shall be entitled to vote. If no record date has been fixed, the record date shall be:

- (a) For determining shareholders entitled to give consent to action by the Corporation without a meeting, the day on which the first written consent is given.
- (b) For determining shareholders for any other purpose, the later of (i) the day on which the Board of Directors adopts the resolution relating thereto, or (ii) the sixtieth (60<sup>th</sup>) day prior to the date of such other action.

**Section 2.07 Fixing the Record Date.** The Board of Directors may fix a time in the future as a record date to determine the shareholders entitled to notice of, and to vote at, any meeting of shareholders or give written consent to action by the Corporation without a meeting or entitled to receive any dividend or distribution, or to any change conversion, or exchange of shares.

A record date fixed under this Section 2.07 may not be more than sixty (60) days or less than ten (10) days before the meeting or more than sixty (60) days before any other action requiring a determination of shareholders. When a record date is so fixed, only shareholders of record at the close of business on that date are entitled to notice of and to vote at the meeting or to receive the dividend, distribution or allotment of rights, or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date. In the event any meeting of shareholders is adjourned for more than forty-five (45) days from the date set for the original meeting, the Board shall fix a new record date for purposes of giving notice of, and determining the holders of shares entitled to vote at, such adjourned meeting.

**Section 2.08 Quorum of and Action by Shareholders.** The presence at a meeting in person or by proxy of the persons entitled to vote a majority of the voting shares constitutes a quorum for the transaction of business. The shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of such number of shareholders so as to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of the shares required to constitute a quorum, except as otherwise provided by law. Except as otherwise provided by law, herein or in the Articles of Entity Conversion, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present, shall be the act of the shareholders.

**Section 2.09 Adjourned Meetings and Notice Thereof.** Any shareholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the shares present, in person or proxy. When a meeting is adjourned for forty-five (45) days or more, or if a new record date for the adjourned meeting is fixed by the Board of Directors, notice of the adjourned meeting shall be given to such shareholders of record entitled to vote at the adjourned meeting, as in the case of any original meeting. When a meeting is adjourned for less than forty-five (45) days, and a new record date is not fixed by the Board of Directors, it shall not be necessary to give any notice of the time and place of the adjourned meeting, means of electronic transmission or electronic video screen communication, if any, or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken, provided only business that might have been transacted at the original meeting may be conducted at such adjourned meeting.

**Section 2.10 Conduct of Meetings.** The Board of Directors may adopt by resolution rules and regulations for the conduct of meetings of the shareholders as it shall deem appropriate. At every meeting of the shareholders, the President, or in his or her absence or inability to act, a Director or officer designated by the Board of Directors, shall serve as the presiding officer. The Secretary or, in his or her absence or inability to act, the person whom the presiding officer of the meeting shall appoint secretary of the meeting, shall act as secretary of the meeting and keep the minutes thereof.

The presiding officer shall determine the order of business and, in the absence of a rule adopted by the Board of Directors, shall establish rules for the conduct of the meeting. The presiding officer shall announce the close of the polls for each matter voted upon at the meeting, after which no ballots, proxies, votes, changes or revocations will be accepted. Polls for all matters before the meeting will be deemed to be closed upon final adjournment of the meeting.

**Section 2.11 Voting of Shares.** Unless otherwise provided by law or in the Articles of Entity Conversion, each shareholder entitled to vote is entitled to one (1) vote for each share of Common Stock. Any holder of shares entitled to vote on any matter may vote part of such shares in favor of the proposal and refrain from voting the remaining shares or vote them against the proposal. If a shareholder fails to specify the number of shares such shareholder is voting affirmatively, it will be conclusively presumed that the shareholder's approving vote is with respect to all shares such shareholder is entitled to vote.

**Section 2.12 Consent of Absentees.** The transactions of any meeting of shareholders, however called or noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. The waiver, notice or consent need not specify the business transacted or purpose of the meeting, except as required by Chapter 156D. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**Section 2.13 Voting by Proxy or Nominee.** Every person entitled to vote or execute consents may do so either in person or by one (1) or more agents authorized by a written proxy executed by the person or such person's duly authorized agent and filed with the Secretary of the Corporation. A proxy is not valid after the expiration of eleven (11) months from the date of its execution, unless the person executing it specifies therein the length of time for which it is to continue in force. Except as set forth below, any proxy duly executed is not revoked, and continues in full force and effect, until an instrument revoking it, or a duly executed proxy bearing a later date, executed by the person executing the prior proxy and presented to the meeting, is filed with the Secretary of the Corporation, or unless the person giving the proxy attends the meeting and votes in person, or unless written notice of the death or incapacity of the person executing the proxy is received by the Corporation before the vote by such proxy is counted. A proxy that states on its face that it is irrevocable will be irrevocable for the period of time specified in the proxy, if held by a person (or nominee of a person) specified by law to have sufficient interest to make such proxy irrevocable and only so long as he shall have such interest, subject to G.L. c. 156D, § 7.22.

**Section 2.14 Action by Shareholders Without a Meeting.** Any action, that, under any provision of Chapter 156D may be taken at a meeting of the shareholders, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares are entitled to vote thereon were present and voted; *provided, however*, that unless the consents of all shareholders entitled to vote have been solicited in writing, notice shall be given (in the same manner as notice of meetings is to be given), and within the time limits prescribed by law, of such action to all shareholders entitled to vote who did not consent in writing to such action; and *provided, further*, that Directors may be elected by written consent only if such consent is unanimously given by all shareholders entitled to vote, except that action taken by shareholders to fill one (1) or more vacancies on the Board other than a vacancy created by the removal of a Director, may be taken by written consent of a majority of the outstanding shares entitled to vote.

### **ARTICLE III: DIRECTORS**

**Section 3.01 Number of Directors; Identity of Initial Directors.** The authorized number of Directors of the Corporation shall be three (3) until changed by an amendment to these Bylaws duly adopted in accordance with these Bylaws by the vote or written consent of a majority of the outstanding shares entitled to vote. The initial Directors shall be:

- (a) Edward Dow III.;
- (b) Ronald Rapoport; and
- (c) Michael Maxim;

**Section 3.02 Powers.** All corporate power shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except such powers expressly conferred upon or reserved to the shareholders, and subject to any limitations set forth by law, by the Articles of Entity Conversion or by these Bylaws.

Without limiting the generality of the foregoing, and subject to the same limitations, it is hereby expressly declared that the Directors shall have the power and, to the extent required by law, the duty to:

(a) Appoint and remove at pleasure of the Board all officers, managers, management companies, agents and employees of the Corporation, prescribe their duties in addition to those prescribed in these Bylaws, supervise them, fix their compensation and require from them security for faithful service. Such compensation may be increased or diminished at the pleasure of the Directors;

(b) Conduct, manage and control the affairs and business of the Corporation, make rules and regulations not inconsistent with the Articles of Entity Conversion or applicable law or these Bylaws, make all lawful orders on behalf of the Corporation and prescribe in the manner of executing the same;

(c) Incur indebtedness and borrow money on behalf of the Corporation and designate from time to time the person or persons who may sign or endorse checks, drafts or other orders of payment of money, notes or other evidences of indebtedness, issued in the name of, or payable to, the Corporation, and prescribe the manner of collecting or depositing funds of the Corporation and the manner of drawing checks thereon;

(d) Appoint by resolution of a majority of the authorized number of Directors an executive committee and other committees and delegate to the executive committee any of the powers and authorities of the Board in the management of the business and affairs of the Corporation, except the powers to (i) fill vacancies on the Board or any committee, (ii) fix compensation of Directors; (iii) adopt, amend or repeal these Bylaws; (iv) amend or repeal resolutions of the Board that are expressly non-amendable or not able to be repealed; (v) declare a dividend or distribution to shareholders or authorize the repurchase of the Corporation's shares except at a rate, in a periodic amount or within a range,



determined by the Board; (vi) establish other committees of the Board; or (vii) approve any action that in addition to Board approval requires shareholder approval. The executive committee shall be composed of two (2) or more Directors. The provisions of these Bylaws regarding notice and meetings of Directors shall apply to all committees;

(e) Authorize the issuance of stock of the Corporation from time to time, upon such terms as may be lawful; and

(f) Prepare an annual report to be sent to the shareholders after the close of the fiscal or calendar year of this Corporation, which report shall comply with the requirements of law. To the extent permitted by law, the requirements that an annual report be sent to shareholders and the time limits for sending such reports are hereby waived, the Directors, nevertheless, having the authority to cause such report to be sent to shareholders.

**Section 3.03 Term of Office.** Directors shall hold office until the next annual meeting of shareholders and until their successors are elected.

**Section 3.04 Vacancies and Newly Created Directorships.** A vacancy on the Board of Directors exists in case of the occurrence of any of the following events:

(a) The death, resignation or removal of any Director.

(b) The removal or declaration of vacancy by the Board of Directors of a Director who has been declared of unsound mind by a court order or convicted of a felony.

(c) The Director is a member who is divested from ownership of the marijuana business resulting from a decision by either the state or local licensing authority.

(d) The authorized number of Directors is increased.

(e) At any annual, regular or special meeting of shareholders at which any Director is elected, the shareholders fail to elect the full authorized number of Directors to be voted for at that meeting.

All vacancies may be filled by the approval of the Board of Directors or, if there is less than a quorum of Directors, by (i) a vote of the majority of the remaining Directors at a meeting held pursuant to notice or waivers of notice complying with G.L. c. 156D, (ii) unanimous written consent or (iii) a sole remaining Director. Each Director so elected shall hold office until his successor is elected at an annual, regular or special meeting of the shareholders. The shareholders may, by vote or written consent of a majority of outstanding shares entitled to vote in the election of Directors, elect a Director at any time to fill any vacancy not filled by the Directors. The shareholders may, by vote of a majority of outstanding shares entitled to vote in the election of Directors or unanimous written consent, elect a Director at any time to fill any vacancy created by removal of a Director, except that a vacancy created pursuant to clause (b) of this Section 3.04 may be filled by the Board of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board or the shareholders may elect a successor to take office when the resignation becomes effective. A reduction of the authorized number of Directors does not remove any Director prior to the expiration of that Director's term of office.

**Section 3.05 Removal.** The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony, or who has been barred from ownership of a marijuana business by a final decision of an applicable state or local licensing authority, or otherwise in a manner provided by law.

Any or all of the Directors may be removed from office at any duly called meeting without cause by a vote of the shareholders entitled to elect them. If one (1) or more Directors are so removed at a meeting of shareholders, the shareholders may elect new Directors at the same meeting.

**Section 3.06 Resignation.** A Director may resign effective on giving written notice to the President, unless the notice specifies a later effective date.

**Section 3.07 Meetings of Directors.**

(a) **Regular Meetings.** A regular annual meeting of the Board shall be held immediately after, and at the same place as, the annual meeting of shareholders for the purpose of electing officers and transacting any other business. The Board may provide for other regular meetings from time to time by resolution.

(b) **Special Meetings.** Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, by any two (2) Directors or by one (1) Director in the event that there is only one (1) Director. Notice of the time and place of special meetings shall be delivered by mail, electronic delivery or orally. If notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the meeting. In the case the notice is delivered either orally or by electronic delivery shall be delivered at least forty-eight (48) hours before the time of the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director whom the person giving notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of the meeting nor the place if it is to be held at the principal office of the Corporation.

(c) **Place of Meetings.** Meetings of the Board may be held at any place within or without the Commonwealth of Massachusetts that has been designated in the notice. If a place has not been stated in the notice or there is no notice, meetings shall be held at the principal office of the Corporation unless another place has been designated by a resolution duly adopted by the Board.

**Section 3.08 Electronic Participation.** Members of the Board may participate in a meeting through conference telephone, electronic video screen communication or other electronic transmission by and to the Corporation. Participation in a meeting by conference telephone or electronic video screen communication constitutes presence in person as long as all Directors participating can hear one another. Participation by other electronic transmission by and to the Corporation (other than conference telephone or electronic video screen communication) constitutes presence in person at the meeting as long as participating Directors can communicate with other participants concurrently, each Director has the means to participate in all matters before the Board, including the ability to propose or object to a specific corporate action, and the

Corporation implements some means of verifying that each person participating is entitled to participate and all votes or other actions are taken by persons entitled to participate.

**Section 3.09 Quorum of and Action by Directors.** A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless G.L. c. 156D or the Articles of Entity Conversion require a greater number. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the Directors who constitute the required quorum for such meeting. A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated time and place. In the absence of quorum, a majority of the Directors present may adjourn from time to time. Notice of the time and place of a meeting that has been adjourned for more than twenty-four (24) hours shall be given to the Directors not present at the time of the adjournment.

**Section 3.10 Compensation.** Directors may receive compensation for their services, and the Board of Directors may authorize payment of a fixed fee and expenses of attendance, if any, for attendance at any meeting of the Board of Directors or committee thereof. A Director shall not be precluded from serving the Corporation in any other capacity and receiving compensation for services in that capacity. The Directors may, from time to time, establish compensation policies of the Corporation consistent with this Section 3.10.

**Section 3.11 Action by Directors Without a Meeting.** Any action required or permitted to be taken by the Board of Directors or any committee thereof under G.L. c. 156D may be taken without a meeting if, prior or subsequent to the action, a consent or consents thereto by all of the Directors in office, or all the committee members then appointed, is filed with the Secretary to be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

**Section 3.12 Committees of the Board of Directors.** The Board of Directors, by resolution adopted by a majority of authorized Directors, may designate one (1) or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board and to exercise the authority of the Board of Directors to the extent provided in the resolution establishing the committee and permitted by law. The Board of Directors may adopt governance rules for any committee consistent with these Bylaws. The provisions of these Bylaws applicable to meetings and actions of the Board of Directors shall govern meetings and actions of each committee, with the necessary changes made to substitute the committee and its members for the Board of Directors and its members.

A committee of the Board of Directors does not have the authority to:

- (a) Approve actions that require approval of the shareholders or the outstanding shares.
- (b) Fill vacancies on the Board or in any committee.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.

- (d) Amend or repeal bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its terms is not so amendable or repealable.
- (f) Make a distribution to shareholders, except at a rate, in a periodic amount or within a price range set forth in the Articles of Entity Conversion or determined by the Board.
- (g) Appoint other committees or Board members.

The Board of Directors, by resolution adopted by the majority of authorized Directors, may designate one (1) or more Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee.

The designation of a committee of the Board of Directors and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

#### **ARTICLE IV: OFFICERS**

**Section 4.01 Positions and Election.** The officers of the Corporation shall be elected by the Board of Directors and shall be a President, a Secretary, a Treasurer and all other officers as may from time to time be determined by the Board of Directors. At the discretion of the Board of Directors, the Corporation may also have other officers, including but not limited to one (1) or more Vice Presidents or assistant Vice Presidents, one (1) or more assistant Secretaries, a Chief Financial Officer and a Chief Operations Officer, as may be appointed by the Board of Directors, with such authority as may be specifically delegated to such officers by the Board of Directors. Any two (2) or more offices may be held by the same person.

Officers shall be elected annually at the meeting of the Board of Directors held after each annual meeting of shareholders. Each officer shall serve until a successor is elected and qualified or until the earlier death, resignation or removal of that officer. Vacancies or new offices shall be filled at the next regular or special meeting of the Board of Directors.

**Section 4.02 Removal and Resignation.** Any officer elected or appointed by the Board of Directors may be removed with or without cause by the affirmative vote of the majority of the Board of Directors. Removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer chosen by the Board of Directors may resign at any time by giving written notice to the Corporation. Unless a different time is specified in the notice, the resignation shall be effective upon its receipt by the President, the Secretary or the Board.

**Section 4.03 Powers and Duties of Officers.** The powers and duties of the officers of the Corporation shall be as provided from time to time by resolution of the Board of Directors or by direction of an officer authorized by the Board of Directors to prescribe the duties of other

officers. In the absence of such resolution, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to the Corporation subject to the control of the Board of Directors.

#### **ARTICLE V: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 5.01 Indemnification of Officers or Directors.** The Corporation shall, to the extent permitted by G.L. c. 156D, indemnify all persons who have served or may serve at any time as officers or Directors of the Corporation and their heirs, executors, administrators, successors and assigns, from and against any and all loss and expense, including amounts paid in settlement before or after suit is commenced, and reasonable attorney's fees, actually and necessarily incurred as a result of any claim, demand, action, proceeding or judgment that may have been asserted against any such persons, or in which these persons are made parties by reason of their being or having been officers or Directors of the Corporation. This right of indemnification shall not exist in relation to matters as to which it is adjudged in any action, suit or proceeding that these persons are liable for negligence or misconduct in the performance of duty.

**Section 5.02 Non-Exclusivity of Indemnification Rights and Authority to Insure.** The foregoing rights of indemnification and advancement of expenses shall be in addition to and not exclusive of any other rights to which any person may be entitled pursuant to any agreement with the Corporation, or under any statute, provision of the Articles of Entity Conversion or any action taken by the Directors or shareholders of the Corporation.

The Corporation may buy and maintain insurance to protect itself and any agent against any expense asserted against them or incurred by an agent, whether or not the Corporation could indemnify the agent against the expense under applicable law or the provisions of this Article V.

#### **ARTICLE VI: SHARE CERTIFICATES AND TRANSFER**

**Section 6.01 Share Certificates.** Shares of the Corporation may, but need not, be represented by certificates. Each certificate issued shall bear all statements or legends required by law to be affixed thereto. For all shares issued or transferred without certificates, the Corporation shall within a reasonable time after such issuance or transfer send the shareholder a written statement of the information required on share certificates pursuant to G.L. c. 156D, § 6.25(b) & (c) and § 6.27. Shareholders can request and obtain a statement of rights, restrictions, preferences and privileges regarding classified shares or a class of shares with two (2) or more series, if any, from the Corporation's principal office. Each certificate issued shall bear all statements or legends required by law to be affixed thereto.

Every certificate for shares shall be signed by (i), the President, or a Vice President and (ii) the Chief Financial Officer, an assistant Treasurer, the Secretary or any assistant Secretary.

**Section 6.02 Transfers of Shares.** Transfer of shares of the Corporation shall be made only on the books of the Corporation by the registered holder thereof or by such other person as may under law be authorized to endorse such shares for transfer, or by such shareholder's attorney thereunto authorized by power of attorney duly executed and filed with the Secretary or transfer agent of the Corporation. Except as otherwise provided by law, upon surrender to the Corporation

or its transfer agent of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the Corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books.

**Section 6.03 Registered Shareholders.** The Corporation may treat the holder of record of any shares issued by the Corporation as the holder in fact thereof, for purposes of voting those shares, receiving distributions thereon or notices in respect thereof, transferring those shares, exercising rights of dissent with respect to those shares, exercising or waiving any preemptive right with respect to those shares, entering into agreements with respect to those shares in accordance with the laws of the Commonwealth of Massachusetts or giving proxies with respect to those shares.

**Section 6.04 Lost, Stolen, or Destroyed Certificates.** The Board of Directors may issue a new share certificate in place of any certificate it previously issued that the shareholder alleges to have been lost, stolen or destroyed provided that the shareholder or the shareholder's legal representative of the lost, stolen or destroyed certificate shall give the Corporation a bond or other adequate security sufficient to indemnify the Corporation against any potential claim against the Corporation because of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

## **ARTICLE VII: CORPORATE RECORDS AND INSPECTION**

**Section 7.01 Records.** The Corporation shall maintain adequate and correct books and records of account, minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors, and a record of its shareholders, including names and addresses of all shareholders and the number and class of shares held, along with any other records required by law. The Corporation shall keep such record of its shareholders at its principal office, as fixed by the Board of Directors from time to time, or at the office of its transfer agent or registrar. The Corporation shall keep its books and records of account and minutes of the proceedings of the shareholders, Board of Directors and committees of the Board of Directors at its principal office, or such other location as shall be designated by the Board of Directors from time to time.

**Section 7.02 Inspection of Books and Records.** The Corporation's accounting books and records and minutes of proceedings of the shareholders, Board of Directors and committees of the Board of Directors shall, to the extent provided by law, be open to inspection of Directors, shareholders and voting trust certificate holders, in the manner provided by law.

**Section 7.03 Certification and Inspection of Bylaws.** The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, which shall be open to inspection by the shareholders at all reasonable times during office hours.

## **ARTICLE VIII: MISCELLANEOUS**

**Section 8.01 Checks, Drafts, Etc.** All checks, drafts or other instruments for payment of money or notes of the Corporation shall be signed by an officer or officers or any other person or persons as shall be determined from time to time by resolution of the Board of Directors.

**Section 8.02 Conflict with Applicable Law or Articles of Entity Conversion.** Unless the context requires otherwise, the general provisions, rules of construction and the definitions of G.L. c. 156D shall govern the construction of these Bylaws. These Bylaws are adopted subject to any applicable law and the Articles of Entity Conversion. Whenever these Bylaws may conflict with any applicable law or the Articles of Entity Conversion, such conflict shall be resolved in favor of such law or the Articles of Entity Conversion.

**Section 8.03 Invalid Provisions.** If any one (1) or more of the provisions of these Bylaws, or the applicability of any provision to a specific situation, shall be held invalid or unenforceable, the provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any provision shall not be affected thereby.

**Section 8.04 Emergency Management of the Corporation.** In anticipation of or during an emergency, as defined in G.L. c. 156D, § 3.03(d), the Board, in order to conduct the ordinary business affairs of the Corporation, shall modify procedures, including, but not limited to, calling a board meeting, quorum requirements for such board meeting and designation of additional or substitute Directors; *provided*, that such modifications may not conflict with the Articles of Entity Conversion.

In anticipation of or during an emergency, the Corporation shall be able to take any and all of the following actions to conduct the Corporation's ordinary business affairs and operations:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, employee or agent resulting from the emergency.
- (b) Relocate the principal office or designate alternative principal offices or regional offices.
- (c) Give notice to Directors in any practicable matter under the circumstances, including but not limited to publication and radio, when notice of a board meeting cannot be given in a manner prescribed by these Bylaws.
- (d) Deem that one (1) or more officers present at a board meeting is a Director as necessary to achieve a quorum for that meeting.

**Section 8.05 Reports.** The Corporation shall provide all shareholders with notice of the availability of annual financial reports of the Corporation before the earlier of the annual meeting of the shareholders or one hundred and twenty (120) days after the close of the fiscal year. Such financial reports shall be prepared and provided to the shareholders upon request in compliance with G.L. c. 156D, § 16.20.

**Section 8.06 Advisement of Counsel.** THE CULTIVATION, PRODUCTION AND SALE OF CANNABIS IS ILLEGAL UNDER FEDERAL LAW. NEITHER PARTY, NOR ATTORNEYS FOR COMPANY, HAVE MADE ANY REPRESENTATION TO THE CONTRARY.

## **ARTICLE IX: AMENDMENT OF BYLAWS**

**Section 9.01 Amendment by Shareholders.** Shareholders may adopt, amend or repeal these Bylaws by the vote or written consent of the holders of a majority of the outstanding shares entitled to vote, except as otherwise provided by law, these Bylaws or the Articles of Entity Conversion.

**Section 9.02 Amendment by Directors.** Subject to the rights of shareholders as provided in Section 9.01, and the statutory limitations of G.L. c. 156D, the Board of Directors may adopt, amend or repeal these Bylaws.

[SIGNATURE PAGE TO FOLLOW]



**CERTIFICATE OF SECRETARY  
OF  
Solar Therapeutics Inc.**

The undersigned, Michael Maxim, hereby certifies that [s]he is the duly elected and acting Secretary of SOLAR THERAPEUTICS INC., a Massachusetts corporation (the "Corporation"), and that the foregoing Bylaws were adopted as the Bylaws of the Corporation as of \_\_\_\_\_, 2018, and that the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this certificate on behalf of the Corporation as of this 16 day of JULY, 2018.

SOLAR THERAPEUTICS INC.

By: Michael Maxim  
Name: Michael Maxim  
Title: Secretary



**Solar Therapeutics Inc.**

**Business Plan**

**August 20, 2018**

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## **1. EXECUTIVE SUMMARY**

### **1.1 Mission Statement and Message from the CEO**

Solar Therapeutics Inc. (“Solar Thera”) is a Marijuana Establishment committed to creating a safe and clean community environment that provides consistent, high quality cannabis to consumers who are 21 years of age or older.

To sustainably provide cannabis with a smaller energy footprint. We will be the first entirely SOLAR powered facility in operation. Join our movement!

### **1.2 Product**

Solar Thera will offer a variety of cannabis products that will be compliant with the guidelines and regulations set out by the Commission.

In addition to traditional sativa, indica, and hybrid cannabis flower, Solar Thera will offer a range of products and services that will allow Solar Thera to serve customers. Products Solar Thera intends to offer include, but will not be limited to:

1. Concentrates
2. Topical Salves
3. Creams/Lotions
4. Patches
5. Oral Mucosal/Sublingual Dissolving Tablets
6. Tinctures
7. Sprays
8. Inhalation ready to use Co2 Extracted Hash Oils
9. Pre-Dosed Oil Vaporizers
10. Ingestion Capsules
11. Food/Beverages

### **1.3 Customers**

Solar Thera’s target customers include adults 21 years of age and older.

### **1.4 What Drives Us**

Solar Thera’s goals include:

1. Serving customers 21 years of age or older with a wide variety of high quality, consistent, laboratory-tested cannabis and derivatives;
2. Assisting local communities in offsetting the cost of Solar Thera’s operations within their communities;
3. Hiring employees and contractors from within the communities served;
4. Hiring employees and contractors from communities that have been particularly harmed by the war on drugs;
5. Hiring employees from economically distressed communities and giving them the space

and knowledge to flourish professionally within Solar Thera and the cannabis industry as a whole;

6. Having a diverse and socially representative pool of employees;
7. Empower the next generation of entrepreneurs and leaders through hiring, training, and teaching;
8. Running an environmentally friendly cultivation site in the Commonwealth of Massachusetts through the use of efficient cultivation methods; and
9. Creating branded marijuana products that are safe, effective, consistent, and high quality.
10. Sustainably providing marijuana with a solar powered facility

## **2. COMPANY DESCRIPTION**

### **2.1 Structure**

Solar Thera is a Massachusetts domestic for-profit corporation interested in applying for a Certificate of Registration from the Massachusetts Cannabis Control Commission (the “**Commission**”) to operate in the Commonwealth.

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

### **2.2 Operations**

Solar Thera will be located in Somerset. Solar Thera has leased a solar-powered facility.

The facility is well positioned and matches the ideal picture of a community dispensary store. Before taking over the facility, it was used as a plastic remanufacturing plant and remains in good condition. The business will be launching with just one outlet in Somerset but has plans to open other outlets in key locations in Massachusetts.

The facility encompasses a total of 66,000 square feet, with approximately 36,000 square feet dedicated exclusively to cultivation and approximately 30,000 square feet of space dedicated to supporting cultivation efforts.

Solar Thera will establish inventory controls and procedures for reviewing comprehensive inventories of marijuana products in the process of cultivation and finished, stored marijuana; conduct a monthly inventory of marijuana in the process of cultivation and finished, stored marijuana; conduct a comprehensive annual inventory at least once every year after the date of the previous comprehensive inventory; and promptly transcribe inventories if taken by use of an oral recording device.

Solar Thera will tag and track all marijuana seeds, clones, plants, and marijuana products using a seed-to-sale methodology in a form and manner approved by the Commission.

No marijuana product, including marijuana, will be sold or otherwise marketed that is not tested

by Independent Testing Laboratories, except as allowed under 935 CMR 500.000.

Solar Thera will maintain records, which will be available for inspection by the Commission upon request. The records will be maintained in accordance with generally accepted accounting principles. Records will be maintained for at least 12 months.

Solar Thera will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 935 CMR 500.105(10)(b) or otherwise approved by the Commission. The deductible for each policy will be no higher than \$5,000 per occurrence.

Solar Thera will provide adequate lighting, ventilation, temperature, humidity, space, and equipment, in accordance with applicable provisions of 935 CMR 500.105 and 500.110.

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

Solar Thera will demonstrate consideration of the factors for Energy Efficiency and Conservation outlined in 935 CMR 500.105(15) as part of its operating plan and application for licensure.

Prior to commencing operations, Solar Thera will provide proof of having obtained a surety bond in an amount equal to its licensure fee payable to the Marijuana Regulation Fund. The bond will ensure payment of the cost incurred for the destruction of cannabis goods necessitated by a violation of St. 2016, c. 334, as amended by St. 2017, c. 55 or 935 CMR 500.000 or the cessation of operation of Solar Thera.

Solar Thera and Solar Thera agents will comply with all local rules, regulations, ordinances, and bylaws.

We have achieved:

1. Provisional certificate of Registration
2. Host Community Agreement
3. Architectural Drawings
4. Leasing a solar powered facility

### **2.3 Security**

Solar Thera will contract with a professional security and alarm company to design, implement, and monitor a comprehensive security plan to ensure that the facility is a safe and secure environment for employees and the local community.

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

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

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

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

Only Solar Thera's registered agents and other authorized visitors (e.g. contractors, vendors) will be allowed access to the facility, and a visitor log will be maintained in perpetuity.

All agents and visitors will be required to visibly display an ID badge, and Solar Thera will maintain a current list of individuals with access.

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

Solar Thera will have security personnel on-site during business hours.

## **2.4 Benefits to the Municipality**

Solar Thera looks forward to working cooperatively with the Town of Somerset which approved 2016 Ballot Question 4 legalizing adult use marijuana. To ensure that Solar Thera operates as a responsible, contributing member of the Somerset community. Solar Thera anticipates establishing a mutually beneficial relationship with the Town in exchange for permitting Solar Thera to site and operate in Somerset. The Town stands to benefit in various ways, including but not limited to the following:

- **Jobs:**
  - A cultivation facility will add 42 full-time jobs, in addition to hiring qualified, local contractors and vendors.
- **Monetary Benefits:**
  - A Host Community Agreement with significant monetary donations will provide the Town with additional financial benefits beyond local property taxes.
- **Access to Quality Product:**
  - Solar Thera will allow qualified consumers in the Commonwealth to have access to high quality marijuana and marijuana products that are tested for cannabinoid content and contaminants
- **Control:**
  - In addition to the Commission, the Somerset Police Department and other municipal departments will have oversight over Solar Thera's security systems and processes.

- Responsibility:
  - Solar Thera is comprised of experienced cultivators and professionals who will be thoroughly background checked and scrutinized by the Commission.
- Economic Development:
  - Solar Thera's renovation of the facility will revitalize the area and contribute to the overall economic development of the local community.

## **2.5 Zoning**

Located at 1400 Brayton Point Road, Somerset, MA 02725. The cultivation facility complies with all Somerset zoning requirements.

In accordance with Somerset's Zoning Bylaws, the proposed property is located in Somerset's Industrial District.

In accordance with the Commission's regulations, the property is not located within 500 feet of a public or private school providing education to children in kindergarten or grades 1 through 12.

## **3. MARKET RESEARCH**

### **3.1 Industry**

Solar Thera's proposed location is located in Somerset. Surrounding areas include Bristol County.

### **3.2 Customers**

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

### **3.3 Competitors**

Solar Thera's competitors include other cannabis cultivation sites.

### **3.4 Competitive Advantage**

Solar Thera's competitive advantages over their competition include a diverse team and a smaller energy footprint.

Solar Thera possesses several strengths which will separate Solar Thera from the competition. The industry is rapidly growing, and customers are scrutinizing the quality of cannabis dispensed, the service offered, the location of the dispensary, the discounts offered for the products, and to some extent, the branding of the business.

### **3.5 Regulations**



Solar Thera is a Marijuana Establishment, consistent with the objectives of St. 2016, c. 334, as amended by St. 2017, c. 55 and 935 CMR 500.000.

Solar Thera will be registered to do business in the Commonwealth as a domestic business corporation or another domestic business entity. Solar Thera will maintain the corporation in good standing with the Massachusetts Secretary of the Commonwealth and the Department of Revenue.

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

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

#### **4. PRODUCT / SERVICE**

##### **4.1 Product & Service**

Our core product as a cultivator will be marijuana, which will come in a variety of strains and product types. We will also engage in the sale of marijuana related products.

##### **4.2 Pricing Structure**

Solar Thera's pricing structure will vary based on market conditions. Solar Thera plans to produce products of superior quality and will price its products accordingly.

#### **5. MARKETING & SALES**

##### **5.1 Growth Strategy**

Solar Thera's plan to grow the company includes:

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

Solar Thera plans to seek additional, appropriate locations in the surrounding area to expand business and reach an increased number of customers in the future.

##### **5.2 Communication**

Solar Thera will engage in reasonable marketing, advertising, and branding practices that do not jeopardize the public health, welfare, or safety of the general public, or promote the diversion of

marijuana or marijuana use in individuals younger than 21 years old. Any such marketing, advertising, and branding created for viewing by the public will include the statement: “Please Consume Responsibly,” in a conspicuous manner on the face of the advertisement and will include a minimum of two of the warnings, located at 935 CMR 500.105(4)(a), in their entirety in a conspicuous manner on the advertisement.

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

Solar Thera will communicate with customers through:

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

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

### **5.3 Sales**

Solar Thera will sell its product and service by engaging customers with knowledgeable in-store personnel.

Solar Thera will seek events where 85% or more of the audience is reasonably expected to be 21 years of age or older, as determined by reliable, current audience composition data. At these events, Solar Thera will market its products and services to reach a wide range of qualified consumers.

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

Packaging for marijuana products sold or displayed for consumers in multiple servings will allow a consumer to easily perform the division into single servings and include the following

statement on the exterior of the package in a printed font that is no smaller than ten-point Times New Roman, Helvetica, or Arial, including capitalization: “INCLUDES MULTIPLE SERVINGS.” Solar Thera will not sell multiple serving beverages and each single serving of an edible marijuana product contained in a multiple-serving package will be marked, stamped, or otherwise imprinted with the symbol issued by the Commission under 935 CMR 500.105(5) that indicates that the single serving is a marijuana product. At no point will an individual serving size of any marijuana product contain more than five (5) milligrams of delta-nine tetrahydrocannabinol.

#### **5.4 Logo**

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

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



## 6. FINANCIAL PROJECTIONS<sup>1</sup>

Fiscal Year	FIRST FULL FISCAL YEAR PROJECTIONS 2019	SECOND FULL FISCAL YEAR PROJECTIONS 2020	THIRD FULL FISCAL YEAR PROJECTIONS 2021
Projected Revenue	\$ 14,160,000	\$ 38,200,000	\$ 42,100,000
Projected Expenses	\$ 3,500,000	\$5,300,000	\$ 5,800,000
Number of unique customers for the year	1,562	1,640	1,722
Number of customer visits for the year	18,774	19,680	20,664
Projected % of customer growth rate annually	---	5%	5%
Estimated purchased ounces per visit	1	1	1
Estimated cost per ounce	\$ 350	\$ 325	\$ 300
Total FTEs in staffing	42	56	65
Total marijuana inventory for the year (in lbs.)	6400	12,800	14,000
Total marijuana sold for the year (in lbs.)	6,200	12,500	13,600
Total marijuana left for roll over (in lbs.)	200	300	400

<sup>1</sup> Projections assume retail sales for Solar Thera's licensed retailer establishments, as well as the potential for expanded cultivation operations in future years.

## **7. TEAM**

### **7.1 General**

Solar Thera has put together a team to implement the operations of the cultivation site. Solar Thera intends to create 42-99 full-time staff positions within the first three years of operations in Somerset. No individual on the Solar Thera team is a controlling person with over more than three licenses in a particular class of license.

### **7.2 CEO / COO / CFO**

#### ***Edward Dow III: (Chief Executive Officer and Chief Operating Officer)***

Edward is a graduate of University of New Hampshire and is actively pursuing his Master's in Business at University of Massachusetts. Edward has a diverse professional background, ranging from engineering, to sales management, and corporate management.

Currently Edward steers Dow Capital Partners, an investment firm comprised of a diverse group of professionals that controls over \$7 million in assets. He also directs Solar Therapeutics, an innovative 67,000 square foot marijuana establishment that will supply both medical and recreational marijuana products upon completion of build-out. Solar Therapeutics is designed based on all industry best-practices while employing extensive green-initiative equipment including solar fields, natural gas cogeneration units, as well as battery storage and rain water collection. There are no known comparable grow facilities within the country.

Edward has an extensive engineering background, formerly working for Woods Hole Oceanographic Institution (WHOI). Originally an engineering assistant at the Advanced Engineering Labs, he was responsible for managing production and build schedule for commercial sensors and instrumentation. Duties evolved to design and lead to his eventual title of Engineer with the Deep Submergence Laboratory (DSL). At DSL, Edward was able to travel the world mobilizing ROV Jason, a remotely operated underwater vehicle. Extensive mechanical and electrical systems were routinely assembled and disassembled on ships around the world. Assembly and transport required extensive logistical shipping, management between contractors, routine heavy equipment and crane operations, as well as hard 'shipping out' deadlines.

While designing parts and equipment at WHOI, Edward realized a supply gap within the engineered metal finishing space. It was clear that engineers were specifying consistent, hard anodized finishes that required tighter tolerances than local industry provided. It was then Edward began the design and construction of Bay State Metal Finishing (BSM) in January 2012. BSM provides engineered metal finishes used within multiple high-tech industries including oceanography, aeronautics, and automated machinery. Duties involved design and construction of an industrial processing facility while working with all relevant local and federal zoning authorities, permitting boards, along with engineers, contractors, and local municipalities. Special variances were routinely worked through, as well as continual collaboration with regulatory authorities. Facility includes advanced process equipment, gantry cranes, automated HVAC systems, and on-site water treatment plant. Bay State Metal still serves the underwater science and exploration industry.

Additionally, Edward completed a year-long corporate management training program, and subsequently worked in all aspects of commercial sales within the construction industry for Wolesly PLC (Now Ferguson PLC) for the following two years prior to WHOI.

Edward will leverage his multi-faceted experience to implement the strategy and operations of Solar Therapeutics.

***Robert Keller: (Chief Financial Officer)***

Mr. Robert Keller shall serve as the Chief Financial Officer. He is a founding member of Patriot Capital LLC started in 2016. Patriot Capital is a private equity firm established to fund the expansion of state licensed marijuana cultivation and dispensing operations. Mr. Keller and Patriot Capital recently sourced over 40% of the capital required to complete a \$11 million private equity deal in the Massachusetts cannabis market.

Mr. Keller earned his Associates of Arts in architecture from Dean College and his Bachelor of Science in economics from the University of Arizona in 1998. In the fall of 1998 he accepted an offer from Fidelity Investments as a financial representative which started a 15-year tenure that consisted of developing and managing Fidelity's largest book of assets under management consisting of Fidelity's highest net worth clients exceeding \$990 million. While at Fidelity Mr. Keller was recognized three times by receiving Fidelity's highest recognition for performance the Fidelity Presidents Circle Award. This experience enabled Mr. Keller to receive extensive training in regulatory compliance, taxation, capital markets and complex investment strategies. The experience provided the foundation for him to start with UBS Financial Services in 2012 as Vice President of Wealth Management. While he was at UBS Mr. Keller managed a boutique firm of high net worth clients including the implementation of complex investment strategies, estate planning techniques, risk and tax mitigation and private equity.

In addition to his business interests, Mr. Keller has spent a considerable time pursuing charitable and community endeavors. He has been a Milford Rotarian since 2012 serving as director from 2015-2017. Milford Rotary raises and distributes over \$100,000 annually to local and international charities. Mr. Keller has also been a director at Andy's Summer Playhouse since 2014. Andy's Playhouse is a children's theater that focuses on original pieces that are written, produced and choreographed by award winning theater professionals from around the country which are then performed and managed by children. Mr. Keller has been a board member of the Town of Wilton NH Energy Committee since 2016 assisting the town analysis energy saving strategies when remodeling the historic town hall, police station and fire department including replacing new heating systems, LED upgrades and possible future municipal solar fields. Mr. Keller has also served numerous directorships and head coaching positions in multiple town and AAU baseball organizations over a ten year youth coaching career. He currently resides with his wife of fifteen years and three children.

### **7.3 Head of Security**

***Michael Allen: (Chief of Security) Summary of background experience:***

Mr. Michael Allen is a FBI National Academy graduate with over 30 years of law enforcement experience. Fully accountable for staffing, budgeting, policies, procedures, integration, implementation, and overall crime prevention through a variety of means to include Community Policing, Crime Analysis and CompStat. Crime reduction strategies in 2015 that resulted in a 35% reduction in overall property crime (63% reduction in Shoplifting) and a 118% increase in drug related arrests. Worked collaboratively with Frisbie Hospital in 2016 to implement a new Recovery Center in Rochester, New Hampshire in conjunction with a Community Access to Recovery program in the police department on a 24/7 basis. Worked collaboratively with Frisbie Hospital to implement the first Narcan administration program for police officers in the State of New Hampshire. Worked collaboratively with the Rochester School Department to introduce L.E.A.D (a new substance abuse prevention/education program for youth) in grades 3, 6 and 9. Designed and implemented the departments first formal Strategic Plan.

### **8. FINAL REMARKS**

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



### **Plan for Obtaining Liability Insurance**

Solar Therapeutics Inc. (“Solar Thera”) plans to contract with Nationwide to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually and product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The policy deductible will be no higher than \$5,000 per occurrence. Solar Thera will consider additional coverage based on availability & cost-benefit analysis. If adequate coverage is unavailable at a reasonable rate, Solar Thera will place in escrow at least \$250,000 to be expended for liabilities coverage. Any withdrawal from such escrow replenished within 10 business days. Solar Thera will keep reports documenting compliance with 935 CMR 500.105(10).





### **Plan for Separating Recreational from Medical Operations**

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

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

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

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

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

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

Solar Thera will have a private area separate from the sales floor to allow a registered

patient/caregiver to meet with a trained marijuana establishment agent for confidential consultations about the medical use of marijuana.



### **Plan for Restricting Access to Age 21 and Older**

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

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

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



## **Quality Control and Testing**

### **Quality Control**

Solar Therapeutics INC. (“Solar Thera”) will comply with the following sanitary requirements:

1. Any Solar Thera agent whose job includes contact with marijuana or nonedible marijuana products, including cultivation, production, or packaging, is subject to the requirements for food handlers specified in 105 CMR 300.000, and all edible marijuana products will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000, and with the requirements for food handlers specified in 105 CMR 300.000.
2. Any Solar Thera agent working in direct contact with preparation of marijuana or nonedible marijuana products will conform to sanitary practices while on duty, including:
  - a. Maintaining adequate personal cleanliness; and
  - b. Washing hands thoroughly in an adequate hand-washing area before starting work, and at any other time when hands may have become soiled or contaminated.
3. Solar Thera’s hand-washing facilities will be adequate and convenient and will be furnished with running water at a suitable temperature. Hand- washing facilities will be located in Solar Thera’s production areas and where good sanitary practices require employees to wash and sanitize their hands, and will provide effective hand-cleaning and sanitizing preparations and sanitary towel service or suitable drying devices;
4. Solar Thera’s facility will have sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations;
5. Solar Thera will ensure that litter and waste is properly removed and disposed of so as to minimize the development of odor and minimize the potential for the waste attracting and harboring pests. The operating systems for waste disposal will be maintained in an adequate manner pursuant to 935 CMR 500.105(12);
6. Solar Thera’s floors, walls, and ceilings will be constructed in such a manner that they may be adequately kept clean and in good repair;
7. Solar Thera’s facility will have adequate safety lighting in all processing and storage areas, as well as areas where equipment or utensils are cleaned;
8. Solar Thera’s buildings, fixtures, and other physical facilities will be maintained in a sanitary condition;
9. Solar Thera will ensure that all contact surfaces, including utensils and equipment, will be maintained in a clean and sanitary condition. Such surfaces will be cleaned and sanitized as frequently as necessary to protect against contamination, using a sanitizing agent registered by the US Environmental Protection Agency (EPA), in accordance with labeled instructions. Equipment and utensils will be so designed and of such material and workmanship as to be adequately cleanable;

10. All toxic items will be identified, held, and stored in a manner that protects against contamination of marijuana products;
11. Solar Thera will ensure that its water supply is sufficient for necessary operations, and that such water supply is safe and potable;
12. Solar Thera's plumbing will be of adequate size and design, and adequately installed and maintained to carry sufficient quantities of water to required locations throughout the marijuana establishment. Plumbing will properly convey sewage and liquid disposable waste from the marijuana establishment. There will be no cross-connections between the potable and waste water lines;
13. Solar Thera will provide its employees with adequate, readily accessible toilet facilities that are maintained in a sanitary condition and in good repair;
14. Solar Thera will hold all products that can support the rapid growth of undesirable microorganisms in a manner that prevents the growth of these microorganisms; and
15. Solar Thera will store and transport finished products under conditions that will protect them against physical, chemical, and microbial contamination, as well as against deterioration of finished products or their containers.

Solar Thera's vehicles and transportation equipment used in the transportation of marijuana products or edibles requiring temperature control for safety will be designed, maintained, and equipped as necessary to provide adequate temperature control to prevent the marijuana products or edibles from becoming unsafe during transportation, consistent with applicable requirements pursuant to 21 CFR 1.908(c).

Solar Thera will ensure that Solar Thera's facility is always maintained in a sanitary fashion and will comply with all applicable sanitary requirements.

Solar Thera will follow established policies and procedures for handling voluntary and mandatory recalls of marijuana products. Such procedures are sufficient to deal with recalls due to any action initiated at the request or order of the Commission, and any voluntary action by Solar Thera to remove defective or potentially defective marijuana products from the market, as well as any action undertaken to promote public health and safety.

Any inventory that becomes outdated, spoiled, damaged, deteriorated, mislabeled, or contaminated will be disposed of in accordance with the provisions of 935 CMR 500.105(12), and any such waste will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations.

Solar Thera will not sell or otherwise market marijuana or marijuana products that are not capable of being tested by Independent Testing Laboratories, except as allowed under 935 CMR 500.000. No marijuana product will be sold or otherwise marketed for adult use that has not first been tested by an Independent Testing Laboratory and deemed to comply with the standards required under 935 CMR 500.160. Testing of Solar Thera's marijuana products will be performed by an Independent Testing Laboratory in compliance with the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-infused Products, as amended in November 2016, published by the DPH.

Testing of Solar Thera's environmental media will be performed in compliance with the Protocol for Sampling and Analysis of Environmental Media for Massachusetts Registered Medical Marijuana Dispensaries published by the DPH.

Solar Thera's policy of responding to laboratory results that indicate contaminant levels are above acceptable limits established in the DPH protocols identified in 935 CMR 500.160(1) include notifying the Commission within 72 hours of any laboratory testing results indicating that the contamination cannot be remediated and disposing of the production batch. Such notification will describe a proposed plan of action for both the destruction of the contaminated product and the assessment of the source of contamination.

Solar Thera will maintain testing results in compliance with 935 CMR 500.000 *et seq* and the record keeping policies described herein and will maintain the results of all testing for no less than one year.

All transportation of marijuana to and from Independent Testing Laboratories providing marijuana testing services will comply with 935 CMR 500.105(13). All storage of Solar Thera's marijuana at a laboratory providing marijuana testing services will comply with 935 CMR 500.105(11). All excess marijuana will be disposed in compliance with 935 CMR 500.105(12), either by the Independent Testing Laboratory returning excess marijuana to Solar Thera for disposal or by the Independent Testing Laboratory disposing of it directly.



## **Personnel Policies Including Background Checks**

### **Overview**

Solar Therapeutics Inc. (“Solar Thera”) will maintain personnel records as a separate category of records due to the sensitivity and importance of information concerning agents, including registration status and background check records.

Solar Thera will keep, at a minimum, the following personnel records:

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

### **Job Descriptions**

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

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

- Maintain frequent contact with local law enforcement authorities.

Security Agent: Security Agents monitor Solar Thera's security systems including alarms, video surveillance, and motion detectors. Security Agents are responsible for ensuring that only authorized individuals are permitted access to the Solar Thera facility by verifying appropriate ID cards and other forms of identification. In addition, Security Agents perform the following duties and other duties upon request:

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

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

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

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

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



policies and procedures for waste disposal are adhered to.

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

- Oversee hiring and release of Solar Thera agents;
- Review and revise Solar Thera personnel policies and procedures in consultation with the executive management team and department managers;
- Develop training schedules and policies for Solar Thera agents under the supervision of the executive management team and department managers;
- Handle any and all agent discipline as necessary;
- Ensure compliance with any and all workplace policy laws and requirements; and
- Be responsible for such additional human resources tasks as determined by the executive management team.

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

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

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

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

- Coordinate with relevant staff regarding harvest schedules.

Cultivation Technician: Cultivation Technicians are responsible for all daily tasks in their assigned areas within the Cultivation Facility. Cultivation Technicians report directly to Cultivation Manager and/or Director of Cultivation.

Responsibilities include, but are not limited to:

- Irrigation;
- Pruning;
- Pesticide application;
- Potting/Re-potting;
- Propagation;
- Light construction; and
- Janitorial duties (i.e. cleaning, disinfecting, sterilizing).

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

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

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

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

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

- Managing inventory and par-levels of all concentrate and marijuana products, including integration into the POS Software;
- Creating raw Super Critical CO<sub>2</sub> (SCCO<sub>2</sub>) concentrate;

- Creating distilled, high-purity concentrate for use in marijuana products and vaporizer cartridges;
- Creating all marijuana products;
- Organizing extraction schedule based on availability of cultivated material;
- Maintaining a rigid cleaning schedule that all lab agents must adhere to;
- Ensuring safety pursuant to established safety protocols;
- Coordinating facility repairs and maintenance;
- Supervising and training agents in an ongoing manner; and
- Providing mandatory training for new agents.

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

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

#### Agent Personnel Records

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

- All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
- Documentation of verification of references;
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
- Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
- Documentation of periodic performance evaluations;
- A record of any disciplinary action taken;
- Notice of completed responsible vendor and eight-hour related duty training;
- Results of initial background investigation, including CORI reports; and
- Documentation of all security related events (including violations) and the results of any investigations and description of remedial actions, restrictions, or additional training required as a result of an incident.

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

### Staffing Plan and Business Hours

#### Hiring and Recruitment

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

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

#### Standards of Conduct

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

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

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

#### *Violence and Weapons in the Workplace*

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

#### *At-Will Employment*

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

#### *Workplace Attire*

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

#### Business Hours

Monday:	8:00 a.m. - 4:00 p.m.
Tuesday:	8:00 a.m. - 4:00 p.m.
Wednesday:	8:00 a.m. - 4:00 p.m.
Thursday:	8:00 a.m. - 4:00 p.m.
Friday:	8:00 a.m. - 4:00 p.m.
Saturday:	8:00 a.m. - 4:00 p.m.
Sunday:	12:00 p.m. - 6:00 p.m.

#### Overview of Personnel Policies and Procedures

##### *Standard Employment Practices*

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

use marijuana program in Massachusetts.

#### *Advancement*

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

#### *Written Policies*

Solar Thera's written policies will address, inter alia, the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, workers' compensation, maintenance of personnel files, privacy, email policy, 935 CMR 500 et seq., holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline.

#### *Investigations*

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

#### *Designated Outside Counsel*

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

#### Job Status

##### *Job Classifications*

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

#### *Work Schedules*

Work schedules will be either part-time, full-time, or salaried, depending of the specific position. Schedules will be set according to the needs of each department as determined by the department manager and the executive manager they report to. It is the department manager's responsibility to develop and implement a work

schedule that provides necessary duty and personnel coverage but does not exceed what is required for full implementation of operations. It is also the department manager's responsibility to ensure that adequate coverage occurs on a daily basis and does not lead to unnecessary utilization of overtime coverage.

#### *Mandatory Meetings and Community Service Days*

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

#### *Breaks*

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

#### *Performance Reviews*

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

#### *Leave Policies*

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

Solar Thera anticipates observing the following holidays:

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

## Disciplinary Policies

### *Purpose*

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

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

### *Procedure*

#### Step 1: Counseling and Verbal Warning

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

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

#### Step 2: Written Warning

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

During Step 2, the immediate supervisor and a department manager or director will meet with the employee and review any additional incidents or information about the performance, conduct, or attendance issues as well as any prior relevant corrective action plans. Management will outline the consequences for the employee of his or her continued failure to meet performance, conduct and/or attendance expectations. A formal



performance improvement plan (PIP) requiring the employee's immediate and sustained corrective action will be issued within five business days of a Step 2 meeting. A warning outlining that the employee may be subject to additional discipline up to and including termination if immediate and sustained corrective action is not taken may also be included in the PIP.

#### Step 3: Suspension and Final Written Warning

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

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

Depending upon the seriousness of the infraction, an employee may be suspended without pay in full-day increments consistent with federal, state and local wage-and-hour employment laws. Nonexempt/hourly employees may not substitute or use an accrued paid vacation or sick day in lieu of the unpaid suspension. Due to Fair Labor Standards Act (FLSA) compliance issues, unpaid suspension of salaried/exempt employees is reserved for serious workplace safety or conduct issues. The Human Resources Manager will provide guidance so that discipline is administered without jeopardizing the FLSA exemption status.

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

#### Step 4: Recommendation for Termination of Employment

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

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

Nothing in this policy provides any contractual rights regarding employee discipline or counseling nor should anything in this policy be read or

construed as modifying or altering the employment-at-will relationship between Solar Thera and its employees.

#### *Appeal Process*

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

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

#### *Performance and Conduct Issues Not Subject to Progressive Discipline*

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

#### *Documentation*

Any employee subject to progressive discipline will be provided with copies of all relevant documentation related to the progressive discipline process, including all PIPs. The employee will be asked to sign copies of this documentation attesting to their receipt and understanding of the corrective action outlined in these documents. Copies of these documents will be placed in the employee's official personnel file.

#### *Separation of Employment*

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

#### *Types of Separation*

##### *1. Resignation*

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

2. Retirement

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

3. Job Abandonment

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

4. Termination

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

5. Reduction in Workforce

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

6. Release

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

*Exit Interview*

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

*Return of Property*

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

*Termination of Benefits*

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

#### *Health Insurance*

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

#### *Rehire*

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

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

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

#### Compensation

As an employer, Solar Thera believes that it is in the best interest of both the organization and Solar Thera's employees to fairly compensate its workforce for the value of the work provided. It is Solar Thera's intention to use a compensation system that will determine the current market value of a position based on the skills, knowledge, and behaviors required of a fully-competent incumbent. The system used for determining compensation will be objective and non-discriminatory in theory, application and practice. The company has determined that this can best be accomplished by using a professional compensation consultant, as needed, and a system recommended and approved by the executive management team.

#### *Selection Criteria*

1. The compensation system will price positions to market by using local, national, and industry specific survey data.

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

#### *Responsibilities*

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

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

#### *Management Responsibility*

1. The CEO is charged with ensuring that Solar Thera is staffed with highly-qualified, fully-competent employees and that all programs are administered within appropriate guidelines and within the approved budget.
2. The salary budget will include a gross figure for the following budget adjustments, but the individual determinations for each employee's salary adjustment will be the exclusive domain of the CEO: determining the appropriate head count, titles, position levels, merit and promotional increases and compensation consisting of salary, incentive, bonus, and other discretionary pay for all positions.
3. The CEO will ensure that salary ranges are updated at least annually, that all individual jobs are market priced at least once every two years, and that pay equity adjustments are administered in a fair and equitable manner.

### Agent Background Checks

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

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

- As deemed necessary, individuals in key positions with unique and sensitive access (e.g. members of the executive management team) will undergo additional screening, which may include interviews with prior employers or colleagues.
- As a condition of their continued employment, agents, volunteers, contractors, and subcontractors are required to renew their Program ID cards annually and submit to other background screening as may be required by Solar Thera or the Commission.





## **Recordkeeping Procedures**

### **General Overview**

Solar Therapeutics Inc. (“Solar Thera”) has established policies regarding recordkeeping and record-retention in order to ensure the maintenance, safe keeping, and accessibility of critical documents. Electronic and wet signatures are accepted forms of execution of Solar Thera documents. Records will be stored at Solar Thera in a locked room designated for record retention. All written records will be available for inspection by the Commission upon request.

### **Recordkeeping**

To ensure that Solar Thera is keeping and retaining all records as noted in this policy, reviewing Corporate Records, Business Records, and Personnel Records to ensure completeness, accuracy, and timeliness of such documents will occur as part of Solar Thera’s quarter-end closing procedures. In addition, Solar Thera’s operating procedures will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis.

- **Corporate Records:** are defined as those records that require, at a minimum, annual reviews, updates, and renewals, including:
  - Insurance Coverage:
    - Directors & Officers Policy
    - Product Liability Policy
    - General Liability Policy
    - Umbrella Policy
    - Workers Compensation Policy
    - Employer Professional Liability Policy
  - Third-Party Laboratory Contracts
  - Commission Requirements:
    - Annual Agent Registration
    - Annual Marijuana Establishment Registration
  - Local Compliance:
    - Certificate of Occupancy
    - Special Permits
    - Variances
    - Site Plan Approvals
    - As-Built Drawings
  - Corporate Governance:
    - Annual Report
    - Secretary of State Filings
- **Business Records:** Records that require ongoing maintenance and updates. These records can be electronic or hard copy (preferably electronic) and at minimum include:
  - Assets and liabilities;
  - Monetary transactions;
  - Books of accounts, which will include journals, ledgers, and

- supporting documents, agreements, checks, invoices, and vouchers;
  - Sales records including the quantity, form, and cost of marijuana products;
  - Salary and wages paid to each agent, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Solar Thera, including members, if any.
- Personnel Records: At a minimum will include:
  - Job descriptions for each agent and volunteer position, as well as organizational charts consistent with the job descriptions;
  - A personnel record for each marijuana establishment agent. Such records will be maintained for at least twelve (12) months after termination of the agent's affiliation with Solar Thera and will include, at a minimum, the following:
    - All materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - Documentation of verification of references;
    - The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision;
    - Documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    - Documentation of periodic performance evaluations; and
    - A record of any disciplinary action taken.
    - Notice of completed responsible vendor and eight-hour related duty training.
  - A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
  - Personnel policies and procedures; and
  - All background check reports obtained in accordance with 935 CMR 500.030.
- Handling and Testing of Marijuana Records
  - Solar Thera will maintain the results of all testing for a minimum of one (1) year.
- Inventory Records
  - The record of each inventory will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the agents who conducted the inventory.
- Seed-to-Sale Tracking Records
  - Solar Thera will use a POS Software to maintain real-time inventory. The POS Software inventory reporting meets the requirements specified by the Commission and 935 CMR 500.105(8)(c) and (d), including, at a minimum, an inventory of marijuana plants; marijuana plant seeds and clones in any phase of development such as propagation, vegetation, flowering; marijuana ready for

dispensing; all marijuana products; and all damaged, defective, expired, or contaminated marijuana and marijuana products awaiting disposal.

- Inventory records will include, at a minimum, the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.
- Incident Reporting Records
  - Within ten (10) calendar days, Solar Thera will provide written notice to the Commission of any incident described in 935 CMR 500.110(7)(a), by submitting an incident report, detailing the incident, the investigation, the findings, resolution (if any), confirmation that the Police Department and Commission were notified within twenty-four (24) hours of discovering the breach, and any other relevant information. Reports and supporting documents, including photos and surveillance video related to a reportable incident will be maintained by Solar Thera for no less than one year or the duration of an open investigation, whichever is longer, and made available to the Commission and law enforcement authorities upon request.
- Visitor Records
  - A visitor sign-in and sign-out record will be maintained at the security office. The record will include the visitor's name, address, organization or firm, date, time in and out, and the name of the authorized agent who will be escorting the visitor.
- Waste Disposal Records
  - When marijuana or marijuana products are disposed of, Solar Thera will create and maintain a written record of the date, the type and quantity disposed of or handled, the manner of disposal or other handling, the location of disposal or other handling, and the names of the two Solar Thera agents present during the disposal or handling, with their signatures. Solar Thera will keep disposal records for at least three (3) years. This period will automatically be extended for the duration of any enforcement action and may be extended by an order of the Commission.
- Security Records
  - A current list of authorized agents and service personnel that have access to the surveillance room will be available to the Commission upon request.
  - Twenty-four (24) hour recordings from all video cameras that are available for immediate viewing by the Commission upon request and that are retained for at least ninety (90) calendar days.
- Transportation Records
  - Solar Thera will retain all shipping manifests for a minimum of one (1) year and make them available to the Commission upon request.
- Agent Training Records
  - Documentation of all required training, including training regarding privacy and confidentiality requirements, and a signed statement of the

individual indicating the date, time, and place he or she received the training, the topics discussed and the name and title of the presenter(s).

- Closure
  - In the event Solar Thera closes, all records will be kept for at least two (2) years at Solar Thera's expense in a form (electronic, hard copies, etc.) and location acceptable to the Commission. In addition, Solar Thera will communicate with the Commission during the closure process and accommodate any additional requests the Commission or other agencies may have.
- Written Operating Policies and Procedures: Policies and Procedures related to Solar Thera's operations will be updated on an ongoing basis as needed and undergo a review by the executive management team on an annual basis. Policies and Procedures will include the following:
  - Security measures in compliance with 935 CMR 500.110;
  - Agent security policies, including personal safety and crime prevention techniques;
  - A description of Solar Thera's hours of operation and after-hours contact information, which will be provided to the Commission, made available to law enforcement officials upon request, and updated pursuant to 935 CMR 500.000.
  - Storage of marijuana in compliance with 935 CMR 500.105(11);
  - Description of the various strains of marijuana to be cultivated, processed or sold, as applicable, and the form(s) in which marijuana will be dispensed;
  - Procedures to ensure accurate recordkeeping, including inventory protocols in compliance with 935 CMR 500.160;
  - Plans for quality control, including product testing for contaminants in compliance with 935 CMR 500.160;
  - A staffing plan and staffing records in compliance with 935 CMR 500.105(9);
  - Emergency procedures, including a disaster plan with procedures to be followed in case of fire or other emergencies;
  - Alcohol, smoke, and drug-free workplace policies;
  - A plan describing how confidential information will be maintained;
  - Policy for the immediate dismissal of any dispensary agent who has:
    - Diverted marijuana, which will be reported the Police Department and to the Commission;
    - Engaged in unsafe practices with regard to Solar Thera operations, which will be reported to the Commission; or
    - Been convicted or entered a guilty plea, plea of *nolo contendere*, or admission to sufficient facts of a felony drug offense involving distribution to a minor in the Commonwealth, or a like violation of the laws of another state, the United States or a foreign jurisdiction, or a military, territorial, or Native American tribal authority.

- A list of all executives of Solar Thera, and members, if any, of the licensee must be made available upon request by any individual. 935 CMR 500.105(1)(m) requirement may be fulfilled by placing this information on Solar Thera's website.
- Policies and procedures for the handling of cash on Solar Thera premises including but not limited to storage, collection frequency and transport to financial institution(s).
- Policies and procedures to prevent the diversion of marijuana to individuals younger than 21 years old.
- Policies and procedures for energy efficiency and conservation that will include:
  - Identification of potential energy use reduction opportunities (including but not limited to natural lighting, heat recovery ventilation and energy efficiency measures), and a plan for implementation of such opportunities;
  - Consideration of opportunities for renewable energy generation, including, where applicable, submission of building plans showing where energy generators could be placed on site, and an explanation of why the identified opportunities were not pursued, if applicable;
  - Strategies to reduce electric demand (such as lighting schedules, active load management and energy storage); and
  - Engagement with energy efficiency programs offered pursuant to M.G.L. c. 25 § 21, or through municipal lighting plants.

#### Record-Retention

Solar Thera will meet Commission recordkeeping requirements and retain a copy of all records for two (2) years, unless otherwise specified in the regulations.



### **Maintaining of Financial Records**

Solar Therapeutics Inc.'s ("Solar Thera") operating policies and procedures ensure financial records are accurate and maintained in compliance with the Commission's Adult Use of Marijuana regulations (935 CMR 500). Financial records maintenance measures include policies and procedures requiring that:

- Confidential information will be maintained in a secure location, kept separate from all other records, and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction; provided however, the Commission may access this information to carry out its official duties.
- All recordkeeping requirements under 935 CMR 500.105(9) are followed, including:
  - Keeping written business records, available for inspection, and in accordance with generally accepted accounting principles, which will include manual or computerized records of:
    - Assets and liabilities;
    - Monetary transactions;
    - Books of accounts, which will include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
    - Sales records including the quantity, form, and cost of marijuana products; and
    - Salary and wages paid to each employee and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a marijuana establishment, including members, if any.
- All sales recording requirements under 935 CMR 500.140(6) are followed, including:
  - Utilizing a point-of-sale (POS) system approved by the Commission, in consultation with the DOR, and a sales recording module approved by DOR;
  - Conducting a monthly analysis of its equipment and sales date, and maintaining records, available to the Commission upon request, that the monthly analysis has been performed;
  - Complying with 830 CMR 62C.25.1: *Record Retention* and DOR Directive 16-1 regarding recordkeeping requirements;
  - Adopting separate accounting practices at the point-of-sale for marijuana and marijuana product sales, and non-marijuana sales;
  - Maintaining such records that would allow for the Commission and the DOR to audit and examine the point-of-sale system used in order to ensure compliance with Massachusetts tax laws and 935 CMR 500; and
  - If collocated with a medical marijuana treatment center, maintaining and providing the Commission on a biannual basis

accurate sales data collected by the licensee during the six months immediately preceding this application for the purpose of ensuring an adequate supply of marijuana and marijuana products under 935 CMR

500.140(10).

- Additional written business records will be kept, including, but not limited to, records of:
  - Compliance with liability insurance coverage or maintenance of escrow requirements under 935 CMR 500.105(10) and all bond or escrow requirements under 935 CMR 500.105(16);
  - Fees paid under 935 CMR 500.005 or any other section of the Commission's regulations; and
  - Fines or penalties, if any, paid under 935 CMR 500.550 or any other section of the Commission's regulations.



## **Qualifications and Training**

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

### **Qualifications**

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

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

### **Training**

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

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

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

1. Marijuana’s effect on the human body, including physical effects based on different types of marijuana products and methods of administration, and



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



## **DIVERSITY PLAN**

### **Overview**

Solar Therapeutics, Inc. (“Solar Thera”) is dedicated to promoting equity in its operations for diverse populations, which the Commission has identified as the following:

1. Minorities;
2. Women;
3. Veterans;
4. People with disabilities; and
5. People of all gender identities and sexual orientations.

To support such populations, Solar Thera has created the following Diversity Plan (the “Plan”) and has identified and created goals/programs to promote equity in Solar Thera’s operations.

### **Goals**

In order for Solar Thera to promote equity for the above-listed groups in its operations, Solar Thera has established the following goals:

1. Increasing the number of individuals falling into the above-listed demographics working in the establishment; and
2. Providing tools to ensure the success of individuals falling into the above-listed demographics.

### **Programs**

Solar Thera has developed specific programs to effectuate its stated goals to promote diversity and equity in its operations, which will include the following:

1. Advertising employment opportunities in diverse publications including bilingual media, networking groups for those who identify with the above-listed demographics, and posting job options on public boards;
2. Providing briefings to representatives from recruitment sources tailored to individuals falling in the above-listed demographics concerning current and future job openings; and
3. Encouraging employees to refer applicants from diverse groups for employment.

### **Measurements**

The Chief Operating Officer (“COO”) will administer the Plan and will be responsible for developing measurable outcomes to ensure Solar Thera continues to meet its commitments. Such measurable outcomes, in accordance with Solar Thera’s goals and programs described above, include:

- Employee data, including the number of individuals from the above-referenced demographic groups who were hired and retained after the issuance of a license;
- Number of positions created since initial licensure;
- Number of and type of information sessions held or participated in with supporting documentation;
- Number of postings in diverse publications or general publications with supporting documentation;

- Number and subject matter of trainings held and the number of individuals falling into the above-listed demographics in attendance; and
- A comprehensive description of all efforts made by Solar Thera to monitor and enforce the Plan.

The COO will review and evaluate Solar Thera's measurable outcomes no less than annually to ensure that Solar Thera is meeting its commitments. Solar Thera is mindful that demonstration of the Plan's progress and success will be submitted to the Commission upon renewal.

#### Acknowledgements

- Solar Thera will adhere to the requirements set forth in 935 CMR 500.105(4) which provides the permitted and prohibited advertising, branding, marketing, and sponsorship practices of every Marijuana Establishment.
- Any actions taken, or programs instituted, by Solar Thera will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.