



# Massachusetts Cannabis Control Commission

## Marijuana Retailer

### General Information:

**License Number:** MR282372  
**Original Issued Date:** 05/13/2022  
**Issued Date:** 05/13/2022  
**Expiration Date:** 05/13/2023

## ABOUT THE MARIJUANA ESTABLISHMENT

**Business Legal Name:** Solurge Inc.

**Phone Number:** 305-801-7893 **Email Address:** david@solurge.com

**Business Address 1:** 650 Beulieu Street **Business Address 2:**

**Business City:** Holyoke **Business State:** MA **Business Zip Code:** 01040

**Mailing Address 1:** 39 Whittemore Rd **Mailing Address 2:**

**Mailing City:** Newton **Mailing State:** MA **Mailing Zip Code:** 02458

## 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:** Solurge Inc.

**Department of Public Health RMD Registration Number:** None assigned

**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:** 18 **Percentage Of Control:** 35

**Role:** Executive / Officer **Other Role:**

**First Name:** Adam **Last Name:** Arens **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 2

Percentage Of Ownership: 9 Percentage Of Control: 30

Role: Executive / Officer Other Role:

First Name: Andrew Last Name: Arens 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: 67 Percentage Of Control: 33

Role: Executive / Officer Other Role: President

First Name: John Last Name: Engel Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 4

Percentage Of Ownership: 6 Percentage Of Control:

Role: Owner / Partner Other Role:

First Name: Shanna Last Name: Finkel Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

Person with Direct or Indirect Authority 5

Percentage Of Ownership: Percentage Of Control:

Role: Executive / Officer Other Role:

First Name: Michael Last Name: Meilinger Suffix:

Gender: User Defined Gender:

What is this person's race or ethnicity?:

Specify Race or Ethnicity:

ENTITIES WITH DIRECT OR INDIRECT AUTHORITY

Entity with Direct or Indirect Authority 1

Percentage of Control: 67 Percentage of Ownership:

Entity Legal Name: Stellar, LLC Entity DBA: DBA City:

Entity Description: Owner

Foreign Subsidiary Narrative:

Entity Phone: 404-993-7077 Entity Email: engelcapitaladvisors@gmail.com Entity Website:

Entity Address 1: 1140 Woodruff Road Entity Address 2: Suite 106

Entity City: Greenville Entity State: SC Entity Zip Code: 29607

Entity Mailing Address 1: Entity Mailing Address 2:

Entity Mailing City: Entity Mailing State: Entity Mailing Zip Code:

**Relationship Description:**

**CLOSE ASSOCIATES AND MEMBERS**

No records found

**CAPITAL RESOURCES - INDIVIDUALS**

**Individual Contributing Capital 1**

**First Name:** Adam

**Last Name:** Arens

**Suffix:**

**Types of Capital:** Monetary/Equity   **Other Type of Capital:**   **Total Value of the Capital Provided:** \$500000   **Percentage of Initial Capital:** 100

**Capital Attestation:** Yes

**Individual Contributing Capital 2**

**First Name:** Lisa

**Last Name:** Arens

**Suffix:**

**Types of Capital:** Other  
(Specify)

**Other Type of Capital:** Listed on Adam Arens  
Bank Account

**Total Value of the Capital  
Provided:** \$5000

**Percentage of Initial  
Capital:** 1

**Capital Attestation:** Yes

**Individual Contributing Capital 3**

**First Name:** Perri

**Last Name:** Arens

**Suffix:**

**Types of Capital:** Other  
(Specify)

**Other Type of Capital:** Listed on Adam Arens  
Bank Account

**Total Value of the Capital  
Provided:** \$5000

**Percentage of Initial  
Capital:** 1

**Capital Attestation:** Yes

**CAPITAL RESOURCES - ENTITIES**

**Entity Contributing Capital 1**

**Entity Legal Name:** Patriot Realty Saco, LLC

**Entity DBA:**

**Email:**

adam.arens@patriotsubaru.com

**Phone:**

207-423-6085

**Address 1:** 769 Portland Road

**Address 2:**

**City:** Saco

**State:** ME

**Zip Code:** 04072

**Types of Capital:** Monetary/Equity

**Other Type of  
Capital:**

**Total Value of Capital Provided:**  
\$100000

**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:** 650 Beaulieu Street

**Establishment Address 2:**

**Establishment City:** Holyoke

**Establishment Zip Code:** 01040

**Approximate square footage of the establishment:** 1800

**How many abutters does this property have?:** 3

**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
Plan to Remain Compliant with Local Zoning	Plan to remain compliant with local zoning.pdf	pdf	5c6c4b4d1e71bd126232aa33	02/19/2019
Certification of Host Community Agreement	Solurge Host Community Holyoke.pdf	pdf	5c6c4b715fd63c1b24eb48f4	02/19/2019
Community Outreach Meeting Documentation	Community-Outreach-Meeting-Attestation-Form with Attachments.pdf	pdf	5db05859e3decf2b0b0d3bc2	10/23/2019

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.: \$

### PLAN FOR POSITIVE IMPACT

Plan to Positively Impact Areas of Disproportionate Impact:

Document Category	Document Name	Type	ID	Upload Date
Other	Verde Agreement.pdf	pdf	5db052bc572d3130006a3d5e	10/23/2019
Other	Finkel relationship to Solurge.docx.pdf	pdf	5e3195a3d29b0704447d4bc0	01/29/2020
Plan for Positive Impact	Community Impact Plan 2-21 revised.pdf	pdf	5e5009594fa2b004756a36da	02/21/2020

### ADDITIONAL INFORMATION NOTIFICATION

Notification: I understand

### INDIVIDUAL BACKGROUND INFORMATION

#### Individual Background Information 1

Role: Executive / Officer      Other Role:  
 First Name: Andrew      Last Name: Arens      Suffix:  
 RMD Association: RMD Owner  
 Background Question: no

#### Individual Background Information 2

Role: Executive / Officer      Other Role:  
 First Name: Adam      Last Name: Arens      Suffix:  
 RMD Association: RMD Owner  
 Background Question: no

#### Individual Background Information 3

Role:      Other Role:  
 First Name: Michael      Last Name: Meilinger      Suffix:  
 RMD Association:  
 Background Question:

#### Individual Background Information 4

Role:      Other Role:  
 First Name: John      Last Name: Engel      Suffix:  
 RMD Association:  
 Background Question:



### Individual Background Information 5

Role: Other Role:  
First Name: Shanna Last Name: Finkel Suffix:  
RMD Association:  
Background Question:

### ENTITY BACKGROUND CHECK INFORMATION

#### Entity Background Check Information 1

Role: Other Role:  
Entity Legal Name: Stellar, LLC Entity DBA:  
Entity Description: Owner  
Phone: 404-993-7077 Email: engelcapitaladvisors@gmail.com  
Primary Business Address 1: 1140 Woodruff Road Primary Business Address 2: Ste. 106  
Primary Business City: Greenville Primary Business State: SC Principal Business Zip Code: 29607  
Additional Information:

### MASSACHUSETTS BUSINESS REGISTRATION

#### Required Business Documentation:

Document Category	Document Name	Type	ID	Upload Date
Department of Revenue - Certificate of Good standing	certificate of good standing 02_15_19.pdf	pdf	5c6c51fa3183181258e1a575	02/19/2019
Bylaws	Solurge Bylaws 2019.pdf	pdf	5c7466ed3183181258e1b397	02/25/2019
Secretary of Commonwealth - Certificate of Good Standing	SecretaryCertificate.pdf	pdf	5c7466fa1e71bd126232b8b3	02/25/2019
Articles of Organization	Articles of Org and Conversion.pdf	pdf	5c746707b411c1126cf030ba	02/25/2019

No documents uploaded

Massachusetts Business Identification Number: 001317351

Doing-Business-As Name:

DBA Registration City:

### BUSINESS PLAN

#### Business Plan Documentation:

Document Category	Document Name	Type	ID	Upload Date
Business Plan	Plan 2-8.pdf	pdf	5c5d99b13183181258e19132	02/08/2019
Plan for Liability Insurance	Insurance.pdf	pdf	5c5d9e505d4b0b1b3ebbe3a9	02/08/2019
Proposed Timeline	Solurge Amended Proposed Timeline including time from issuance of Provisional License to commencement of Operations.docx[1].pdf	pdf	5e319c7ed43df3043d4b6558	01/29/2020

### OPERATING POLICIES AND PROCEDURES

Date generated: 10/04/2022

Policies and Procedures Documentation:

Document Category	Document Name	Type	ID	Upload Date
Plan for obtaining marijuana or marijuana products	External Aquisition Summary.docx.pdf	pdf	5c6426c82724e81b5255a08b	02/13/2019
Storage of marijuana	Storage Summary.docx.pdf	pdf	5c64277e3183181258e19aa0	02/13/2019
Transportation of marijuana	Transportation Summary.docx.pdf	pdf	5c64278f1e71bd1262329f85	02/13/2019
Qualifications and training	Qualifications and Training Summary.docx.pdf	pdf	5c6ac5e8edbb73122a615d9c	02/18/2019
Security plan	Amended Security Procedures - Cultivation.docx.pdf	pdf	5daf8ecad5c8962b282db05f	10/22/2019
Inventory procedures	Amended Inventory Control Summary.docx.pdf	pdf	5daf8ef06b4e192b1d272075	10/22/2019
Restricting Access to age 21 and older	Amended Under 21.docx.pdf	pdf	5daf8f57c9aebd2b498a8ece	10/22/2019
Prevention of diversion	Amended Diversion Prevention.docx.pdf	pdf	5daf8fb290352a2b339ad0d3	10/22/2019
Quality control and testing	Amended Quality Control Plan.docx.pdf	pdf	5daf8fe451e4622fd806a4d3	10/22/2019
Personnel policies including background checks	Amended Personnel Policies.docx.pdf	pdf	5daf9047b207f82b12a93c76	10/22/2019
Record Keeping procedures	Amended RecordKeeping.docx.pdf	pdf	5daf909990352a2b339ad0d7	10/22/2019
Maintaining of financial records	Amended Financial Docs.docx.pdf	pdf	5daf90d0ec4af12b5426aca1	10/22/2019
Separating recreational from medical operations, if applicable	Amended Separation.docx.pdf	pdf	5daf917dd5c8962b282db068	10/22/2019
Dispensing procedures	Amended Dispensing procedures.pdf	pdf	5db05ca50724b82ff99ce1dc	10/23/2019
Diversity plan	Amended Diversity Plan 2-21.pdf	pdf	5e7904fd2eba6d38ef162cc0	03/23/2020

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

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

#### ADDITIONAL INFORMATION NOTIFICATION

Notification: I Understand

#### COMPLIANCE WITH POSITIVE IMPACT PLAN

No records found

#### COMPLIANCE WITH DIVERSITY PLAN

No records found

#### HOURS OF OPERATION

Monday From: 8:00 AM	Monday To: 8:00 PM
Tuesday From: 8:00 AM	Tuesday To: 8:00 PM
Wednesday From: 8:00 AM	Wednesday To: 8:00 PM
Thursday From: 8:00 AM	Thursday To: 8:00 PM
Friday From: 8:00 AM	Friday To: 8:00 PM
Saturday From: 8:00 AM	Saturday To: 8:00 PM
Sunday From: 8:00 AM	Sunday To: 5:00 PM

Solurge, Inc. obtained a Host Community Agreement from the City of Holyoke signed by Mayor Alex Morse for cultivation, processing, and the retailing of cannabis within their city. In addition, Solurge has met with and is in communication with Marcos Marrero, Director of Holyoke Planning and Economic Development. Solurge's cultivation, processing, and retail operation will be located at 650 Beaulieu Street, Holyoke, MA which is located in General Industry Zoning District (IG). Pursuant to Holyoke's Bylaws Section 7.10 (enclosed), a Marijuana Facility must operate in IG Zoning District and receive special permit issued by the City Council. Solurge has started and will complete the special permit process and all other special conditions necessary to operate in Holyoke.

Solurge's Chief Executive Officer and Chief Compliance Officer will be jointly responsible for continued compliance with all applicable local codes, ordinances, and bylaws.

Solurge will additionally maintain constant contact with local authorities to ensure continued compliance with local codes, ordinances and bylaws.

## 7-10. - Marijuana facilities.

*7.10.1 Purpose.* It is recognized that the nature of the substance cultivated, processed, tested and/or sold by marijuana establishments have operational characteristics that require they be sited in such a way as to ensure the health, safety, and general well-being of the public. The imposition of reasonable safeguards and regulation of the time, place and manner of marijuana establishments is necessary to advance these purposes.

Subject to the provisions of this Zoning Ordinance, Massachusetts General Laws Chapter 40A, 105 CMR 725.000 and Chapter 94G, marijuana establishments will be permitted to do business within the City of Holyoke that meet state regulations as established by the MA Department of Public Health and Cannabis Control Commission.

Nothing in this section shall be interpreted as regulating the growing, processing or fabrication of products that are not regulated as a controlled substance by the Massachusetts Cannabis Control Commission and/or the Department of Public Health.

*7.10.2 Marijuana establishments—Definitions.* The following will be defined subcategories of marijuana establishments:

*Marijuana manufacturing establishment (MME):* A use operated by an entity duly licensed by the Cannabis Control Commission in accordance with M.G.L. c. 94G or by the MA Department of Public Health in accordance with 105 CMR 725.000, and pursuant to all other applicable state laws and regulations, that cultivates, possesses, processes (including development of related products such as food, tinctures, aerosols, oils, or ointments), transfers or transports marijuana or products containing marijuana.

The cultivation and processing of marijuana in accordance with this definition is considered to be a manufacturing use and is not agriculturally exempt from zoning.

*Medical marijuana dispensary (MMD):* A use operated by an entity registered and approved by the MA Department of Public Health in accordance with 105 CMR 725.000, and pursuant to all other applicable state laws and regulations, also to be known as a medical marijuana treatment center, that that sells, distributes, dispenses, or administers marijuana, products containing marijuana, or related supplies specifically for medical purposes.

*Recreational marijuana retail establishment (RMRE):* A use operated by an entity duly licensed by the Cannabis Control Commission in accordance with M.G.L. c. 94G, and pursuant to all other applicable state laws and regulations, that sells, distributes, dispenses, administers or allows for the on-site consumption of marijuana, products containing marijuana, or related supplies for retail sales for non medical purposes.

*Marijuana testing facility (MTF):* An entity duly licensed by the Cannabis Control Commission in accordance with M.G.L. c. 94G, and pursuant to all other applicable state laws and regulations, that tests marijuana and marijuana products, including certification for potency and the presence of contaminants.

*7.10.3 Applicability.* This section applies to all marijuana establishments, which include: Marijuana manufacturing establishments (MME), medical marijuana dispensaries (MMD), recreational marijuana retail establishments (RMRE) and marijuana testing facilities (MTF).

*7.10.4 Permitted districts.* Any and all marijuana establishments may only be allowed in the IG zone by special permit of the city council.

### *7.10.5 Operational requirements.*

#### 1. *Use:*

- a. Marijuana establishments may only use their designated square footage for the purposes of operating such an establishment, as encompassed in this section.
- b. No marijuana shall be smoked, eaten or otherwise consumed or ingested within the premises except at RMREs, as defined.

- c. Operations, including deliveries to and from any marijuana facility, may not occur within the hours of 8:00 p.m. to 8:00 a.m.
2. *Physical requirements:*
- a. All aspects of marijuana establishment must take place at a fixed location within a fully enclosed building.
  - b. No outside storage is permitted.
  - c. No MMD or RMRE shall have a gross floor area in excess of 5,000 square feet.
  - d. Ventilation — all marijuana establishments shall be ventilated in such a manner that no:
    - i. Pesticides, insecticides or other chemicals or products used in the cultivation or processing are dispersed into the outside atmosphere.
    - ii. No odor from marijuana cultivation, processing or consumption can be detected by a person with an unimpaired and otherwise normal sense of smell at any adjoining use or adjoining property to the marijuana establishment.
  - e. All signage shall comply with 105 CMR 725.00, Cannabis Control Commission regulations and Section 6.4 "Signs."
3. *Location:*
- a. A MMD shall not be located in buildings that contain any pharmacy, medical doctor offices or the offices of any other professional practitioner authorized to prescribe the use of medical marijuana.
  - b. A marijuana establishment shall not be located in buildings that contain any residential units, including transient housing such as hotels, motels and dormitories.
4. *Issuance/transfer/discontinuance of use:*
- a. A special permit shall be valid only for the registered entity to which the approval was issued and only for the site on which the marijuana establishment has been authorized.
  - b. A special permit shall be non-transferable and shall have a term limited to the applicant's ownership or control of the premises as a marijuana establishment.
  - c. Permitted marijuana establishments shall file an annual report to the city clerk's office no later than January 31st, providing a copy of all current applicable state licenses for the establishment and/or its owners and demonstrating continued compliance with the conditions of the special permit.
  - d. A special permit shall lapse if the applicant ceases operation for a period of 180 days of the marijuana establishment and/or if the applicants' registration by department of public health or licensure by the Cannabis Control Commission has been revoked, expires, is terminated, is transferred to another controlling entity or is relocated to a new site.
    - i. The applicant shall notify the zoning enforcement officer and city clerk in writing within 48 hours of such lapse, cessation, discontinuance or expiration.
  - e. A marijuana establishment shall be required to remove all material, plants, equipment and other paraphernalia upon registration or licensure revocation, expiration, termination, transfer to another controlling entity or relocation to a new site and any other cessation of operation as regulated by the department of public health or the Cannabis Control Commission. Such removal will be in compliance with 105 CMR 725.105 (J), (O) and regulations from the CCC.

*7.10.6 Application procedure and requirements.*

1. *Application requirements:* An application for a special permit shall include the following:
- a. The name and address of each owner of the marijuana establishment.

- b. Copies of all required registrations, licenses and permits issued to the applicant by the Commonwealth of Massachusetts and any of its agencies for the establishment.
  - c. Evidence that the applicant has site control and right to use the site for a marijuana establishment in the form of a deed or valid purchase and sales agreement or, in the case of a lease a notarized statement from the property owner and a copy of the lease agreement.
  - d. A notarized statement signed by the marijuana establishment organization's chief executive officer and corporate attorney disclosing all of its designated owners, including officers, directors, partners, managers, or other similarly-situated individuals and entities and their addresses. If any of the above are entities rather than persons, the applicant must disclose the identity of all such responsible individual persons.
  - e. A description of all activities to occur on site, including but not limited to: cultivating and processing of marijuana and marijuana infused products (MIPs), on-site sales, delivery of marijuana and related products to off-site facilities, off-site direct delivery to patients, distribution of educational materials, and other programs or activities.
  - f. A written notice from the chief of police shall be submitted to the city clerk stating that an acceptable security plan has been reviewed and approved. The security plan shall include the location and details of all security measures for the site, including but not limited to lighting, fencing, gates, waste disposal, alarms and similar measures ensuring the safety of employees and patrons and to protect the premises from theft or other criminal activity.
  - g. Details of all proposed exterior security measures for the marijuana establishment.
  - h. A development impact statement containing all the information required under section 10.1.6(1) of this appendix.
  - i. A traffic impact statement containing all of the information required under section 10.1.6(2) of this appendix.
  - j. A special permit fee in the amount of \$500.00.
2. *Site plan:* The special permit application shall include a site plan prepared by a Massachusetts registered architect, landscape architect, professional engineer or other appropriate design professional. The site plan shall include the following components and information:
- a. Locus Plan. A locus plan showing the entire proposed development and its relation to existing areas, buildings and roads for a distance of 300 feet from the boundaries of the proposed development or such other distance as may be approved or required by the city council. The plan shall also show all contiguous land owned by the applicant or by the owner of the property which is the subject of the application.
  - b. Improvements plan. A plan depicting all existing and proposed buildings, driveways or roads, parking areas, service areas, refuse collection areas, sidewalks, paths, landscaping etc.
  - c. Building plan. A detailed floor plan showing square footages for each use within the marijuana establishment.
  - d. Details. Detail sheets including, but not limited to, pavement markings, lighting fixtures, fencing, dumpster enclosures, signage (temporary and permanent), and any site improvements included in plans a—c. above.
3. *Review procedure:* Upon receipt of an application, the city clerk shall forward a copy for review and comment to building department, fire department, police department, engineering department, water department, board of health, planning board and the stormwater authority and conservation commission if applicable. The departments shall review the application and provide comments back to the city council within 21 calendar days. City council shall, if needed, confer with the public safety committee for review and comment.

4. *New construction:* In cases of new construction, in addition to the requirements of this section, see section 10.0 site plan review of the Holyoke Zoning Appendix. The applicant may need to file with the stormwater authority, a stormwater management permit application, per the stormwater regulations.

#### 7.10.7 Findings.

1. In addition to the standard findings for a special permit under section 9.3.2, the city council must also find all the following:
  - a. That the marijuana establishment is designed to minimize any adverse impacts on abutters and other parties in interest.
  - b. That the marijuana establishment demonstrates that it will meet all the permitting requirements of all applicable agencies within the Commonwealth of Massachusetts and will be in compliance with all applicable state laws and regulations.
  - c. That the applicant has satisfied all of the conditions and requirements of this section and other applicable sections of this appendix.
  - d. That the marijuana facility project meets a demonstrated need of the community.
  - e. That the marijuana establishment provides adequate security measures to ensure that no individual participant will pose a direct threat to the health or safety of other individuals, and that the storage and/or location of marijuana product is adequately secured.
  - f. That the marijuana establishment adequately addresses issues of traffic demand, circulation flow, parking and queuing, particularly at peak periods at the establishment, and its impact on neighboring uses.

*7.10.8 Enforcement.* Any violation of this section shall be enforced in accordance with section 9-1 of the Zoning Appendix.

(Ord. of 8-5-14 [122nd amd.], § 1; Ord. of 12-5-17 [135th amd.], § 1)

**Editor's note**— The 135th amendment to Appendix A, adopted December 5, 2017 repealed § 7-10, which pertained to Medical Marijuana Facilities, and reenacted a new § 7-10. Historical notation has been retained for reference.



## 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

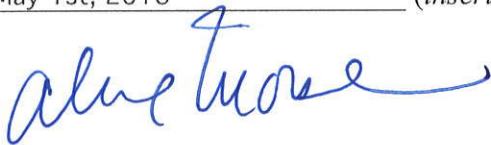
I, Seth Finkel, (*insert name*) certify as an authorized representative of Solurge Inc (*insert name of applicant*) that the applicant has executed a host community agreement with Holyoke (*insert name of host community*) pursuant to G.L.c. 94G § 3(d) on May 1st, 2018 (*insert date*).



Signature of Authorized Representative of Applicant

### Host Community

I, Mayor Alex Morse, (*insert name*) certify that I am the contracting authority or have been duly authorized by the contracting authority for Holyoke (*insert name of host community*) to certify that the applicant and Holyoke (*insert name of host community*) has executed a host community agreement pursuant to G.L.c. 94G § 3(d) on May 1st, 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, Andrew Arens, (*insert name*) attest as an authorized representative of Solurge 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 April 18, 2019 (*insert date*).
2. A copy of a notice of the time, place, and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was published in a newspaper of general circulation in the city or town on April 5, 2019 (*insert date*), which was at least seven calendar days prior to the meeting. A copy of the newspaper notice is attached as Attachment A (*please clearly label the newspaper notice in the upper right hand corner as Attachment A and upload it as part of this document*).
3. A copy of the meeting notice was also filed on April 5, 2019 (*insert date*) with the city or town clerk, the planning board, the contracting authority for the municipality, and local licensing authority for the adult use of marijuana, if applicable. A copy of the municipal notice is attached as Attachment B (*please clearly label the municipal notice in the upper right-hand corner as Attachment B and upload it as part of this document*).
4. Notice of the time, place and subject matter of the meeting, including the proposed address of the Marijuana Establishment, was mailed on April 5, 2019 (*insert date*), which was at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, and residents within 300 feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town. A copy of one of the notices sent to abutters and parties of interest as described in this section is attached as Attachment C (*please clearly label the municipal notice in the upper right hand corner as Attachment C and upload it as part of this document; please only include a copy of one notice and please black out the name and the address of the addressee*).

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

**MORTGAGEE'S SALE OF REAL ESTATE**  
164-170 Hampshire Street  
and 262 Oak Street,  
Holyoke, MA 01040

By virtue and in execution of the Power of Sale contained in a certain mortgage given by **So-Ben Realty LLC** to Bayview Financial Trading Group L.P. dated August 26, 2003, and recorded with the Hampden County Registry of Deeds in Book 13529, Page 197, and assigned through assignments recorded with said Registry of Deeds at Book 20642, Page 183, of which mortgage the undersigned is the present holder, for breach of the conditions of said mortgage and for the purpose of foreclosing the same will be sold at Public Auction on **April 19, 2019 at 11:00AM**, at or upon the mortgaged premises more particularly described below, being all and singular the premises described in said mortgage, to wit:

Beginning at the point of intersection of the southeasterly side of Oak Street with the southwesterly side of Hampshire Street; thence SOUTHWESTERLY on said Oak Street, one hundred and fifty (150) feet to a point; SOUTHEASTERLY and at a right angle to said Oak Street, one hundred and eighteen (118) feet to a point; thence NORTHEASTERLY and parallel with said Oak Street, one hundred and fifty (150) feet to said Hampshire Street; thence NORTHWESTERLY on said Hampshire Street, one hundred and eighteen (118) feet to the place of beginning. Containing seventeen thousand seven hundred (17,700) square feet, more or less. For title see deed at Book 13529, Page 195.

The description of the premises contained in said mortgage shall control in the event of an error in this notice.

The Mortgagee reserves the right to postpone the sale to a later date by public announcement at the time and date appointed for the sale and to further postpone at any adjourned sale date by public announcement at the time and date appointed for the adjourned sale date.

The premises will be sold subject to and with the benefit of all rights, restrictions, ease-

ments, improvements, orders of condition, outstanding tax titles, municipal or other public taxes, assessments, betterments, liens or claims in the nature of liens and existing encumbrances of record created prior to the mortgage, or entitled to precedence over the mortgage, if any, insofar as the same are still in force and applicable to the premises. The premises will be sold without representation or warranty as to its condition or fitness for habitation, or whether it conforms to any applicable state or local building, zoning, health, or sanitary codes, or compliance with any federal, state, or local environmental statutes, regulations, ordinances, or by-laws.

If the premises is a condominium unit, then the premises will also be sold subject to Massachusetts General Laws chapter 183A, as amended, the applicable Master Deed and any and all amounts as may be due, following such sale, to the applicable condominium trust.

If the successful bidder at the foreclosure sale defaults in purchasing the property according to the terms of this notice of sale or the terms of the Memorandum of Sale executed at the time of the foreclosure, the Mortgagee reserves the right to, among other things, resell the property under the power of sale contained in such mortgage or sell the property by foreclosure deed to the second highest bidder (or other successive bidders, in the order of their bid) provided that such other bidder deposits with Mortgagee's attorneys, Michienzie & Sawin LLC, the amount of the required deposit as set forth below within ten (10) business days after written notice of default of the previous highest bidder and title shall be conveyed to such other bidder within thirty (30) days of the default, which time periods may be reasonably extended by the Mortgagee in its sole discretion.

**TERMS OF SALE:** Ten Thousand and No/100 Dollars (\$10,000.00) is to be paid in certified check and/or bank cashier's check (dated no more than ninety days before the date of sale) to be paid by the Purchaser at the time

and place of sale. The balance of the purchase price is to be paid by the Purchaser by certified check and/or bank cashier's check (dated no more than ninety days before the date of closing) within thirty (30) days thereafter, which time period may be reasonably extended by the Mortgagee in its sole discretion, at the offices of Harry Castleman, Esquire, Michienzie & Sawin LLC, 745 Boylston Street, Boston, MA 02116.

**Other terms to be announced at the sale.**

Bayview Loan Servicing LLC present holder of said mortgage by its attorney, Harry Castleman, Esquire MICHIE NZIE & SAWIN LLC 745 Boylston Street Boston, MA 02116 3/29, 4/05, 4/12/19

**Commonwealth of Massachusetts The Trial Court Hampden Probate and Family Court 50 State Street Springfield, MA 01103 Docket No. HD19P0358GD**

**In the interests of: Joel Lennox Berrios, III of Holyoke, MA Minor**

**NOTICE AND ORDER: PETITION FOR APPOINTMENT OF GUARDIAN OF A MINOR NOTICE TO ALL INTERESTED PARTIES**

**1. Hearing Date/Time:** A hearing on a Petition for Appointment of Guardian of a Minor filed on 02/25/2019 by **Edwin Santiago-Velez** of Holyoke, MA will be held **04/25/2019 Guardianship of Minor Hearing**. Located: **Probate & Family Court, 50 State Street, 4th Floor, Springfield, MA 01103**

**2. Response to Petition:** You may respond by filing a written response to the Petition or by appearing in person at the hearing. If you choose to file a written response, you need to:

File the original with the Court; and

Mail a copy to all interested parties at least five (5) business days before the hearing.

**3. Counsel for the Minor:** The minor (or an adult on behalf of the minor) has the

right to request that counsel be appointed for the minor.

**4. Counsel for Parents:** If you are a parent of the minor child who is the subject of this proceeding you have a right to be represented by an attorney. If you want an attorney and cannot afford to pay for one and if you give proof that you are indigent, an attorney will be assigned to you. Your request for an attorney should be made immediately by filling out the Application of Appointment of Counsel form. Submit the application form in person or by mail at the court location where your case is going to be heard.

**5. Presence of the Minor at Hearing:** A minor over age 14 has the right to be present at any hearing, unless the Court finds that it is not in the minor's best interests.

Date: March 28, 2019  
**Suzanne T. Seguin**  
Register of Probate

4/05/19

**NOTICE OF COMMUNITY OUTREACH MEETING REGARDING MEDICAL AND ADULT USE MARIJUANA ESTABLISHMENT SOLURGE, INC.**

**650 BEAULIEU STREET, HOLYOKE, MA**

Notice is hereby given that Solurge, Inc. of 650 Beaulieu Street, Holyoke will conduct a Community Outreach Meeting on the following matter on **April 18, 2019 at Nueva Esperanza, 401 Main Street, Holyoke, MA at 1:00 P.M.** Solurge Inc. intends to apply for one or more of the following Adult-use Marijuana Establishment licenses: Marijuana Cultivator; Marijuana Product Manufacturer; Marijuana Retail Operator, at 650 Beaulieu Street, Holyoke

Information presented at the community outreach hearing will include, but not be limited to:

**1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;**

**2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;**

**3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;**

4. A plan by the Marijuana Establishment to positively impact the community; and

5. Information adequate to demonstrate that the location will not constitute a nuisance to the community

Community members will be permitted and are encouraged to ask questions and receive answers from representatives of Solurge, Inc.

A copy of this notice is on file with the (insert who we need to file with) and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Solurge, Inc.  
Andrew Arens  
CEO

4/05/19

**Commonwealth of Massachusetts The Trial Court Probate and Family Court Hampden Division 50 State Street Springfield, MA 01103 (413)748-8600 Docket No. HD19P0548EA**

**Estate of: Ann M. LeBlanc Date of Death: 01/12/2019**

**INFORMAL PROBATE PUBLICATION NOTICE**

To all persons interested in the above captioned estate, by Petition of Petitioner **Marie A. LeBlanc** of Holyoke, MA a will has been admitted to informal probate.

**Marie A. LeBlanc** of Holyoke, MA has been informally appointed as the Personal Representative of the estate to serve **without surety** on the bond.

The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled

to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner. 4/05/19

**Commonwealth of Massachusetts The Trial Court Probate and Family Court Hampden Division 50 State Street Springfield, MA 01103 (413)748-8600 Docket No. HD19P0563EA**

**Estate of: Roger D. Tourville Date of Death: 02/21/2019**

**INFORMAL PROBATE PUBLICATION NOTICE**

To all persons interested in the above captioned estate, by Petition of Petitioner **Karen Fortier** of Holyoke MA a will has been admitted to informal probate.

**Karen Fortier** of Holyoke, MA has been informally appointed as the Personal Representative of the estate to serve **without surety** on the bond.

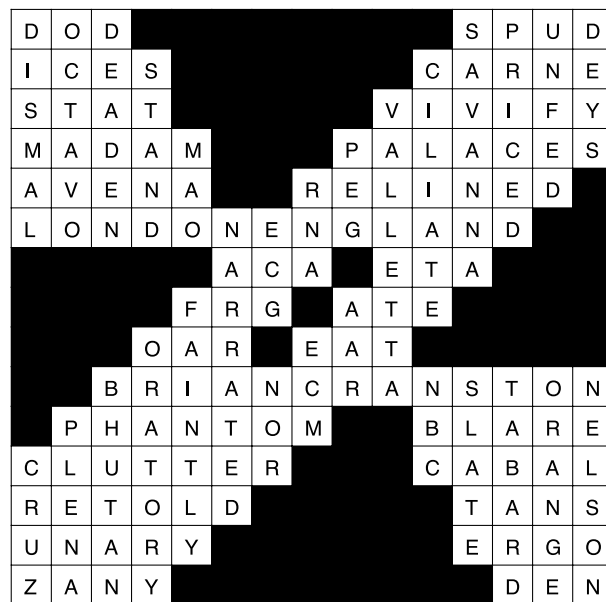
The estate is being administered under informal procedure by the Personal Representative under the Massachusetts Uniform Probate Code without supervision by the Court. Inventory and accounts are not required to be filed with the Court, but interested parties are entitled to notice regarding the administration from the Personal Representative and can petition the Court in any matter relating to the estate, including distribution of assets and expenses of administration. Interested parties are entitled to petition the Court to institute formal proceedings and to obtain orders terminating or restricting the powers of Personal Representatives appointed under informal procedure. A copy of the Petition and Will, if any, can be obtained from the Petitioner. 4/05/19

**HOW TO SUBMIT PUBLIC NOTICES**

All public notices to be published in the Holyoke Sun should be sent directly to [notices@turley.com](mailto:notices@turley.com). Jamie Joslyn processes all public notices for this newspaper and can answer all of your questions regarding these notices. Please indicate the newspapers and publication date(s) for the notice(s) in the subject line of your email. For questions regarding coverage area, procedures or cost, please call Jamie directly at 413-283-8393.

Turley Publications, Inc. publishes 14 weekly newspapers throughout Western Massachusetts. Visit [www.turley.com](http://www.turley.com) for more information.

Please check the accuracy of your public notice prior to submission (i.e., date, time, spelling). Also, be sure the requested publication date coincides with the purpose of the notice, or as the law demands. Thank you.



*The Sun*  
**OBITUARY POLICY**

Turley Publications offers two types of obituaries.

One is a free, brief **Death Notice** listing the name of deceased, date of death and funeral date and place.

The other is a **Paid Obituary**, costing \$120, which allows families to publish extended death notice information of their own choice and may include a photograph. **Death Notices & Paid Obituaries** should be submitted through a funeral home to: [obits@turley.com](mailto:obits@turley.com).

*Exceptions will be made only when the family provides a death certificate and must be pre-paid.*

**WE'VE EXPANDED OUR WEB SITE**  
**PUBLIC NOTICES**  
**ARE NOW ONLINE**

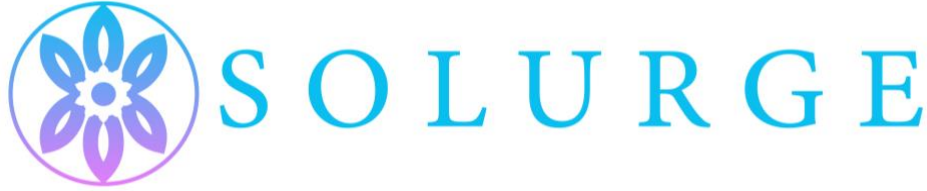
**1** Email all notices to [notices@turley.com](mailto:notices@turley.com)

**2** Access archives and digital tear sheets by newspaper title.

**3** Find a quick link to the state of Massachusetts' public notice web site to search all notices in Massachusetts newspapers.

*Public notice deadlines are Mondays at noon, Fridays noon for Monday holidays.*

**visit [www.publicnotices.turley.com](http://www.publicnotices.turley.com)**



**NOTICE OF COMMUNITY OUTREACH MEETING REGARDING MEDICAL AND ADULT USE  
MARIJUANA ESTABLISHMENT  
SOLURGE, INC.  
650 BEAULIEU STREET, HOLYOKE, MA**

Notice is hereby given that Solurge, Inc. of 650 Beaulieu Street, Holyoke will conduct a Community Outreach Meeting on the following matter on April 18, 2019 at Nueva Esperanza, 401 Main Street, Holyoke, MA at 1:00 P.M. Solurge Inc. intends to apply for one or more of the following Adult-use Marijuana Establishment licenses: Marijuana Cultivator; Marijuana Product Manufacturer; Marijuana Retail Operator, at 650 Beaulieu Street, Holyoke

Information presented at the community outreach hearing will include, but not be limited to:

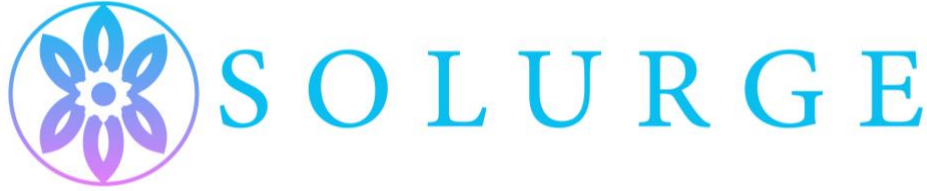
1. The type(s) of Adult-use Marijuana Establishment to be located at the proposed address;
2. Information adequate to demonstrate that the Adult-use Marijuana Establishment location will be maintained securely;
3. Steps to be taken by the Adult-use Marijuana Establishment to prevent diversion to minors;
4. A plan by the Marijuana Establishment to positively impact the community; and
5. Information adequate to demonstrate that the location will not constitute a nuisance to the community

Community members will be permitted and are encouraged to ask questions and receive answers from representatives of Solurge, Inc.

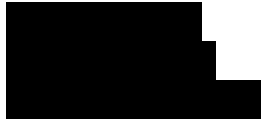
A copy of this notice is on file with the town clerk, planning board, the contracting authority for the municipality, and local licensing authority and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred feet of the property line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Solurge, Inc.

Andrew Arens  
CEO



**NOTICE OF COMMUNITY OUTREACH MEETING REGARDING MEDICAL AND ADULT USE  
MARIJUANA ESTABLISHMENT  
SOLURGE, INC.  
650 BEAULIEU STREET, HOLYOKE, MA**



Dear Neighbor,

Notice is hereby given that Solurge, Inc. of 650 Beaulieu Street, Holyoke will conduct a Community Outreach Meeting on the following matter on April 18, 2019 at Nueva Esperanza, 401 Main Street, Holyoke, MA at 1:00 P.M. Solurge Inc. intends to apply for one or more of the following Adult-use Marijuana Establishment licenses: Marijuana Cultivator; Marijuana Product Manufacturer; Marijuana Retail Operator, at 650 Beaulieu Street, Holyoke

Information presented at the community outreach hearing will include, but not be limited to:

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5. Information adequate to demonstrate that the location will not constitute a nuisance to the community

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A copy of this notice is on file with the town clerk, planning board, the contracting authority for the municipality, and local licensing authority and a copy of this Notice was mailed at least seven calendar days prior to the community outreach meeting to abutters of the proposed address of the Marijuana Establishment, owners of land directly opposite on any public or private street or way, and abutters to the abutters within three hundred feet of the property

line of the petitioner as they appear on the most recent applicable tax list, notwithstanding that the land of any such owner is located in another city or town.

Solurge, Inc.

Andrew Arens  
CEO



## Plan for Positive Impact

This plan is meant to facilitate accomplishing the goals of Solurge as well as the dictates of the Cannabis Control Commission.

### **TARGETS FOR IMPACT – DISPORPORTIONATE IMPACT AREA AND DRUG CONVICTED RESIDENTS**

Our finding a location in Ward 2 in Holyoke, not only satisfied a physical need but a personal one which will enable us to assess, plan for, implement, and measure our success of a plan to positively impact the less fortunate and historically disadvantaged in our District and surrounding areas. Holyoke is one of the 29 disproportionate areas as identified by the Massachusetts Cannabis Control Commission. Ward 2 is particularly indicative of a disproportionate area as it has the highest level of unemployment and is the poorest per capita in the City of Holyoke. Furthermore, Ward 2 has the highest level of non-caucasian residents who don't speak English in the home. ([http://www.oneholyoke.org/wp-content/uploads/2017/03/PAM-Holyoke-CommunityReport\\_FMM.pdf](http://www.oneholyoke.org/wp-content/uploads/2017/03/PAM-Holyoke-CommunityReport_FMM.pdf).) Conditions such as this in addition to a potential decrease in education and employment opportunities often lead to certain health disparities and convictions for drug related crimes. We, early on in our pursuit of Holyoke as a location spoke with Nelson Roman, the former commissioner for Ward 2 and began to identify how we could make an impact.

### **GOALS**

- Hire locally from within Ward 2 with a goal of attaining at least 33% compliance with same
- Consider hiring preferences which employ those with past drug convictions with at least 2 employees hired fitting this description in year one of operations
- Reduce barriers for local residents to enter the commercial cannabis industry
- Support a Ward 2 based community organization
- Improve the physical surroundings of our area by repaving the entire length of one side our building and adding over 50 new shrubs and various plants.

### **PROGRAMS**

#### **Local Hiring**

Solurge has committed to the local community of Holyoke that we will strive to hire

locally. We hope to hire at least 33% of our work force from the residents of Holyoke, in particular Ward 2. Solurge has already hired a retired Holyoke police officer to be our Director of Security. We have instructed him with all future hires to look at other retired Holyoke officers and Holyoke residents before looking elsewhere.

We will conduct one informational session on jobs in the cannabis industry meant to educate the public on the types of jobs available. This session will be held at Nueva Esperanza. It will be advertised in the local paper and by email blast via Nueva Esperanza and any outlet required by our Host Community Agreement. Based on a prior similar event we expect at a minimum 10 members of the community to attend. In addition we are working with the Senior Project Manager for the Holyoke Planning Department to collaborate on ways to consider community members who have previously been trained by Freight Farms, a local cooperative that provides agricultural apprenticeship.

We will hold two job fairs (which will most likely occur prior to our adult use license being issued as we will hold them to staff our RMD license). The job fairs will take place at the Holyoke Housing Department or Nueva Esperanza. They will be advertised in the local paper and by email blast and any outlet required by our Host Community Agreement. We are hoping to attract at least 100 individuals to each job fair.

### **Hiring of those with Drug Convictions**

We will look to hire at least two individuals with past non-disqualifying drug convictions. We will announce our intent as part of our job fair listings in the local paper prior to each job fair we hold. In addition, one of our principals a former prosecutor will review any new hires information to determine eligibility and process for expungement, so that initial guidance will be provided to the new hire.

### **Reduction of Barriers for entry to job market**

Recently, we provided laptops to Nueva Esperanza, a local community organization located in Ward 2 in order to form a computer lab, which among other things can be used for individuals to apply for work. We will consider a training program in conjunction with Nueva Esperanza to facilitate the computers use for employment searches and onboarding processes.

## **Community Support**

Due to our location in Ward 2 we were able to identify an ideal beginning source of an outlet for our community support initiatives. Initially, Solurge has pledged a minimum of \$5000 per year to the local community ‘Verde Fund’ which provides funding for youth programs and community events. More specifically, the Verde Fund will support:

1. Arts, Culture, and Placemaking activities and events around Main Street.
2. Youth Development and Enrichment Program
3. Environmental and Food Justice Events/Programs
4. Workforce Development that helps marginalized communities seek gainful, increased employment
5. Community Celebration Events Activities in and around (The Flats, Downtown, South Holyoke, Springdale/Ingleside, and Churchill) As we become more ingrained in the community we will survey what may be needed from us and what we may help with, within our resources, both in Ward 2 and elsewhere in Holyoke at large.

## **Improve physical surroundings**

Changes will be made to our building in terms of removal of existing overgrown plant life, change in facade, landscaping, and addition of lighting. It is clear that there will be an improvement to the area we will be in. Furthermore, we will dedicate ourselves to address not just the property we maintain but seek to encourage extending the influence to sidewalks and adjoining areas. We will also seek to lead Community “clean-up” initiatives in Ward 2, in particular in year 1 of operations we will hold a clean-up of “Springdale Park” that is near to our location. If successful we will consider making the clean-up a quarterly event.

## **MEASUREMENTS**

We will measure the success of our plan by tracking:

1. Our timeline and compliance with quarterly review in order to make sure that our annual measurements are being attained and that we are able to proactively address in advance of any review one year from our provisional license and annual license renewals.
2. Number of employees hired, retained, or promoted that come from disproportionate

impacted areas through our HRIS system;

3. Number of individuals participating in and successfully paired with Solurge and/or others through the computer lab;
4. Effectiveness of Verde fund donation and its uses for stated goals in the community; and
5. Number and effect of community clean-up efforts.

Solurge looks forward to implementing and furthering its positive impact plan. As part of its dedication to the plan, Solurge affirmatively states:

1. The applicant acknowledges and is aware, and 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; and
2. Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.



## CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



SOLURGE INC  
154 W 2ND ST UNIT 217  
BOSTON MA 02127-1155

000031

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

The Commissioner of Revenue certifies that, as of the date of this certificate, SOLURGE 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

**BY-LAWS  
OF  
SOLURGE, INC.**

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ADOPTED: May 1, 2018

**ARTICLE I**

Offices

1. Registered or Statutory Office, and Agent or Clerk. -- The registered or statutory office of the Corporation in the Commonwealth of Massachusetts is at 154 W 2<sup>nd</sup> Unit 217, Boston, MA 02127, USA. The registered, statutory or resident agent of the Corporation at such office is Andrew Arens, a shareholder and Board Member of the Corporation.

2. Other Places of Business. -- Branch or subordinate offices or places of business may be established at any time by the Board of Directors at any place or places where the corporation is qualified to do business including without limitation 154 W 2<sup>nd</sup> Unit 217, Boston, MA 02127, USA.

3. By-Laws Subject to Shareholder Agreement. The By-Laws of the Corporation are subject to the provisions of that certain SHAREHOLDER AGREEMENT OF SOLURGE INC., as amended (the "Shareholder Agreement"). Wherever inconsistent, the provisions of the Shareholder Agreement shall control. Wherever these By-Laws are silent, the applicable provisions of the Shareholder Agreement shall control.

4. Purpose of the Corporation. The purpose of the Corporation shall be the ownership and operation of a lawfully-registered for-profit marijuana business in the Commonwealth of Massachusetts, and any other lawful purpose consistent with the laws, rules, and regulations promulgated by the Commonwealth of Massachusetts and the Cannabis Control Commission for the ownership, governance, and operation of a for-profit marijuana business.

## **ARTICLE II**

### **Meetings**

1. **Annual Meeting.**--The annual meeting of shareholders shall be held upon not less than ten nor more than fifty days written notice of the time, place and purposes of the meeting, at 10:00 a.m. on the second Tuesday of December of each year at the principal office of the Corporation or at such other time and place as shall be specified in the notice of meeting, in order to elect directors and transact such other business as shall come before the meeting, including the election of any officers as required by law. If that date is a legal holiday, the meeting shall be held at the same hour on the next succeeding business day.

2. **Special Meetings.** A special meeting of shareholders may be called for any purpose by the president or the Board of Directors or as permitted by law. A special meeting shall be held upon not less than ten nor more than fifty days written notice of the time, place and purposes of the meeting.

3. **Action Without Meeting.** The shareholders may act without a meeting if, prior or subsequent to such action, each shareholder who would have been entitled to vote upon such action shall consent in writing to such action. Such written consent or consents shall be filed in the minute book.

4. **Quorum.** The presence at a meeting in person or by proxy of the holders of shares entitled to cast a majority of all shares issued and outstanding shall constitute a quorum.

5. **Record Date.** The record date for all meetings of shareholders shall be as fixed by the Board of Directors or as provided by Statute.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

1. **Number and Term of Office.** The Board of Directors shall consist of at least one (1) member. Each director shall be elected by the shareholders at each annual meeting and shall hold office until the next annual meeting of shareholders and until that director's successor shall have

been elected and qualified. The initial Board of Directors shall consist of Adam Arens, Andrew Arens, and David Kotler, the named signatories of the Shareholder Agreement. Further signatories to the Shareholder Agreement shall not become Board Members except where expressly stated otherwise in a writing executed by a majority of the voting shares of the Corporation.

2. Regular Meetings. A regular meeting of the Board shall be held without notice immediately following and at the same place as the annual shareholders' meeting for the purposes of electing officers and conducting such other business as may come before the meeting. The Board, by resolution, may provide for additional regular meetings which may be held without notice, except to members not present at the time of the adoption of the resolution.

3. Special Meetings. A special meeting of the Board may be called at any time by the president or by one (1) director for any purpose. Such meeting shall be held upon not less than two (2) days notice if given orally (either by telephone or in person), or upon not less than five (5) days notice if given by depositing the notice in the United States mails, postage prepaid, or electronically. Such notice shall specify the time, place and purposes of the meeting.

4. Action Without Meeting. The Board may act without a meeting if, prior to such action, each member of the Board shall consent in writing thereto. Such consent or consents shall be filed in the minute book.

5. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business.

6. Vacancies in Board of Directors. Vacancies in the Board, whether caused by removal, death, mental or physical incapacitation or any other reason, including vacancies caused by an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even though less than a quorum of the Board, or by a sole remaining director.



## **ARTICLE IV**

### **WAIVERS OF NOTICE**

Any notice required by these By-Laws, the certificate of incorporation or the law of the state of incorporation may be waived in writing by any person entitled to notice. The waiver or waivers may be executed either before, at or after the event with respect to which notice is waived. Each director or shareholder attending a meeting without protesting the lack of proper notice, prior to the conclusion of the meeting, shall be deemed conclusively to have waived such notice.

## **ARTICLE V**

### **OFFICERS**

1. Election. At its regular meeting following the annual meeting of shareholders, the Board shall elect a president, a treasurer and a secretary or clerk, except such officers as shall be elected by the shareholders. It may elect such other officers, including one or more vice presidents, as it shall deem necessary. One person may hold multiple offices.

2. Duties and Authority of President. The president shall be chief executive officer of the Corporation. Subject only to the authority of the Board, he shall have general charge and supervision over, and responsibility for, the business and affairs of the Corporation. Unless otherwise directed by the Board, all other officers shall be subject to the authority and supervision of the president. The president may enter into and execute in the name of the Corporation contracts or other instruments not in the regular course of business which are authorized, either generally or specifically, by the Board. He shall have the general powers and duties of management usually vested in the office of president of a corporation.

3. Duties and Authority of Vice President. The vice president shall perform such duties and have such authority as from time to time may be delegated to him by the president or by the Board. In the event of the absence, death, inability or refusal to act by the president, the vice president shall perform the duties and be vested with the authority of the president.

4. Duties and Authority of Treasurer. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The treasurer shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the president or the Board.

5. Duties and Authority of Secretary or Clerk. The secretary or clerk shall cause notices of all meetings to be served as prescribed in these By-Laws and shall keep or cause to be kept the minutes of all meetings of the shareholders and the Board. The secretary or clerk shall have charge of the seal of the Corporation. The secretary or clerk shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the president or the Board.

6. Removal of Officers. The Board may remove any officer or agent of the Corporation if such action, in the judgment of the Board, is in the best interest of the Corporation. Appointment or election to a corporate office shall not, of itself, establish or create contract rights.

7. Vacancies in Offices. The Board, in its absolute discretion, may fill all vacancies in offices, regardless of the cause of such vacancies, for the remainder of the terms of the offices.

8. Initial Officers. The initial President shall be Andrew Arens, a domiciliary of the Commonwealth of Massachusetts with an address at 154 W 2nd Unit 217, Boston, MA 02127.

The initial Treasurer shall be Adam Arens, a domiciliary of the state of Florida with an address at 702 S. Lakeside, Lake Worth, FL 33460.

The initial Secretary shall be David Kotler, a domiciliary of the state of Florida with an address at 1141 NW 106 Ave, Plantation, FL 33322.

## ARTICLE VI

### AMENDMENTS TO AND EFFECTS OF BY-LAWS

#### FISCAL YEAR

1. Force and Effect of By-Laws. These By-Laws are subject to the provisions of the law of the Commonwealth of Massachusetts and the Corporation's certificate of incorporation, as it may be amended from time to time. If any provision in these By-Laws is inconsistent with a provision in the statutes of the Commonwealth of Massachusetts or the certificate of incorporation, the provision of the State statutes or the certificate of incorporation shall govern. These By-Laws are furthermore subject to the Shareholder Agreement, which Shareholder Agreement shall control over the provisions of these By-Laws.

2. Wherever in these By-Laws references are made to more than one incorporator, director or shareholder, they shall, if this is a sole incorporator, director, shareholder corporation, be construed to mean the solitary person; and all provisions dealing with the quantum of majorities or quorums shall be deemed to mean the action by the one person constituting the corporation.

3. Amendments to By-Laws. These By-Laws may be altered, amended or repealed by the shareholders or the Board. Any By-Law adopted, amended or repealed by the shareholders may be amended or repealed by the Board, unless the resolution of the shareholders adopting such By-Law expressly reserves to the shareholders the right to amend or repeal it.

4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year.

Executed and adopted this 1st day of May, 2018, by the unanimous consent of the Board.

A handwritten signature in black ink, appearing to read "Andrew Arens", written over a horizontal line.

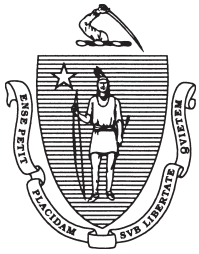
Andrew Arens

A handwritten signature in black ink, appearing to read "David Kotler", written over a horizontal line.

David Kotler

A handwritten signature in black ink, appearing to read "Adam Arens", written over a horizontal line.

Adam Arens



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: February 19, 2019

To Whom It May Concern :

I hereby certify that according to the records of this office,  
**SOLURGE INC.**

is a domestic corporation organized on **March 12, 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: 19020285670

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

Processed by:



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$35.00

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

**Articles of Organization**

(General Laws, Chapter 180)

**Identification Number:** 001290378

**ARTICLE I**

The exact name of the corporation is:

SOLURGE INC.

**ARTICLE II**

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

THE PURPOSE OF THE CORPORATION SHALL BE FOR THE EDUCATIONAL, CHARITABLE, AND BENEVOLENT PURPOSE OF PROVIDING EDUCATIONAL INFORMATION ON THE USE OF HERBAL AND NATURAL REMEDIES TO RESIDENTS OF MASSACHUSETTS WHO ARE CHRONICALLY-ILL PATIENTS WITH CONDITIONS SUCH AS HIV AND AIDS, CHRONIC PAIN, CHRONIC SPASTICITY, GLAUCOMA, ARTHRITIS, CANCER, ALS, CROHN'S DISEASE, MIGRAINES, AND RELATED ILLNESSES AND CONDITIONS TENDING TO CAUSE CHRONIC PAIN MANAGEMENT ISSUES AND TENDING TO BE AMENDABLE TO HERBAL AND NATURAL REMEDIES, AND THEIR PROPERLY-ACCREDITED MEDICAL PROVIDERS.

**ARTICLE III**

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

THE CLASSES OF MEMBERS, THE MANNER OF ELECTION OR APPOINTMENT OF OFFICERS AND MEMBERS, THE DURATION OF MEMBERSHIP, AND OTHER MATTERS OF CORPORATE GOVERNANCE SHALL BE SET FORTH IN THE BYLAWS OF THE CORPORATION.

**ARTICLE IV**

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

*(If there are no provisions state "NONE")*

THE CORPORATION SHALL BE GOVERNED ACCORDING TO ITS BYLAWS, WHICH BYLAWS HAVE BEEN ADOPTED PURSUANT TO THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS PRIOR TO THE FILING OF THIS REGISTRATION STATEMENT, AND WHICH BYLAWS SHALL PROVIDE FOR SUCH CORPORATE GOVERNANCE MATTERS PURSUANT TO THE LAWS GOVERNING MASSACHUSETTS NON-PROFIT CORPORATIONS.

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

#### ARTICLE V

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

#### ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

#### ARTICLE VII

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

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

No. and Street: 154 W 2ND STREET  
UNIT 217  
City or Town: BOSTON State: MA Zip: 02127 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	ANDREW ARENS	154 W 2ND STREET, UNIT 217 BOSTON, MA 02127 USA 154 W 2ND STREET, UNIT 217 BOSTON, MA 02127 USA	09/12/2067
TREASURER	SETH FINKEL	4150 BAHIA ISLE CIRC WELLINGTON, FL 33449 USA 154 W 2ND, UNIT 217 BOSTON, MA 02127 USA	09/12/2067
CLERK	ADAM ARENS	702 S LAKESIDE LAKE WORTH, FL 33460 USA 154 W 2ND STREET, UNIT 217 BOSTON, MA 02127 USA	09/12/2067
DIRECTOR	DAVID KOTLER	1141 NW 106 AVE PLANTATION, FL 33322 USA 154 W 2ND STREET, UNIT 217 BOSTON, MA 02127 USA	09/12/2067

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

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

Name: ANDREW ARENS  
No. and Street: 154 W 2ND STREET  
UNIT 217  
City or Town: BOSTON State: MA Zip: 02127 Country: USA

**I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years.**

**I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:**

ANDREW ARENS SETH FINKEL ADAM ARENS DAVID KOTLER

**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 12 Day of September, 2017. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)**

ANDREW ARENS SETH FINKEL ADAM ARENS DAVID KOTLER

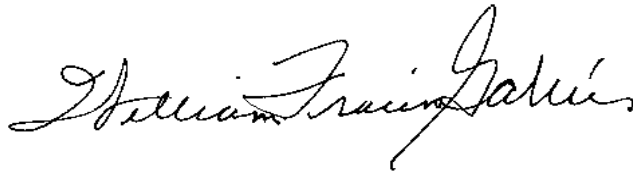


THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

September 12, 2017 02:53 PM

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

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

D

The Commonwealth of Massachusetts

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

FORM MUST BE TYPED

Articles of Entity Conversion of a

FORM MUST BE TYPED

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)

001290378

RECEIVED

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

MAR 07 2018

MA Dept. of Public Health
99 Chauncy Street
Boston, MA 02111

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

Solurge 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:

Solurge 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:\*

Pursuit and operation of RMD license pending Massachusetts Department of Health approval.

P.C.

S

Solurge, Inc. is an applicant with an application pending before the Department of Public Health in accordance with 105 CMR 725.100(C) as of March 9, 2018.

Bryan Harter
Director

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

D

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

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Solurge Inc.

ARTICLE II

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Pursuit and operation of RMD license pending Massachusetts Department of Health approval.

**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
Class A Commo	1,000,000.00			

**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.

The Class A Common shares of Solurge Inc. (the "Corporation") shall have equivalent rights in the ownership, distributions, and other managerial and economic rights of the Corporation pursuant to the Company's bylaws.

**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:

No shares of the Corporation may be transferred to any person except as specified in the bylaws of the Corporation, which requires, at least, the consent of the principal officers of the Corporation as provided in these Articles.

**ARTICLE VI**

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

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

ARTICLE VII

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

ARTICLE VIII

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

- a. The street address of the initial registered office of the corporation in the commonwealth:  
154 W 2nd St. #217 Boston, MA 02127
- b. The name of its initial registered agent at its registered office:  
Andrew Arens
- 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: Andrew Arens

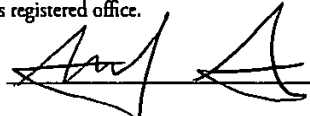
Treasurer: Seth Finkel

Secretary: Adam Arens

Director(s): David Kotler

- d. The fiscal year end of the corporation:  
January 1 - December 31
- e. A brief description of the type of business in which the corporation intends to engage:  
The lawful operation of a registered Massachusetts marijuana corporation and any other lawful business
- f. The street address of the principal office of the corporation:  
154 West 2nd St, Unit 217, Boston, MA 02127
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:  
154 West 2nd St, Unit 217, Boston, MA 02127, 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 7<sup>th</sup> day of March, 2018

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 \$12.00 having been paid, said articles are deemed to have been filed with me this 13 day of March, 2018, at \_\_\_\_\_ a.m./p.m. \_\_\_\_\_ time

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

*William Francis Galvin*

WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

Filing fee: Minimum \$250

192

SECRETARY OF THE  
COMMONWEALTH  
2018 APR 12 PM 3:19  
CORPORATIONS DIVISION

SB  
Examiner  
DB  
Name approval

\_\_\_\_\_  
C  
\_\_\_\_\_  
M

TO BE FILLED IN BY CORPORATION  
Contact Information:

Andrew Arena  
154 West 2nd St., Unit 217  
Boston, MA 02127  
Telephone: 207-423-6087  
Email: arens.andrew@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.

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S O L U R G E

## Abstract

**SOLURGE** will be opening a medical and adult use, vertically integrated cultivation, processing, and retail business in Massachusetts. This document contains an overview of the Organization, the Products & Services that will be provided, and outline of the Company Strategy for Implementation, and the Company Financial Plans.

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# 1 EXECUTIVE SUMMARY

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SOLURGE currently has a provisional RMD license and is in the process of building a vertically integrated cannabis facility in Holyoke, Massachusetts. SOLURGE intends to cultivate, process, and dispense cannabis medicine to qualified Massachusetts patients under the Massachusetts Medical Cannabis Initiative established by Chapter 369 of the Acts of 2012 “An Act for the Humanitarian Medical Use of Cannabis” as well as pursue horizontal licenses for adult use cannabis with retail licenses in Holyoke and additional locations which are being developed.

To ensure the success of the company, SOLURGE has assembled a business plan to outline the key company objectives and mission. The plan will summarize the estimated start-up costs with a three-year projected income statement, and outline additional details that will be required to operate as a successful Cannabis business. This includes an Industry Review, a view of the Massachusetts Legal Landscape, a Market Assessment, Branding Strategy, and Operations.

## 1.1 MISSION

SOLURGE’s mission is to cultivate, process, and dispense premium medical grade cannabis which can also be purchased under separate framework for adult use. The focus will be to create a recognizable brand of excellent cannabis products. The products will be professionally processed, packaged and presented to patients in a service-focused environment. Staff will be knowledgeable of the products we are dispensing and will be able to provide patients and adult use users insight into the effects of each cannabis type. The workforce will be diverse and will also be trained to serve end users courteously, informatively, and always with their dignity in mind. Finally, SOLURGE intends to be regarded by the local community as a professional operation which adds economic and health value to the local population.

## 1.2 OBJECTIVES

SOLURGE’s key objectives are:

- To cultivate premium cannabis plants and cannabis by-products.
- To grow a flower that lowers cost, energy usage, maximizes yield, is safe, and pesticide-free.
- To become the preferred cannabis brand among patients and adult use customers within the Commonwealth of Massachusetts, particularly the Pioneer Valley and surrounding areas.
- Inside the dispensary setting, to provide safe and legal access to cannabis for all qualified patients and adult use customers.
- To create a professional brand image to earn trust and respect within the communities we serve.
- Formulate an estimated budget to ensure sufficient funding is available.
- Create a business plan that can be presented to partners, the state, and those responsible for executing and delivering on the mission.
- Provide evidence of the ability to operate for an anticipated licensing cycle.

- To open up to three dispensary locations in Massachusetts.

## **2 ORGANIZATION SUMMARY**

---

### **2.1 LEGAL ENTITY**

SOLURGE is a closely held corporation duly formed under the laws of the Commonwealth of Massachusetts.

### **2.2 STARTUP SUMMARY**

To date, SOLURGE has planned for and begun to implement a corporate structure. Much effort has been expended to engage a qualified team to serve as advisors with expertise in the identified areas including legal counsel, accounting assistance, identification of key roles and responsibilities within the organization. In addition to our C Suite level personnel we have begun to fill other key positions necessary to implement our plan. Lastly, SOLURGE has commenced and continues to update a comprehensive business plan that addresses all areas required to fund and operate a legally compliant, sustainable organization that can fully deliver on its mission. We will focus on cultivation, processing, and retail sales of medical grade and premium adult use cannabis.

#### **2.2.1 Cultivation**

SOLURGE will cultivate premium cannabis strains for medical usage and adult use. Environmentally friendly and sustainable cultivation procedures are being implemented to minimize energy costs. Energy costs are anticipated to be lower as we have chosen Holyoke as the site of our cultivation. In addition, we are undergoing a roof renovation in our cultivation facility to be able to support solar infrastructure which we are installing. Cannabis will be grown within a closed structure without the presence of other plants and we will utilize a mix of normal and elite genetics.

#### **2.2.2 Processing**

SOLURGE will create cannabis oils using a process called Supercritical CO<sub>2</sub>. This process is an inexpensive, recyclable, and environmentally safe industrial solvent that creates superior high-grade cannabis oil. This process produces cannabis concentrates that are much safer, cleaner, less toxic and more aromatic than butane hash oil products. Cannabis oil processing will be accomplished using Pure Pe-Co<sub>2</sub>-5.0L

#### **2.2.3 Kitchen**

We have dedicated 800 sq. ft. for our commercial kitchen. The kitchen is being designed to comply with Good Manufacturing Processes ("GMP's") pursuant to Title 21 of the Code of Federal Regulations, Part 110 (21 CFR 110).

### 2.2.4 Dispensary

According to the Massachusetts Department of Public Health there are 57,872 active patients enrolled in the Commonwealth's Medical Use of Cannabis Program as of December 2018. The number of patients being served is expected to increase in the second year and the third year of operation. Per our application for Adult Use licenses we will seek to enter the adult use market as well.

SOLURGE will dispense cannabis products in three locations throughout the state of Massachusetts. We are in the process of locating the appropriate properties for our additional dispensaries. Our first Dispensary will be located in Holyoke, Massachusetts in the front of our 27,000 sq. foot cultivation and processing facility. It will incorporate a fresh and industrial themed aesthetic.

## 2.3 START-UP FUNDING

Management has assumed that \$5.238 million is needed for the initial capital and operating needs to open a vertical operation that includes a cultivation facility, processing center, and retail dispensary. Below is a summary of expected startup costs, exclusive of insurance and other expenses spent to date in obtaining our provisional RMD license:

<u>Start-up Costs</u>		
Building Construction & Labor	\$	3,500,000
HVAC	\$	400,000
Roof	\$	268,000
Lighting Equipment	\$	300,000
Benches	\$	107,000
Extraction Machine	\$	80,000
Lab Equipment	\$	50,000
Generator	\$	88,000
Fertigation Equipment	\$	80,000
Computer Equipment	\$	50,000
Rent Expense	\$	30,000
Legal & Accounting Fees	\$	60,000
Licenses	\$	50,000
Security Setup Costs	\$	175,000
<b>Total Start-up Costs</b>	<b>\$</b>	<b>5,238,000</b>

## 2.4 LONG-TERM VIABILITY

Long-term viability is based on a strong foundation. Our goals are to build a strong foundation starting with our cultivation and culminating with a fine retail and patient experience. Our retail operations are designed with the ability to grow as quick as the marketplace demands. Thus we plan to generate at least \$1,100,000 in average monthly revenue by the end of the first full year. The following is a short breakdown of our revenue projection.

**Figure 2: Revenue Projections**

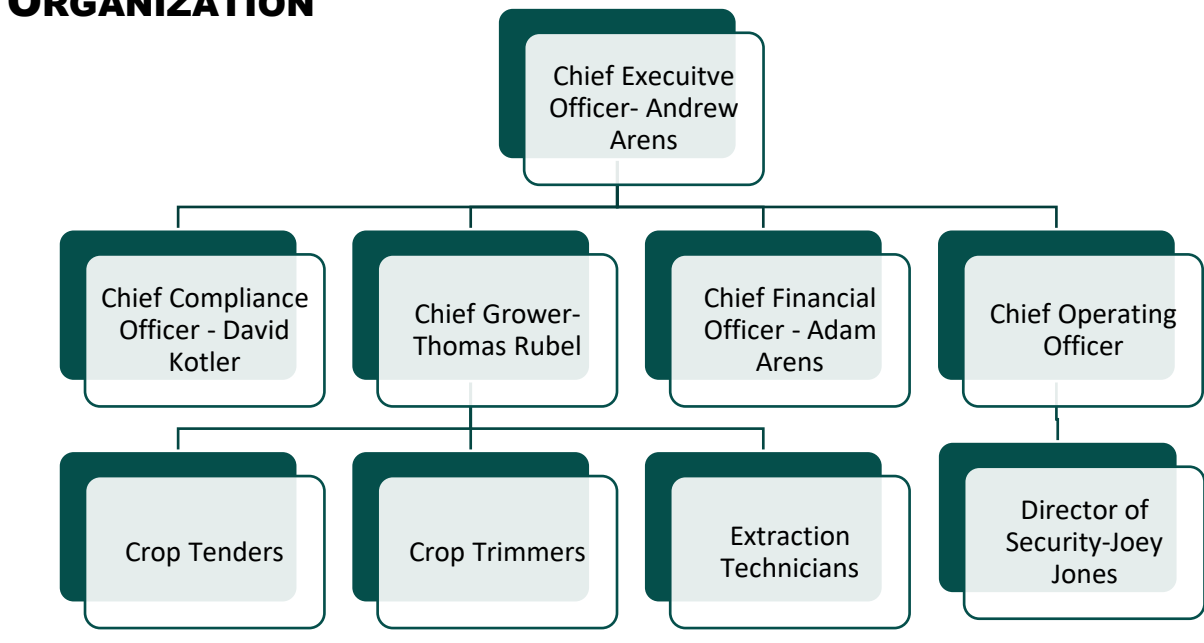
Revenue Source	YEAR 1	YEAR 2	YEAR 3
Flower	\$ 9,217,495	\$ 10,878,871	\$ 12,374,487
Concentrates & Edibles	\$ 4,116,000	\$ 4,695,600	\$ 5,140,800
Accessories	\$ 22,194	\$ 27,941	\$ 32,072
<b>TOTAL REVENUE</b>	<b>\$ 13,355,689</b>	<b>\$ 15,602,413</b>	<b>\$ 17,547,360</b>

## 2.5 PROFESSIONAL ADVISORY TEAM

SOLURGE has obtained and will continue to utilize professionals to support its start-up and operations. To date we are utilizing the professionals below

- Christopher Ray Esq. –corporate formation and advise
- Scott Levy, C.P.A. – accounting and 280e considerations
- Bryan Gitlin – commercial real estate

## 2.6 ORGANIZATION



### 2.6.1 Chief Executive Officer: Andrew Arens

Andrew Arens is the Assistant Director of the American Jewish Committee's (AJC) New England Regional Office. Prior to joining AJC, Andrew was the Managing Director of Octagon Strategy Group, a full service Political Consulting Firm based in Connecticut. From 2011-2015, Andrew worked for the American Israel Public Affairs Committee (AIPAC), serving as New England Deputy Political Director and National Campus Outreach Director. While the National Campus Outreach Director in Washington, D.C., he mentored and guided thousands of future leaders across the country.

Andrew has broad experience working with civic leaders, members of Congress and community stakeholders. He also has extensive background mobilizing young adults from diverse backgrounds to advance organizational goals. He has led many successful legislative efforts and grassroots advocacy campaigns and has valuable background organizing support for legislative and political initiatives.

Andrew participates as a Big Brother in the Jewish Big Brothers Big Sisters organization and is actively involved in a variety of charitable organizations throughout Greater Boston.

Andrew graduated from the University of Central Florida in 2009 with a Bachelor's Degree in Political Science and a minor in Judaic Studies.

### 2.6.2 Chief Financial Officer: Adam Arens

Adam Arens is the owner of Patriot Subaru in Saco, Maine and Patriot Subaru of North Attleborough, MA. Patriot Subaru is one of the nation's most award-winning dealerships and dealership groups. Started in 2003, the dealerships have been in business over 13 years. Patriot Subaru has received various awards including Subaru's Chairman Award (Signifying top 25 Sales Volume in the USA), Subaru's President Award (Signifying high performance in New England), Subaru's first Eco-Friendly Dealer, the EPA's Energy Star Small Business Award,

Recognition by Efficiency Maine for Reduction in Energy Use, Eco-Maine's Business of the Year, 2012, 2013, 2014, 2015, 2016 Best Dealership to Work For, and been named #1 Best Place to Work in the State, 2014, 2015, 2016. In addition to the Subaru dealerships and other business ventures, Adam Arens is deeply involved in his community having served on the Board of Directors of 6 different charities from Florida to Maine.

Prior to opening Patriot Subaru, Adam worked for 17 years with JM Family Enterprises. Adam held various management and executive positions with JM Family Enterprises and its subsidiaries JM&A Group, Southeast Toyota and World Omni. Adam and his wife Lisa reside in Lake Worth, FL and have 2 adult children and 3 dogs

### **2.6.3 Chief Compliance Officer: David Kotler**

David Kotler, Esq. is a partner in Cohen Kotler P.A., located in Boca Raton, Florida and is Of Counsel to Hoban Law Group, a Denver, Colorado law firm with a national cannabis practice. Well respected by his clients and peers. He has a diverse legal portfolio that spans from criminal prosecution and defense to civil and commercial litigation. Most recently, David is a well-accomplished attorney practicing in the medical cannabis legal sector.

Forming Medical Cannabis Business Lawyers LLC, a practice of Cohen Kotler, in 2014, he was one of the first attorneys in Florida to undertake representation of clients hoping to operate in Florida under the Florida Compassionate Medical Cannabis Act of 2014. David has an impressive range of experience in the cannabis industry which includes license applications for start-ups, cross-border licensing, and regulatory matters.

Establishing a strong network in the cannabis industry, he currently consults with individuals and companies countrywide and serves as outside general counsel for numerous clients. As leader in the field, he is an active medical cannabis advocate who has dedicated the last few years to broadening the community legal understanding of the cannabis business. He has done this by participating in advisory boards, panels, lectures series, and as a regular contributor to major cannabis journals. David received his B.A. from Lafayette College in Easton, Pennsylvania and his law degree from Widener University School of Law in Harrisburg, Pennsylvania.

### **2.6.4 Director of Security: Joey Jones**

Solurge has designated as our Director of Security, Joey Jones. Joey L. Jones is a retired Police Officer from the Holyoke Police Department in Holyoke, Massachusetts. Within the thirty one years of serving in the department he spent twelve years as a uniformed patrolman and worked alongside the Holyoke Fire Department as an Arson investigator then was promoted to a detective for the Western Mass Federal Gang Task Force for eight years. After the eight years he was transferred to the Holyoke Narcotics Bureau as a Narcotics Detective working alongside the DEA, ATF and State Warrant Apprehension Unit for seven years and spent the last three years as the Holyoke Massachusetts code enforcement officer. Joey L. Jones also has had weapons training at the FBI Academy in Quantico, Virginia and has done high profile security details while in the Gang Task Force.

Mr. Jones will be directly responsible for our digital, physical and electronic security requirements. He will work with management to enhance and improve physical security measures and IT security. He will identify organizational protection goals and objectives, ensuring that they are consistent with our strategic plans. He will be responsible for deciding on

the priority of security needs and will oversee security directors, staff and outside contractors to ensure compliance with applicable law and regulations.

With the leadership of Mr. Jones, we are developing a state-of-the-art plan that takes advantage of the security industry's best practices and most up-to-date technology, ensuring that our facilities and company operate at the highest level of security preparedness.

### **2.6.5 Chief Grower: Thomas Rubel**

Thomas Rubel is a seasoned cannabis professional with years of experience as a grower in the medical cannabis space. His key accomplishments include strain modification and genetics. Thomas has an industry reputation for creating popular strains in the San Diego and Colorado markets. Some of those strains include: San Diego Cat Piss, Oteil's Egyptian Kush, and Alien Kush. While he has been an innovator in the strain modification and genetics area, Thomas also excels in the daily operations aspect of the business.

In his most recent role as the Head Grower for Groundswell in Colorado, Thomas was responsible for overseeing temperature control and plant cultivation. He has been responsible for monitoring and the maintenance of required systems to keep cannabis standards including:

- Agriculture equipment
- HVAC systems
- Irrigation systems
- Drainage
- Chillers

His success as a grower comes from his ability to ensure that plants are in the perfect environment to thrive and grow. In addition to climate control, Thomas employs his knowledge of organic plant treatment-avoiding plant diseases, insect and fungi. This allows the maximum use of the Cannabis.



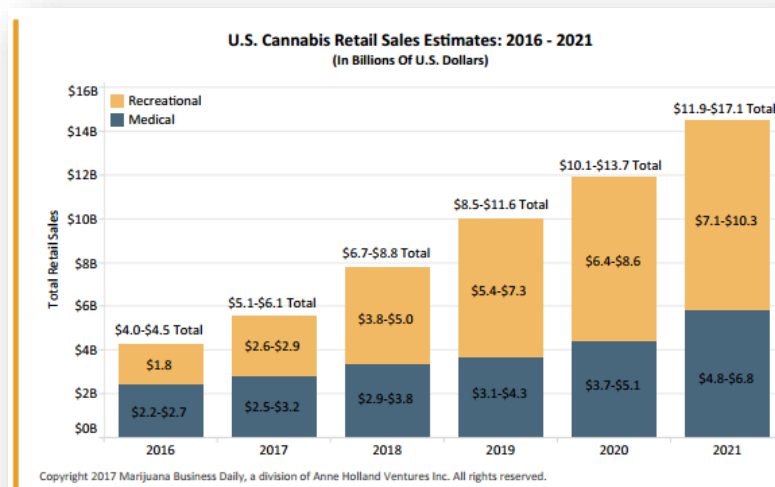
## 3 INDUSTRY ANALYSIS

### 3.1 CANNABIS INDUSTRY PROJECTIONS

With 29 states and Washington D.C with legalized medicinal and recreational cannabis, the cannabis industry is booming. Despite the historical opposition to cannabis, it appears only to be a matter of time before there is full industry and regulatory acceptance of cannabis as a medicine and perhaps as a recreational choice. The industry currently is at \$6+ billion in annual legal sales but experiencing 25% annual year over year increases as more states adopt medical and recreational cannabis use. The regulated cannabis market is projected to grow from \$6.7 billion in 2016 to \$17 billion by 2021.

Industry growth factors include significant support among the general population and an increase of regulatory frameworks allowing cannabis businesses to operate. In a February 23<sup>rd</sup>, 2017, Quinnipiac Poll, it showed that 91%% of the voters approve medical cannabis when recommended by a doctor.<sup>1</sup> According to Newsweek, 2016 was the year that the election changed cannabis having referendums in 9 states – more than ever before with 7 of 9 measures being approved. The most significant initiative to pass was the legalization of recreational use in California<sup>2</sup>. In most recent headline news, Justin Trudeau, the Canadian Prime Minister, proposed a bill to legalize recreational cannabis in Canada.

With the growing social acceptance and legal reform in place, it is anticipated that the financial implications will grow at an incredible rate. In 2016, it is estimated that the U.S. industry was worth more than \$5 billion. By 2021, *Cannabis Business Daily* projects that the sector will be worth over \$21 billion<sup>3</sup>.



<sup>1</sup> (Republicans Out Of Step With U.S. Voters On Key Issues, Quinnipiac University National Poll Finds; Most Voters Support Legalized Marijuana, 2017)

<sup>2</sup> (2016: The Election that Changed Cannabis , 2017)

<sup>3</sup> (Marijuana Business Daily, Factbook 2017)

### **3.2 THE MASSACHUSETTS LEGAL LANDSCAPE**

In November of 2008, the Commonwealth of Massachusetts decriminalized cannabis when voters passed the Sensible Cannabis Policy Initiative, also known as Question 2. Question 2 changed the landscaped of adult cannabis possession laws in Massachusetts making it a civil offense to possess an ounce or less of cannabis. This new law eliminated criminal reporting for minor cannabis infractions. While Question 2 addressed the possession aspect of the law, selling and growing cannabis was still a criminal offense and convictions carried serious jail time.

Four years later, in 2012, 63% of Massachusetts voters passed the Massachusetts Medical Cannabis Initiative allowing cannabis use and production for medical purposes. The legislation required a registry for patients, doctors and caregivers as well as dispensaries. The Massachusetts Department of Public Health established the Medical Use of Cannabis Program to oversee this new law, including ensuring that there is at least one dispensary in each county and no more than five in a single county.

When the law took effect in January of 2013, the commonwealth was still developing the appropriate systems for the registration process which allowed patients with qualifying medical conditions and certified doctor's notes to begin medical cannabis use immediately while the state created a registry program. The commonwealth was also delayed in certifying the required fourteen dispensaries by January 2014 causing them to issue fifteen provisional certificates. (As of August 2017, there are 40,229 patients, 4,068 caregivers and 206 physicians registered in the Massachusetts Use of Cannabis Program. While there are twelve active dispensaries and 100 dispensaries with either a provisional certificate or in the inspection phase.)

Voters went a step further in November of 2016 by voting yes to Question 4 making the recreational use of cannabis in Massachusetts legal. Cannabis will be regulated in the same fashion as alcohol. On December 15, 2016 personal cannabis use for persons 21 or older became legal. This covers individuals in possession of an ounce or less of cannabis and home growth of no more than twelve cannabis plants. Licensing for cultivators, manufacturers, testers and retailers began in July of 2018. To date only 7 adult use licenses have been authorized to begin sales.

### **3.3 MASSACHUSETTS PATIENT AND ADULT USE BASE**

According to the Cannabis Policy Project, the total population of all states with medical cannabis is approximately 194M – with a total of 2.3M registered patients.<sup>4</sup> Massachusetts is ranked fourteenth in total population with a total population of 6.5M residents.<sup>5</sup> The Commonwealth of Massachusetts' Medical Use of Cannabis Program cited 55,046 active patients in their registry as of Sept. 2018. The number of purchases has seen a significant increase from 624 in July of 2015 to 23,337 in August of 2017. According to the Medical Use of Cannabis Program, there are an average of 1,997 new patients registered in the Commonwealth each month. We anticipate a mix of low to mid income with some high-income patients. Adult Use customers we would anticipate to average forty to fifty customers per day on average.

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<sup>4</sup> (Medical Marijuana Patient Numbers, 2017)

<sup>5</sup> (Census Business Bulder: Small Business Edition - 2.1, n.d.)

## 4 SALES AND MARKETING STRATEGY

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### 4.1 MARKETING OBJECTIVES

In view of data and opportunities presented within this plan, the following summarizes general marketing objectives for SOLURGE in the next one to two years of operation:

- Create a strong digital presence across states
- Become the preferred cannabis brand due to ease of use and Solurge number system
- Create public awareness regarding SOLURGE cannabis products and byproducts
- Establish and grow a target patient base
- Establish relationships with dispensing organizations to sell products owned by SOLURGE

### 4.2 BRANDING AND POSITIONING

SOLURGE has secured a domain name and built out a website at [www.solurge.com](http://www.solurge.com) . It has engaged a professional team sourced to create a strong brand that is designed to uphold SOLURGE's vision as a premium brand. This brand image will be used to set it apart from competitors. Additionally, this effort will be supplemented with the following efforts:

- Professionally packaged customer facing logos and pictures which are relevant to the types of products being offered.
- A recognizable brand, logo, and simple catchphrase which will be used in packaging design for physical products as well as consistently match all digital marketing channels
- Use of already selected packaging company with multi-year experience with fortune 500 retail brands in fashion and wellness.

### 4.3 MARKETING / PROMOTIONAL TACTICS

After the creation of a recognizable brand, logo, and simple catchphrases marketing campaigns will focus on the following:

- Targeted digital marketing by age, gender, and preferred dispensing method
- The creation of a strong web presence that is SEO friendly
- Forming partnerships with industry relevant website and leaders to grow the presence of SOLURGE
- Use of Animated GIF ads
- Use of promotional codes and tracking URL's to see what marketing is or is not working
- Data collection to build targeted campaigns – including emails and texting. We will establish a regular cadence of marketing with existing customers – keeping in mind that not too much should be sent to prevent being viewed as spam

- Full use of all Social Media platforms. Including Leafly, Weedmaps, Eaze, Facebook, Twitter, Instagram, YouTube, Google+, Vine, LinkedIn, and Pinterest

#### **4.4 COMPETITION**

There are currently seventeen RMD's licensed with the Massachusetts Medical Use of Cannabis Program. Seven of the RMDS have been granted permission to move forward for Adult Use. We anticipate four dispensaries to be located in Holyoke.

#### **4.5 PRICING STRATEGY**

SOLURGE's pricing will be intentionally set at the midpoint of the scale locally, primarily due to the higher quality of medicine it will offer to patients.

Management anticipates charging an average price of \$13 per gram of flower and \$70 for a gram of cannabis oil during the first year of operations. SOLURGE will occasionally offer discounted medicine, either as incentives or as assistance for those with lesser ability to pay, such as seniors, veterans, and patients on disability (or in accordance with our compassionate care program).

## 5 PRODUCTS AND SERVICES

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### 5.1 CULTIVATION

SOLURGE will offer a wide variety cannabis strains due to the different effects of the medicinal properties associated with each strain. Thomas Rubel, the Director of Cultivation will identify and obtain the premium cannabis strains that SOLURGE will cultivate. To serve the needs of our patients and customers, we will ensure that we cultivate a mix of Indica and Sativa. Indica is known to reduce nausea, increase appetite and fight depression while Sativa is known for its uplifting effects that energize patients with strong cerebral effects. Understanding that patients' needs vary, our Director of Cultivation has produced the following cultivars to address those needs.

Indica Prominent	Sativa Prominent	50/50 Mix
<ul style="list-style-type: none"><li>•The Medicine</li><li>•Purple Passsions</li><li>•Oteil's Egyptian Kush</li></ul>	<ul style="list-style-type: none"><li>•Stuberrrie</li><li>•Time Wreck</li></ul>	<ul style="list-style-type: none"><li>•Jillybean</li><li>•The Dutchess</li><li>•Cherry Alien</li></ul>

## 5.2 PROCESSING

SOLURGE will process all cannabis to create a full line of goods to be sold at its' dispensary locations. The primary items are listed below.

### Edibles

- A marijuana edible is a THC-infused product that can be consumed by the customer. SOLURGE plans on creating a signature line of marijuana-infused edible products that appeal to a higher-end market. This may include beverages, coffees, pastries, chocolates, and gummies. Edibles can be as effective as smoking or vaping.

### Medicinals

- The medicinal line is designed to conveniently access the palliative as well as curative properties of cannabis. Each different delivery method of ingestion is targeted to treat specific diseases; for example capsules and tonics have the potency to provide curative treatment, while the Oral Spray and Chewing Gum are designed for immediate palliative treatment of pain or spasticity. We will develop varying standard dosages in capsule form, as an oral solution, sublingual syringes, and vaporizers.

### Tinctures

- A marijuana tincture is a cannabis based extract that is infused with alcohol. Typically the flowers and trim leaves are used. This product provides easy dosing for patients with rapid absorption.

### Topicals

- Topicals are ideal for assisting patients who are arthritic or have aching injuries. Topicals have an analgesic and anti-inflammatory effect to reduce or eliminate pain. These will be developed in the forms of sprays or lotions.

## 5.3 RETAIL PRODUCTS

SOLURGE intends to offer a full supply of medical cannabis products.

We will sell all of our processed cannabis products from our retail locations. In addition to those products, we will sell the following:

### Dispensing Devices

- Patients will be able to purchase the dispensing device associated with their specific doctor ordered specific.

### Ancillary Items

- To further our brand image, we intend on selling apparel and other branded items. No paraphernalia will be sold unless new Massachusetts Laws allow it.

### Alternative Medicine Education Services

- Keeping the patient in mind, SOLURGE intends on providing educational services to our patients. This will include education on the healing and curative powers of marijuana.

## 5.4 COMMUNITY BENEFITS PLAN

SOLURGE believes that it can and should have a critical role in the quality of cannabis healthcare in Massachusetts. We also believe that we have an important fiduciary obligation to be a “good neighbor” and provide benefits to our community as part of our healthcare mission. Therefore, we view our Community Benefits Plan as a blueprint for how we plan to accomplish this.

SOLURGE will support the Community Benefits Plan at the highest level of our organization. Our senior management will be responsible for overseeing the implementation of the Community Benefits Plan, including designating the programs or activities to be included in the plan, allocating the resources, and ensuring its regular evaluation. Some of our benefits are described in the following section.

### 5.4.1 Discounted Cannabis for those on Welfare

SOLURGE intends to provide a program that evaluates a patient’s need to determine if when patients require discounted medication. We will outline and provide a copy (if requested) of the document that describes what constitutes what patient qualifications necessitate the need for discounted cannabis.



#### **5.4.2 Free Delivery Services**

SOLURGE intends to design programs that provide Free Delivery Services to qualifying patients who may be unable to travel to their dispensing location. Such services will provide access to patients without reliable transportation. Solurge has received it special use permit in Holyoke to allow for this type of delivery.

#### **5.4.3 Annual Food Drives**

SOLURGE will host an annual food drive in Holyoke that will be specifically designed to benefit the local community. We will obtain sponsorships from our vendor partners as well collect food and monetary donations on behalf of the community. All items collected will be distributed locally in partnership with local charities.

#### **5.4.4 Sponsor Charities**

SOLURGE plans on sitting on the board and sponsoring for one or more local charities. As part of our service, we will help guide the contributions of the charity and will make regular monetary donations.

## 6 LOCATION

### 6.1 CULTIVATION AND PROCESSING FACILITY

Solurge currently leases its Holyoke facility from a closely related holding company at a reasonable commercial rate. Holyoke, is a favorable location due to a welcoming governmental authority and low cost of utilities when compared to other locations. The property is located at 650 Beaulieu Street, Holyoke, MA 01040.



#### 6.1.1 Design Objectives

The indoor grow and processing facility will be designed to maximize cannabis output, minimize energy usage, and optimize profits. State of the art automated climate control systems will be used. Site design will consider the following:

- Cooling systems to maintain temperatures and humidity that optimize growth.
- Water collection systems to re-use water and capture rainwater.
- Intelligent lighting systems to replicate the sunlight spectrum and light deprivation mechanisms.
- Air filtration and circulation systems to control heat buildup from lighting systems and eliminate exhaust odors.
- Evaluation of the preferred irrigation system, which may be drip irrigation, hydroponic flood benches, or trough benches.
- Whichever irrigation system is chosen will be designed in conjunction with a nutrient management systems – which will maximize the production yield of the cannabis plants.

## SOLURGE

- Computer controlled environment management by room. This will be designed to maintain the specific nutrients, lights, air circulation, humidity, and temperature requirements for the different growing chambers.



## 6.2 DISPENSARY

SOLURGE will design retail locations with state of the art sophistication and “class.” This will ensure all patients registered in Massachusetts have safe access to cannabis medicine.

### 6.2.1 Site Design

SOLURGE has worked with its architect and a professional pharmacy designer to create the layout and design of its dispensary. It has been designed with a modern and professional look and feel to create a safe and comfortable environment for patients to collect their medicine.



### **6.2.2 Site Build Out**

The site selected will upgrade an existing facility that will keep several goals in mind:

- Complying with all City code requirements
- Meeting and exceeding safety and efficiency standards unique to the type of operations proposed
- Maximize product yield with respect to minimized energy usage

### **6.2.3 Location**

SOLURGE is looking at locations throughout the Commonwealth of Massachusetts for our other locations.

## **6.3 PERSONNEL PHILOSOPHY**

SOLURGE is committed to engage in professional recruiting practices to hire the most qualified candidates. Additionally, an active effort will be made to recruit a diverse workforce. Our employees will well paid, well qualified, and well-trained personnel. All employees will be fingerprinted and have successfully passed a background screening. All staff will be required to wear photo identification at all times while on the cultivation or dispensary premises. Employees will be provided with precise definition of responsibilities, clearly understood chains of authority and thorough training. Our staff will be expected to uphold SOLURGE professional brand image.

## **6.4 OPERATORS MANUAL AND EMPLOYEE HANDBOOK**

A comprehensive handbook provides information to guide employees' behavior and relationship with SOLURGE (available for review upon request). The manual, which is furnished to all employees upon being hired, addresses:

- SOLURGE Philosophy
- Compensation guidelines and company benefits
- New employee onboarding procedures
- Attendance, tardiness, and uniform policy
- Safety/Security policies and guidelines
- Drug and Alcohol policy
- Anti-Discrimination Policy
- Anti-Harassment Policy

## **6.5 POLICIES AGAINST DISCRIMINATION**

SOLURGE is committed to a workplace that does not discriminate and provides a safe environment for employees to work. Below is a summary of our Anti-Discrimination Policy and Anti-Harassment Policy.

### **6.5.1 Diversity Plan**

SOLURGE is an "equal opportunity employer." We will not discriminate and will take measures to ensure that our policies remain against discrimination in employment, recruitment, and advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the basis of race, creed, color, national origin, or sex.

Additionally, we will exhibit evidence of diversity and inclusion by including minority persons and veterans in SOLURGE workforce.

### **6.5.2 Anti-Harassment Policy**

SOLURGE is committed in all areas to providing a work environment that is free from harassment. Harassment based on an individual's sex, race, ethnicity, national origin, age, religion or any other legally protected characteristics will not be tolerated. All employees, including supervisors and other management personnel, are expected and required to abide by this policy. No person will be adversely affected in employment with the employer as a result of bringing complaints of unlawful harassment.

If an employee feels that he or she has been harassed on the basis of his or her sex, race, national origin, ethnic background, or any other legally protected characteristic they should immediately report the matter to his or her supervisor. If that person is not available, or if the employee feels it would be unproductive to inform that person, the employee should immediately contact that supervisor's superior or human resources. Once the matter has been reported, it will be promptly investigated, and any necessary corrective action will be taken where appropriate. All complaints of unlawful harassment will be handled in as discreet and confidential a manner as is possible under the circumstances.

SOLURGE will take any and all claims of harassment seriously. All claims of harassment reported will be logged and investigated. Any employee determined to engage in improper harassing behavior will be subject to disciplinary action, including the possible termination of employment.



## 6.6 CULTIVATION AND PROCESSING PERSONNEL

Cultivation and Processing Personnel will cross train to maximize knowledge sharing and productivity. This includes carrying out all grow procedures, nutrient management, climate control, harvesting, drying, trimming, weighing and packaging operations in an efficient manner that also complies with all GMP's, OSHA regulations, and all applicable required procedures.

**Assistant Grower:** An Assistant Grower will be employed to manage large-scale cannabis cultivation. This individual will perform all the tasks in the grow including cloning, transplanting, feeding plants, defoliation, super cropping, topping, flushing, foliar and preventative sprays, trimming, packaging, waste disposal, and inventory management. Job responsibilities will include:

- Knowledge of large scale commercial plant cultivation including nutrient requirements, mediums, light requirements, temperature control, air flow, etc.
- Knowledge of plant diseases, insects, and fungi, as well as plant treatment options
- Physical aptitude and health are necessary to perform manual labor tasks required for the proper management of grow.
- Advanced knowledge of the cannabis plant and genetics.
- Must have accountability, proactive behavior and strong attention to detail.
- Well researched in new techniques and insight into optimized standard operating procedures that provide high-quality, high-yield results.
- Comprehensive knowledge of cultivation equipment from new lighting to advanced irrigation.
- Facility maintenance and troubleshooting as necessary.
- Assist government auditors with inventory, sales, and compliance audits.
- Comply with all HR policies including confidentiality and non-disclosure.

**Extraction Technician:** An Extraction Technician will be hired to oversee the production of high-quality cannabis oil. Ideal candidates will have experience performing extractions and expert knowledge of cannabis oil extraction techniques. In addition to knowledge regarding extraction procedures, the individual selected for this position will exhibit dependability, honesty, self-reliance, flexibility, and commitment to the production of high-quality cannabis oil. Job responsibilities will include:

- Follow the SOP's regarding Supercritical CO2 processing
- Daily work documentation and data collection
- Follows appropriate control measures to prevent mixing of batches and/or weights of batches
- Performs in-process and post-process quality assurance testing and conducting visual inspections to ensure the product meets or exceeds SOLURGE's quality standards.
- Ensuring 100% compliance and accuracy involving all product tracking, product security, and product movement procedures
- Following appropriate control measures to prevent mixing of cannabis strains and batches.
- Performing in-process and post-process quality assurance testing and conducting visual inspections to ensure all product meets or exceed SOLURGE's specifications and patients' expectations.
- Proper weighing, data recording, and batch tracking throughout SOLURGE processes

- Continually strive and work with the remainder of the Production Team to improve SOLURGE processes for improved patient safety, quality, and efficient manufacturing
- Assist in monitoring processing supplies and inventory.

### **6.7 CULTIVATION**

#### Mother room

Our mother room is approximately 500 sq. ft. It will house up to 30 different varieties of strains and consist of 200+ mother plants. Plants will be in 5-10 gallon pots and grown in a medium of a coco pearl mix. Plants will attain as size of 4-6 feet. Watering of plants in the mother room will be by wand. We will utilize Kind x1 1000 fixtures which will be on 24 hours. Clones will be made in this room as well. A stationary bench/tray set up will be utilized.

#### Vegetative area

Our Vegetative area is approximately 2000 sq. ft. It will contain Clone domes with 40 clones per dome. We anticipate 50-100 domes going at all times. This area will also house teenagers consisting of 4000-6000 plants in flora flex 6' pots in a coco medium. Plants will be growing in vertical racks. Plants will be watered by wand. We will utilize Kind Kind LED light bars which will be on 24 hours. Clones in domes will be transplanted in this room. Plants will be topped and trained in this area. The size of teenagers when being transitioned will be 36 inches.

#### Flowering rooms

We have 4 flowering rooms that are between 1800 to 3000 sq. ft. Plants will be grown on rolling benches and in flora flex 6' pots with coco medium. Our flowering room will utilize Kind LED xl 1000 fixtures. There will be 16 plants per light or 16 plants each 4x4 area of bench. Our flowering rooms will be supported by automated water irrigation for all plants. Plants will undergo a 12 hour light cycle and obtain a 40-60 inch plant height.

## 6.8 CULTIVATION TRAINING

Our Growers will be provided with an Operator’s Manual on best practices cultivation techniques. In addition, to the operator’s manual, our growers will remain current with cultivation best practices. This will be through webinars, conferences, online training, and through cultivator networks.

- Commercial plant cultivation guidelines including nutrient requirements, grow mediums (or lack thereof), light requirements, temperature control, air flow, etc.
- References to plant diseases, insects, and fungi, as well as plant treatment options
- Facility maintenance schedule
- Data and production tracking
- Inventory control processes

Procedure	Description
<b>Cultivation procedures</b>	Including grow medium, estimated grow cycles, how long to flower, and equipment usage.
<b>Bud Trimming</b>	How to trim and cure buds, tools to use, trim placement, waste disposal.
<b>Inventory Control</b>	Seed to sale tracking will spell out how SOLURGE will address inventory and includes protocols to ensure operational consistency and proper compliance with the MMTC licensing directives.
<b>Information Technology</b>	Training on greenhouse environment management systems, inventory control procedures, electronic data collection, and records retention.
<b>Environment Management</b>	Will outline the environment requirements by room and stage of the cannabis processing.
<b>Nutrient Line Management</b>	Information on nutrient line, preferred feeding schedule, and when to flush cannabis plants
<b>Harvesting and Curing Procedures</b>	When to harvest, preferred curing methods, quality assurance.
<b>Supercritical CO2 Processing</b>	How to use the machine, machine maintenance, and prevention of cross contamination.
<b>Packaging</b>	Details regarding standard labeling in accordance with the legal label requirements.
<b>Testing and Sample Retention</b>	Standard testing procedures, procedures for storing test samples, and details regarding engaging with a third party for independent testing.
<b>Facility Maintenance</b>	Outlines cleaning and maintenance schedule, which includes but is not limited to filter changes, basic repairs, deep cleanings, contamination clean-up, etc.

## SOLURGE

<b>Transportation</b>	The transportation policies, whom to engage to transport cannabis products, frequency of deliveries, and processes for retaining records.
<b>Emergency Procedures</b>	Provides specific protocols in case of medical, police or other emergencies to ensure rapid response involving the appropriate personnel and/or outside authorities.

### **6.9 MOLD, FUNGUS, AND PARASITE MANAGEMENT**

With SOLURGE's commitment to high-quality cannabis plants, all seeds and plants will be regularly inspected for pests that endanger the crop. In addition to regular inspections, SOLURGE will do the following:

- Only use substances identified, to be safely applied to plants intended for human consumption.
- If pests are identified that threaten the horticultural and agricultural interests of Massachusetts, SOLURGE will notify the necessary department 10 calendar days after a determination that a plant is infested or infected by such plant pest.
- Perform fumigation or treatment of plants, or the removal and destruction of infested or infected plants
- Implement policies and procedures that enable early pest identification and prevention of additional outbreaks.

### **6.10 PROCESSING TRAINING**

The Extraction Technician will be provided with an Operator's Manual on the Supercritical CO2 Extraction Machine in adherence with the SOLURGE guidelines. The Operator's Manual will include the following:

- Machinery operation
- Solvent usage
- Temperature, pressure, and time guidelines
- Safety processes and procedures
- Proper handling of pre-extraction plant materials

### **6.11 PROCESSING MACHINE OPERATIONS**

Solurge will be using a Pure Pe-Co2-5.0L The Supercritical CO2 Extraction machine will be installed under the guidance of the manufacturer in accordance with the manufacturer's requirements. Specs are as follows: **5.0L supercritical/supercritical CO2 equipment for botanical and essential oil extraction**

- 3000 psi
- Liquid CO2 pump and solid state heating
- Two stage separation
- Scalable to a 10L system

- 220VAC/50Amp/60Hz

### Closed Loop system

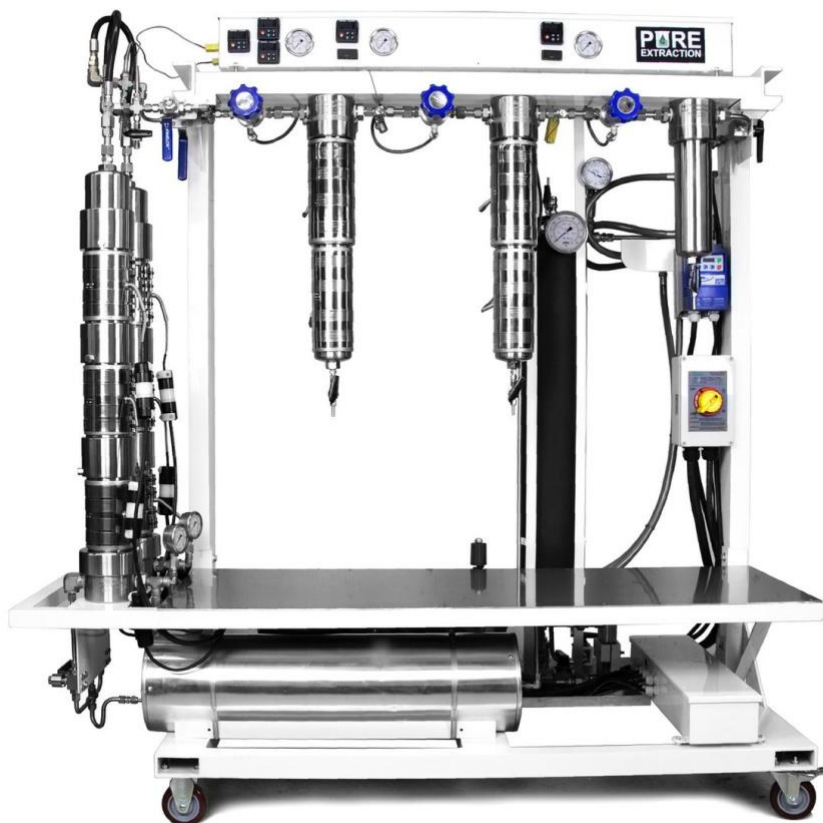
- CO2 recycle system for extractor - no venting to atmosphere
- Reduce operation cost - reduction in consumed CO2
- Includes; Heat Exchanger, Storage Vessel, Glycol Chiller and peripherals

SOLURGE will obtain written documentation from the manufacturer and adhere strictly to the operating guidelines. This includes:

- Regular Maintenance, including filter cleaning and replacement schedule, relief valve testing, monitoring of compressor oil levels, gasket and O-ring replacement
- Humidity and temperature controls as administered by the environment management system
- Raw material control – dry, with a fine grind, and lightly packed
- Recommend solvents for effective machine operation

The machine purchased will adhere to the ASME Boiler and Pressure Vessel codes, the National Electric and International Fire Codes and FDA/3-A Sanitary Standards. It will be UL Listed, meeting the nationally recognized standards for safety.

**Figure:** Pure Pe-Co2-5.0L model



## 6.12 TESTING GUIDELINES

In compliance with Massachusetts Law, SOLURGE will thoroughly test all medical cannabis cultivated and processed by utilizing a third-party testing organization. This organization will be certified, registered or accredited by the Cannabis Control Commission. The testing will focus on the following areas as outlined by the Medical Use of Cannabis Program:

- Cannabinoid profile
- Metals
- Pesticides, residue and plant growth regulations
- Microbiological containments and mycotoxins
- Residual solvents

## 6.13 PACKAGING GUIDELINES

All final low-THC cannabis or medical cannabis products will be packaged in compliance within the United States Poison Prevention Packaging Act of 1970<sup>6</sup>.

Each package will be put into a storage container that has a firmly affixed and legible, compliant label with the following information:

- Plain, opaque, tamper proof (no cartoons or images other than the dispensary)
- The name of the dispensing organization from which the medical cannabis
- The batch number and harvest number from which the medical cannabis
- Patient's name
- Dispensary name, RMD number and contact info
- THC level
- Package date
- Testing statement
- Warnings and precautions
- Adverse reactions
- Edibles need to include a list of all the edibles' ingredients, storage instructions, and a prominent warning to keep away from children.

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<sup>6</sup> (Poison Prevention Packaging: A Guide for Healthcare Professionals, 2005)

## **6.14 CULTIVATION TRACKING**

As required by the state, an inventory tracking system will be used to track when cannabis seeds are planted, when cannabis plants are harvested, destroyed, transported, sold, stolen, diverted, and/or lost. We have contracted with Bio-Track to serve as our Seed to Sale solution. SOLURGE will maintain full accountability of all raw materials, finished products, and any byproducts to prevent diversion or unlawful access to or possession of these substances. All plants will contain a batch and harvest number.

## **6.15 ORDER FULFILLMENT**

An inventory and customer management system will be used to collect and fulfill orders. It will serve as a client tracking and ordering mechanism.

We have engaged DataOwl which will integrate with our website and inventory control for real time inventory on-line ordering.

## **6.16 STORAGE AND TRANSPORTATION**

When transporting cannabis product, SOLURGE will do the following:

- Maintain a transportation manifest, which will include detailed line items of what the shipment contains. This documentation will be used to transfer products from the processing facility to the dispensary or another wholesale client.
- Documentation will be retained for at least 1 year.
- Only vehicles in good working order will be used for transportation.
- All cannabis and THC products will be in a separate locked compartment.
- For security purposes, a minimum of 2 persons will be in each cannabis transportation vehicle. At least one person to remain in the vehicle while the medical cannabis is being delivered.

## **7 DISPENSARY OPERATIONS**

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### **7.1 PERSONNEL PHILOSOPHY**

SOLURGE is committed to engage in professional recruiting practices to hire the most qualified candidates. Additionally, an active effort will be made to recruit a diverse workforce. Our employees will well paid, well qualified, and well-trained personnel. All employees will be fingerprinted and have successfully passed background screening. All staff will be required to wear photo identification at all times while on the dispensary premises. We will provide employees with precise definition of responsibilities, clearly understood chains of authority, and thorough training of new hires. Our employees will be expected to uphold SOLURGE professional brand image.

### **7.2 OPERATORS MANUAL AND EMPLOYEE HANDBOOK**

A comprehensive handbook provides information to guide employees' behavior and relationship with SOLURGE (available for review upon request). The manual, which is furnished to all employees upon being hired, addresses:

- SOLURGE Philosophy
- New employee onboarding procedures
- Attendance, tardiness, and uniform policy
- Safety/Security policies and guidelines
- Drug and Alcohol policy
- Anti-Discrimination Policy
- Anti-Harassment Policy



## 7.3 DISPENSARY PERSONNEL TRAINING

All Dispensary employees will go through a comprehensive training. The training will include the following:

Procedure	Description
<b>Patient/Caregiver Identity Verification</b>	This will describe the process of patient screening at the security checkpoint and how to validate government-issued photo ID's.
<b>Legal</b>	We will distribute a worksheet regarding the state of the law as well as include a section in our manual and SOP's addressing the law, compliance, and law enforcement interaction.
<b>Processing and Storage</b>	This will outline the procedures regarding how medicine will be received, handled, and stored safely.
<b>Accounting and Cash Procedures</b>	This will include training on the Point of Sale, how to manage cash, accounting, and banking procedures.
<b>Patient Data Protection</b>	Will provide for HIPPA consistent privacy and data storage.
<b>Dispensing Procedures</b>	Step by step guidance for providing quality service and dispensing medicine to patients.
<b>Inventory Control Plan</b>	Will spell out how SOLURGE will address inventory and includes protocols to ensure operational consistency and proper compliance with the MMTC.
<b>Emergency Procedures</b>	Will provide the specific protocols in case of medical, police or other emergencies to ensure rapid response involving the appropriate personnel and/or outside authorities.
<b>Security</b>	Patient, worker, and neighborhood security are our highest priority. As discussed more fully in our Security Plan, we institute state-of-the-art security procedures to take advantage of the security industry's best practices and most up-to-date technology. This will ensure that our dispensary facility operates at the highest level of legal compliance and security preparedness
<b>Registry</b>	This will include how to register, look-up patients, and log the dosage and quantity dispensed.

## 7.4 PATIENT IDENTITY VERIFICATION

All patients and caregivers will be required to provide a government-issued photo ID as well as their Program I.D. card. This will be used to verify the person's identity.

## 7.5 PAPERWORK COMPLIANCE

Compliance consists in the *Patient Agreement*, which we are preparing and will utilize. The prospective patient/caregiver must read or have read to him/her all the compliance paperwork. He/she must attest in writing (by their signature) that they:

- have received the paperwork,
- have read it or had it read to them,
- understand it, and
- agree to abide by all its rules and requirements.

## 7.6 PATIENT CARE

It is important to SOLURGE that all patients feel comfortable inside of the facility and with how to correctly use cannabis medicine. To ensure this goal is met, we are developing and will offer the Services:

- **New Patient Orientation Services** – This service will provide a patient with an overview of the basic types of cannabis, the safe and proper use of cannabis, potential side effects, and drug interactions, and how to keep medicine away from children.
- **Guide to Effective Caregiving** – This will provide Caregivers insight into high-quality patient care, a review of the Massachusetts Laws, an overview of the basic types of cannabis, the safe and proper use of cannabis, potential side effects and drug interactions, and how to keep medicine away from children.

Every patient will also be provided with a Patient Handbook. The New Patient Handbook will include:

- Patient Guidelines to Stay Safe and Healthy
- Patients' Rights
- Massachusetts Medical Cannabis Law Overview
- Services
- Guide to Using cannabis- test dosing
- Sativa vs. Indica
- Understanding Edible Consumption
- Applications for Cannabis and Cannabinoids
- Ailment Specific Strains
- Substance Use Prevention
- References and Resources

## 7.7 DISPENSARY ACCESS

Only employees, verified patients (who may be under 18), and adults over 21 can access inside of the dispensary.

- **Employees Access:** Employees will be provided with photo badges that will be used as keys to enter the dispensary. The photo ID must be worn at all times while working inside of the dispensary.
- **Public Access:** Patients, caregivers, and adult use customers will enter the dispensary through the secure entry area. To proceed beyond the screening area, entrants must be verified to pass through and be “buzzed in”. Passing through will require a government-issued form of photo ID and state issued medical card when applicable.

## 8 SECURITY PLANS

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Our Security Plan is divided into two components: *Facility Security* and *Operations Security*. The Security Plan applies to the Cultivation and Processing Facility as well as the Dispensary. The preventive measures adopted in these components will minimize our security exposure, protecting the public, our patients, and our staff. We also are confident that should there be any breach of security, our comprehensive response capabilities will ensure the incident is quickly detected, contained, and resolved at the appropriate response level.

### 8.1 FACILITY SECURITY

The key to facility security is controlling ingress into and movement within the building through strict access protocols for employees and patients and through physical and electronic safeguards to protect against forced or surreptitious entry or movement.

This includes:

- Securing all doors and windows with locks and electronic alarm mechanisms,
- Adequate lighting and video surveillance with third-party 24/7 monitoring in and around the facility,
- Round-the-clock guards monitoring the facility,
- Multiple redundant electronic systems to detect intrusion or unauthorized movement within the facility,
- Keycard and access-code-controlled access points in employees-only areas,
- Strict enforcement of identification requirements for all incoming persons,
- A secure pre-screening and reception area for incoming patients, and
- Strict enforcement of eligibility documentation and verification procedures for all patients.

### 8.2 OPERATIONS SECURITY

The key elements of operational security are procedural security, workforce security, and inventory security. These are defined as the following:

- Procedural security requires specific and well-rehearsed protocols to deal with all types of incidents and eventualities, from suspicious behavior, loitering, or on-site consumption to full-blown emergencies and premeditated security threats. Well-laid plans, working security systems, and staff preparedness are paramount.
- Workforce security includes background checks, proper training and drills, and physical and electronic safeguards for employee safety during transactions.
- Inventory security requires a system for strict inventory tracking and control along with facility monitoring to prevent diversion, theft, and on-site consumption.

As reflected in our Security Plan, preventing minor incidents of misconduct and responding to them appropriately when they do occur is an important strategy to reducing the likelihood of major security breaches.

## 8.3 INSURANCE

Solurge has engaged separate insurance to source coverage necessary to comply with former 105 CMR 725.105 (Q) and corresponding adult use regulations. These require \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually with a deductible not to exceed \$5000.

## 9 SWOT ANALYSIS

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The SWOT Analysis is designed to identify the strengths, weaknesses, opportunities, and threats to a given organization.

- **Strengths** describe internally the advantages an organization has, it describes what makes a company unique, and identifies a company's unique sell proposition.
- **Weaknesses** describe internally what the company must improve, what should be avoided, and potential factors that may result in a loss of sales or operational capabilities.
- **Opportunities** describe externally marketplace trends, government policy, changes in social patterns, population patterns, and lifestyle changes that could be used toward a marketplace advantage.
- **Threats** describe external obstacles that a company faces. This may include government regulatory bodies, competitors, or changes in quality standards.

The below SWOT analysis summarizes SOLURGE.

### 9.1 STRENGTHS

- Well qualified Executive team with a long operating history in multi million dollar retail business and support with industry experience
- Committed, long-term Massachusetts residents familiar with operating business inside the Commonwealth
- Legalization of recreational cannabis use

### 9.2 WEAKNESSES

- The workforce will need to demonstrate diversity with minority and veterans represented

### 9.3 OPPORTUNITIES

- Cannabis usage is becoming more accepted by the general public
- Partnerships can be formed with existing and emerging groups dedicated to education and use of alternative medicines
- SOLURGE can continue to build and strengthen alliances with their existing agricultural affiliations

## **9.4 THREATS**

- Internal Revenue Code Section 280E/tax difficulties
- Lack of access to banking although this could be mitigated by using Medford's Century Bank
- Organizations like Smart Approaches to Cannabis and the Massachusetts Prevention Initiative

## 10 FINANCIAL PLAN

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### 10.1 FINANCIAL ASSUMPTIONS

- The Cultivation, Processing, Kitchen, and Dispensing Facility will be housed in a 27,000 square foot building.
- It is estimated that 8 lbs of cannabis is cultivated per each light in year one, with efficiency improving and resulting in 10 lbs per light in year two, and 10 lbs per light in year three. Approximately 500 lights would go into a 12,000 square foot grow space.
- Cultivation assumes costs of \$150 per lb of cannabis for nutrients and utilities.
- For purposes of this projection we have assumed cultivation production is at 100% of capacity and 10% of produced flower and trim will be sold to the wholesale market. Flower will consist of 50% of our sales. The remaining 40% will be processed into cannabis oil. 35% of our product must be dedicated to medical per the CCC.
- Cannabis oil processing will be accomplished using the Pure Pe-Co2-5.0L model shown above. This model can process up to 15 pounds of flower and trim in a 24-hour period, and one machine will be able to process all flower and trim produced by the cultivation.
- This model assumes 10% of cannabis oil produced will be sold to the wholesale market. The remaining amount will be available for retail sales.
- At the onset, we will dispense cannabis products in Holyoke, Massachusetts. Once this location is up and running, it is anticipated that we will open new dispensing locations as pursued in Springfield.
- Local potential consumers are projected to be between 10,000 and 14,000.
- This model assumes a facilities lease expense of \$10,000 per month during year one, and \$15,000 per month during years two and three.
- It is assumed the dispensary will have at least 4 competitors in Holyoke.

## **10.2 PROJECTED INCOME STATEMENT**



**10.2.1 Cultivation Assumptions**

	Efficiency Rate	Grams Produced per Year	Pounds Produced per Year	Trim Produced	Grams of Flower Sold per Year (from 'Dispensary Assumptions' tab)
YEAR 1	100%	2,558,259	5,640	705	725,200
YEAR 2	100%	2,558,259	5,640	705	890,960
YEAR 3	100%	2,558,259	5,640	705	1,056,720

**10.2.2 Processing Project Assumptions**

	Pounds of Trim Processed per Year	Grams of Oil Produced per Year @ 12% Yield	Grams of Oil Sold per Year (from 'Dispensary Assumptions' tab)
YEAR 1	705	38,375	58,800
YEAR 2	705	38,375	72,240
YEAR 3	705	38,375	85,680

### 10.2.3 Disepensary Project Assumptions

REVENUE							
	Expected Customer Pop (% x total area pop)	Retail Consumer Base	Avg. Retail Cost per Gram of Flower	Grams of Flower Sold per Year	Avg. Retail Cost per Gram of Concentrate	Grams of Concentrate Sold per Year	Total Revenue per Year
YEAR 1	3.50%	9,800	\$ 12.71	725,200	\$ 70.00	58,800	\$ 13,333,495
YEAR 2	4.30%	12,040	\$ 12.21	890,960	\$ 65.00	72,240	\$ 15,574,471
YEAR 3	5.10%	14,280	\$ 11.71	1,056,720	\$ 60.00	85,680	\$ 17,515,287
PAYROLL							
		Employee Hours per Week	Pay per Hour	Total Payroll			
		345.5	\$ 14.00	\$ 251,524	Staff		
				\$ 300,000	Executives		
				\$ 551,524			
Drivers							
		Holyoke / Springfield Surrounding Population	280,000				
		Avg. Grams Flower Purchased per Customer	74	grams per year			
		Avg. Grams Oil Purchased per Customer	6	grams per year			

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Exhibit A



## PROPERTY

Coverage Provided By: **Acadia Insurance Company**

Policy Term: **To Be Determined**

### PREMISES

Loc #	Bldg #	Address
00001	00001	650 Beaulieu St., Holyoke MA 01040-5439

### SUBJECTS OF INSURANCE

Subject	Limit	Valuation	Cause of Loss	Coins %	Ded
Building	1,836,300	Replacement Cost	Special form	80%	1,000
Equipment Breakdown	Included	Replacement Cost	Comprehensive		1,000
Business Income & Extra Expense	Included	Actual Loss Sustained	Special form		72 Hours
Advantage Property Endorsement	Included				

Once renovation work begins, we will amend the building limit on this policy to \$1,000,000, which will reduce the package premium, and bind coverage on the following renovation builders risk coverage



Higher limits may be available upon request.

Refer to policy forms for additional terms, conditions and endorsements.

## RENOVATION BUILDERS RISK

Coverage Provided By: **Acadia Insurance Company**  
Policy Term: **To Be Determined**

### SCHEDULED JOBSITES

**Address:** 1. 650 Beaulieu St., Holyoke MA  
**Sublimits-per Occurrence:** 1,500,000 Improvements/Betterments

### COVERAGE EXTENSIONS

	<b>Sublimits-per Occurrence</b>
<b>Additional Debris Removal Expenses</b>	\$250,000
<b>Emergency Removal</b>	10 Days
<b>Emergency Removal Expenses</b>	\$25,000
<b>Fraud And Deceit</b>	\$25,000
<b>Waterborne Property</b>	\$100,000
<b>Limited Fungus Coverage</b>	\$30,000

### SUPPLEMENTAL COVERAGES

	<b>Sublimits-per Occurrence</b>
<b>Expediting Expenses</b>	\$100,000
<b>Expense To Re-Erect Scaffolding</b>	\$100,000
<b>Fire Department Service Charges</b>	\$25,000
<b>Ordinance Or Law (Undamaged Parts)</b>	Included per Form
<b>Ordinance Or Law (Increased Cost)</b>	\$250,000
<b>Personal Property</b>	\$50,000
<b>Pollutant Cleanup And Removal</b>	\$100,000
<b>Sewer Backup</b>	\$250,000
<b>Temporary Locations</b>	\$500,000
<b>Transit</b>	\$500,000
<b>Trees, Shrubs And Plants</b>	\$100,000
<b>Rewards</b>	\$10,000

### ADDITIONAL ENDORSEMENT COVERAGES

<b>Blue Prints and Construction Documents</b>	\$25,000
<b>Claim Preparation Expense Coverage</b>	\$25,000
<b>Contract Change Order Coverage</b>	\$150,000



Higher limits may be available upon request.

Refer to policy forms for additional terms, conditions and endorsements.

**EQUIPMENT BREAKDOWN AND TESTING**

Property Damage \$1,500,000  
Testing Included

**SUPPLEMENTAL COVERAGES | EQUIPMENT BREAKDOWN AND TESTING**

Pollutants \$25,000

**DELAY IN COMPLETION**

Additional Construction Expenses \$150,000

**Additional Soft Costs**

30-Day Limit -- The most "we" pay for additional soft costs in any 30-day period is: \$150,000

Occurrence Limit -- The most "we" pay in any one occurrence for additional soft costs is: \$150,000

**EARTHQUAKE AND FLOOD**

Earthquake Building Limit \$1,000,000

Earthquake Occurrence Limit \$1,000,000

Earthquake Catastrophe Limit \$1,000,000

Flood Building Limit \$1,000,000

Flood Occurrence Limit \$1,000,000

Flood Catastrophe Limit \$1,000,000

**DEDUCTIBLE(S)-per Occurrence**

For all Covered Causes of Loss except; \$1,000

A. Loss or damage in any one occurrence caused by, or resulting from, earth movement. \$25,000

B. Loss or damage in any one occurrence \$ caused by, or resulting from, flood. 25,000

**COINSURANCE:**

90%

**VALUATION:**

Replacement Cost



Higher limits may be available upon request.

Refer to policy forms for additional terms, conditions and endorsements.



## GENERAL LIABILITY

Coverage provided by: **Acadia Insurance Company**  
Effective Dates: **To Be Determined**

### General Coverage Information

Occurrence/Claims Made Occurrence

### GL Cov/Limits

Coverage	Limit
General Aggregate	2,000,000
Products/Completed Ops Aggregate	2,000,000
Personal & Advertising Injury	1,000,000
Each Occurrence	1,000,000
Fire Damage	300,000
Medical Expense	10,000

### Classifications

Loc #	Classification	Class Code	Premium Basis	Exposure
NH	Lessors Risk Only	61212	Area	27,266



Higher limits may be available upon request.

Refer to policy forms for additional terms, conditions and endorsements.

## **STANDARD POLICY EXCLUSIONS**

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### **PROPERTY**

Ordinance or Law  
Earth Movement  
Government Action  
Nuclear Hazard  
Power Failure  
War & Military Action  
Water – (Flood)  
Wear & Tear  
Dishonest or Criminal Act

### **GENERAL LIABILITY**

Expected or Intended Injury  
Care, Custody, Control  
Workers Compensation  
Employers Liability  
Pollution  
Aircraft, Auto Watercraft  
War  
Employment Related Practices Liability  
Mold  
Sexual Abuse/Molestation

### **COMMERCIAL AUTOMOBILE**

Fellow Employee  
Pollution  
Racing  
Completed Operations  
Pollution

**This is by no means a complete list but represents the most common policy exclusions. In addition, many of these coverage are available by endorsement or separate policy.**



Higher limits may be available upon request.

Refer to policy forms for additional terms, conditions and endorsements.

## PREMIUM SUMMARY

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DESCRIPTION OF COVERAGE	ESTIMATED PREMIUM
Package	\$ 4,745*
Builders Risk	\$ 2,876*

- Subject to Pro Rata Cancellation

## PAYMENT TERMS

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In Full  
Quarterly



Higher limits may be available upon request.

Refer to policy forms for additional terms, conditions and endorsements.

Qualifications and training:

As Solurge is vertically integrated and has filled out a number of our positions as part of our RMD process, a more narrow listing of qualifications and training as it relates to our Adult Use operations will be highlighted below. In the retail setting our staffing plan and organizational chart which has been developed as our master guide can be delineated to include the following non C-Suite level positions:

**QUALIFICATIONS:**

**DISPENSARY MANAGER**

Skills & Qualifications:

Three years in progressively responsible retail experience, including at least one year in a management position;

Ability to manage a team of staff members at a time during normal business hours in a fast paced, heavily regulated environment;

Experience in inventory management and reconciliation;

Excellent oral and written communication skills;

Proficient computing skills;

Innate desire to achieve success and a work ethic to match;

Degree in business, management, or related areas, preferred;

Experience working in a heavily regulated industry, preferred;

Working knowledge of Cannabis and delivery methods;

Must be at least 21 years of age;

Must obtain background check and meet requirements under 935 CMR 500.030(1)(a)-(c);

Working Conditions/Physical Requirements:

The Dispensary Manager regularly works evenings, weekends, and holidays to meet the needs of our retail setting. Successful performance of this role requires that the incumbent is physically able to move freely between different parts of the store, lift up to 30 pounds and Spend several hours a day viewing a computer screen.

**DISPENSARY ASSISTANT MANAGER**

Skills & Qualifications:

One year in progressively responsible retail experience, including at least six months in a management position;  
Ability to oversee and assist staff members at a time during normal business hours in a fast paced, heavily regulated environment;  
Experience in inventory management and reconciliation;  
Excellent oral and written communication skills;  
Proficient computing skills;  
Desire to achieve success and a work ethic to match;  
Working knowledge of Cannabis and delivery methods;  
Experience working in a heavily regulated industry, preferred;  
Must be at least 21 years of age;  
Must obtain background check and meet requirements under 935 CMR 500.030(1)(a)-(c);  
Working Conditions/Physical Requirements:

The Assistant Dispensary Manager regularly works evenings, weekends, and holidays to meet the needs of our retail setting. Successful performance of this role requires that the incumbent is physically able to move freely between different parts of the store, lift up to 30 pounds and Spend several hours a day viewing a computer screen.

## **DISPENSARY AGENT**

### Skills & Qualifications:

Experiences in retail sales preferred;  
Knowledge of cannabis strains, (indicas, sativas, hybrids), edibles, extracts, and current products on the market;  
Dispensary-related experience a plus;  
Must be friendly, outgoing, trustworthy, dependable, and hardworking;  
Must be able to provide exemplary customer service, and represent Solurge with pride;  
Must be at least 21 years of age;  
Must obtain background check and meet requirements under 935 CMR 500.030(1)(a)-(c).

## **SECURITY PERSONNEL**

### Skills & Qualifications:

High school diploma or GED required;

Former law enforcement, military service, and/or 2 years of security experience required;

Experience with CCTV monitoring preferred;

Computer literate and comfortable learning and using new software;

Ability to stand and walk for extended periods;

Ability to lift up to 50 pounds and carry up to 25 pounds;

Ability to fluently read and write the English language;

Ability to follow directives issued verbally and in writing;

Excellent organizational skills;

Must be at least 21 years of age;

Must obtain background check and meet requirements under 935 CMR 500.030(1)(a)-(c);

Candidate must be a self-starter, flexible to work in a collaborative structure and thrive in a fast-paced environment.

## **TRAINING**

Solurge has created training for assigned roles to supplement and support its employee manual. Pursuant to 935 CMR 500.105 (2) we will ensure that all cannabis establishment agents complete training prior to performing job functions. The training shall be tailored to the roles and responsibilities of the job function of each cannabis establishment agent. Our training modules for retail include but are not limited to:

- **Identity Verification** – This will describe the process of screening at the security checkpoint and how to validate government-issued photo ID's.
- **Legal** – We will distribute a worksheet regarding the state of the law as well as include a section in our manual and SOP's addressing the law, compliance, and law enforcement interaction.
- **Processing and Storage** – This will outline the procedures regarding how cannabis will be received, handled, and stored safely.
- **Accounting and Cash Procedures** – This will include training on the Point of Sale, how to manage cash, accounting, and banking procedures.

- **Data Protection** – provides for HIPPA consistent privacy and data storage.
- **Dispensing Procedures**- step by step guidance for providing quality service and dispensing to consumers.
- **Inventory Control Plan** – Will spell out how Solurge will address inventory and includes protocols to ensure operational consistency and proper compliance with the CCC regulations.
- **Emergency Procedures** – Will provide the specific protocols in case of medical, police or other emergencies to ensure rapid response involving the appropriate personnel and/or outside authorities.
- **Security** – Patient, consumer, worker, and neighborhood security is our highest priority. As discussed more fully in our Security Plan, we will institute state-of-the-art security procedures to take advantage of the security industry’s best practices and most up-to-date technology. This will ensure that our dispensary facility operates at the highest level of legal compliance and security preparedness

Staff will get instruction on our Responsible Vendor Program under 935 CMR 500.105(2)(b). Staff shall receive eight hours of on-going training annually. New employees will complete training within 90 days of hire. Records of responsible vendor training program compliance will be maintained for four years and we will make them available for inspection by the Commission and any other applicable licensing authority upon request during normal business hours

## Restricting Access to those under 21:

Our hiring procedures will ensure all employees and registered agents must be 21 years of age or older. 935 CMR 500.029 or 500.030. It is the commitment of Solurge to implement policies which restrict access to those under 21. Enforcement of this principle begins with advertising. Our advertising policies will be clear that no mediums or images will be used that could somehow target those under 21. We will fully consider and comply with 935 CMR 500.105 (4) (b). The next area for consideration and specific policies is with packaging and labeling. Our packaging and labeling policies will comply with 935 CMR 500.105 (5) and (6) and the myriad of protections built in to prevent access to those under 21. We have built into our retail employee training methods underage detection and verification segments. This will ensure all visitors must be 21 years of age or older. 935 CMR 500.002 As we will be a co-located facility we have considered - All consumers entering a Marijuana Retailer must be 21 years of age or older unless the establishment is co-located with a Medical Marijuana Treatment Center. 935 CMR 500.050(5). Ultimately, security is paramount to ensuring lack of access to those under the age of 21(unless medical). Since we are co-located, if the individual is younger than 21 years old but 18 years of age or older, they shall not be admitted unless they produce an active medical registration card issued by the DPH. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification. 935 CMR 500.140(3).It will be incumbent on Solurge to comply with its security SOPs to monitor access to our facility and prevent unauthorized entry thereto.



## Quality Control and Testing:

SOLURGE's operating procedures for quality control and testing will fully comply with Cannabis Control Commission's regulations and the Protocol for Sampling and Analysis of Finished Marijuana Products and Marijuana Infused Products, as Amended in Nov. 2016. We will employ special measures during build out to facilitate control of contamination and aid with clean up and quality control. In particular, our floors, walls, and ceilings are being constructed in such a manner that they may be adequately kept clean and in good repair. 935 CMR 500.105(3). Water supply shall be sufficient for necessary operations. 935 CMR 500.105(3). Our plumbing is of adequate size and design and maintained to carry sufficient quantities of water to required locations throughout the establishment. 935 CMR 500.105(3). We will provide employees with adequate, readily accessible toilet facilities spread across our facility. 935 CMR 500.105(3)

As we plan to be vertically integrated, it is important to note our cultivation facility will be a controlled environment that is clean and free of debris and pests. Litter and waste shall be properly removed so as to minimize the development of odor and the potential for the waste attracting and harboring pests. 935 CMR 500.105(12). 935 CMR 500.105(3). Under our cleaning SOP's all contact surfaces, shall be maintained, cleaned, and sanitized as frequently as necessary to protect against contamination. 935 CMR 500.105(3).

Access to cultivation and processing areas will be limited to essential personnel only. All cultivation will utilize clean methods of handling during all stages of growth. Any Marijuana Infused Product production will comply with GMP guidelines for safe food handling practices with particular scrutiny, and outside compliance audits will be considered. We have established protocols for daily cleaning of the premises and equipment in addition to hand washing and hygiene guidelines.

Based on our facility design, there will be sufficient space for placement of equipment and storage of materials as is necessary for the maintenance of sanitary operations. 935 CMR 500.105(3). Hand-washing facilities shall be located in production areas and where good sanitary practices require employees to wash and sanitize their hands. 935 CMR 500.105(3). All toxic items shall be identified, held, and stored in a manner that protects against contamination of marijuana. 935 CMR 500.105(3). Our SOP's and facility design will help dictate that storage and transportation of finished products shall be under conditions that will protect them against physical, chemical, and microbial contamination. 935 CMR 500.105(3).

We will ensure that only the leaves and flowers of the female marijuana plant are processed accordingly in a safe and sanitary manner as prescribed below:

- Well cured and generally free of seeds and stems;
- Free of dirt, sand, debris, and other foreign matter;
- Free of contamination by mold, rot, other fungus, and bacterial diseases;
- Prepared and handled on food-grade stainless steel tables; and
- Packaged in a secure area. 935 CMR 500.105(3)

We will maintain policies which control how we receive third party products which have been tested. These include visual inspection and review and maintenance pursuant to 935CMR 500.160 of Certificate of Analysis for one (1) year. SOLURGE will randomly batch test utilizing a third-party testing organization, as required by 935 CMR 500.160. We may use MCR Labs located in Framingham and are identifying secondary testing companies as well. Our SOPs dictate that any contaminated product be destroyed according to regulations and an assessment of the source of contamination be completed. Additionally, we will notify Cannabis Control Commission within 72 hours of any laboratory testing results indicating that there is contamination and will include our plan of action. SOPs will include our disposal method for contaminated materials (red bag if small) and how we will identify, assess, and remedy any contaminants. All required information will be sent via email to [mjtox@state.ma.us](mailto:mjtox@state.ma.us).

## **Personnel Policies**

SOLURGE seeks to be a socially conscious employer that will empower those around it through equal opportunity employment practices including hiring, retention, and advancement. We will endeavor to use quality and diverse (minority, veteran, etc.) employee pools and contractors.

In addition to the policies above, our Community Host Agreement with the City of Holyoke includes the following hiring commitments: Solurge commits to hire qualified Holyoke residents whenever feasible for any employment opportunities that become available. Implementation of the Commitment shall include collaborating with CareerPoint, Holyoke Works, Holyoke Community College, and other available resources within the City of Holyoke to train and/or recruit residents of Holyoke for all employment opportunities. Methods to recruit employees may include collaboration with local labor unions and other recruitment efforts, such as a neighborhood job fair, and posting of notices of opening at strategic locations, including notifying local community organizations about job opportunities. Upon commencing operations and within thirty (30) days of the start of the calendar year for each year this Agreement remains in effect, Solurge will provide the CITY with an annual report for each previous year containing the following information: (1) Solurge's employment level; (2) the number of Holyoke residents employed, and; (3) a description of the measures taken to fulfill this workforce hiring commitment.

We have also established numerous policies covering our personnel, which will be included in our employee handbook:

- Open Door Policy
- Equal Opportunity Employer
- Anti-Harassment Policy
- Attendance
- Reporting to work/work hours and schedule, recording hours worked
- Pay periods and paydays
- Holidays
- Performance evaluations
- Smoking, drinking, or drug use at the workplace
- Responding to customer problems or complaints
- Appearance and dress
- Conflicts of interest

- Personal calls and visits
- Social Media Policy
- Confidential information
- A policy for the immediate dismissal of any agent who has diverted marijuana, engaged in unsafe practices, or been convicted or entered a guilty plea for a felony charge of distribution of a drug to a minor. 935 CMR 500.105(1), which plans calls for dismissal, return of information and security devices, and removal from the premises.

### **Staffing Plan**

Solurge has prepared and will update a staffing plan and records in compliance with 935 CMR 500.105(9) and 935 CMR 500.105(1) which will be available for inspection by the Commission, upon request. Specifically we have addressed the following potential personnel records in our plan:

1. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
2. A personnel record for each marijuana establishment agent, which will be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
  - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
  - b. documentation of verification of references;
  - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
  - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
  - e. documentation of periodic performance evaluations;
  - f. a record of any disciplinary action taken; and
  - g. notice of completed responsible vendor and eight-hour related duty training.
3. Accessible business hours and safe cultivation conditions;
4. Personnel policies and procedures; and

5. All background check reports obtained in accordance with 935 CMR 500.030.

### **Background Checks**

Employees will be required to pass a background check pursuant to CCC guidelines. All employment is conditional on passage. It will be necessary for employees to complete the package found at:

<https://mass-cannabis-control.com/wp-content/uploads/2018/05/CORI-Disclosure-IVS-Release-Authorization-Forms.pdf>.

In addition, agent attestation and disclosure will be necessary as found here:

<https://mass-cannabis-control.com/wp-content/uploads/2019/01/Agent-Registration-Attestation-and-Acknowledgement-Form.pdf>.

## Record Keeping:

Our Chief Executive Officer will have oversight on our recordkeeping. SOLURGE will maintain all records required by any section of 935 CMR 500, including more specifically sections 935 CMR 500.105 (8) and (9) regarding inventory control and record keeping. SOLURGE will keep meticulous records, complying with local, state, and federal laws and regulations regarding inventory records, transactions, security records, and transportation records. All of our records keeping functions can be accomplished through our use of electronic recordkeeping through BioTrack THC and manual logs as needed. The information in BioTrack THC is maintained and backed-up on a secure server and access is limited to authorized company personnel. Any paper records shall be kept in a secured locked location accessible only by designated individuals.

We have engaged Wurk, a HRIS management system geared specifically to the legal cannabis industry. We are completing in conjunction with a HR consultant our policies in regard to HR management and populating our system so that it is capable of storing the information required by 935 CMR 500.105 (9)(d).

We will retain required records for at least more than the amount of time required by applicable law or regulation i.e. 12 months or more for separated personnel. Waste records will be maintained for at least 3 years. 935 CMR 500.105 (12). Records will be maintained in accordance with generally accepted accounting principles. 935 CMR 500.105(9). Records will be made available for inspection by the Cannabis Control Commission upon request. We acknowledge following closure of a Marijuana Establishment, all records must be kept for at least two years at the expense of the Marijuana Establishment and in a form and location acceptable to the Commission.

Pursuant to 935 CMR 500.105(9), Solurge will maintain records in a manner that allows records to be produced for the Commission immediately upon request by the Commission either hard copy or an electronic form. Solurge will maintain the following records:

- a. Written operating procedures as required by 935 CMR 500.105(1) and 935 CMR 500.105(9);
- b. Inventory records as required by 935 CMR 500.105(8);

- c. Seed-to-sale tracking records for all marijuana products as required by 935 CMR 500.105(8) and 935 CMR 500.105(9);
- d. The following personnel records:
  - i. Job descriptions for each employee and volunteer position, as well as organizational charts consistent with the job descriptions;
  - ii. A personnel record for each marijuana establishment agent which will be maintained for at least 12 months after termination of the individual's affiliation with the Marijuana Establishment and shall include, at a minimum, the following:
    - a. all materials submitted to the Commission pursuant to 935 CMR 500.030(2);
    - b. documentation of verification of references;
    - c. the job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
    - d. documentation of all required training, including training regarding privacy and confidentiality requirements, and the signed statement of the individual indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters;
    - e. documentation of periodic performance evaluations;
    - f. a record of any disciplinary action taken; and
    - g. notice of completed responsible vendor and eight-hour related duty training.
- e. A staffing plan that will demonstrate accessible business hours and safe cultivation conditions;
- f. Personnel policies and procedures; and
- g. All background check reports obtained in accordance with 935 CMR 500.030 and 935 CMR 500.105(9).
- h. Business records, which shall include manual or computerized records of:
  - i. Assets and liabilities;
  - ii. Monetary transactions;
  - iii. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;

- iv. Sales records including the quantity, form, and cost of marijuana products;  
and
- v. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with a Marijuana Establishment, including members of the nonprofit corporation, if any.

We will retain Responsible Vendor Program documentation for four (4) years. 935 CMR 500.105(2)



## Maintenance of Financial Records.

Pursuant to 935 CMR 500.105 (9)(e) we will keep the following financial records pertaining to:

1. Assets and liabilities;
2. Monetary transactions;
3. Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers;
4. Sales records including the quantity, form, and cost of marijuana products; and
5. Salary and wages paid to each employee, stipend paid to each board member, and any executive compensation, bonus, benefit, or item of value paid to any individual affiliated with Solurge.

We shall comply with 830 CMR 62C.25.1: Record Retention and DOR Directive 16-1 regarding recordkeeping requirements. 935 CMR 500.140(6). Additionally we shall adopt separate accounting practices at the point-of-sale for marijuana and non-marijuana sales. 935 CMR 500.140(6) as it is intended that we may have some non marijuana sales i.e. shirts and hats.

Solurge has dedicated staff responsible for the compilation and maintenance of financial records. Ultimately our COO in conjunction with our CFO and bookkeeping personnel will oversee financial activities of Solurge and continue to expand on recordkeeping. While we may keep financial records in physical form, these will be stored in a separate, locked cabinet capable of entry only by the aforementioned. Electronic records of a sensitive nature will be kept on a secure, password protected computer. Our HRIS system, WURK, will enable us to keep and track payments to employees and remuneration to other individuals outlined above.

In regard to our software we acknowledge:

- A retailer is prohibited from utilizing software or other methods to manipulate or alter sales data. 935 CMR 500.140(6)
- A retailer shall conduct a monthly analysis of equipment determine that no software has been installed that could be utilized to manipulate or alter sales data a. 935 CMR 500.140(6)
- A retailer shall maintain records that it has performed the monthly analysis.935 CMR 500.140(6)

- If a retailer determines that software or other methods have been installed/utilized to manipulate or alter sales data: it shall immediately disclose the information to the Commission, cooperate in any investigation, and take such other action directed by the Commission. 935 CMR 500.140 (required for retail only)

As we are co-located we shall maintain and provide to the Commission on a biannual basis accurate sales data 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). 935 CMR 500.140(6)

## Separation of Medical and Adult Use:

As Solurge is pursuing a RMD license and fully intends to obtain same by the time it is licensed by the CCC, 935 CMR 500.105 8(g) is applicable. As such we have created policies regarding the virtual separation of Medical from Adult use products. Our use of the Bio-Track THC tracking system will allow for the virtual separation called for. Specifically, through proper use of the RFID system and its integration with METRC, we will be able to track strains specific to our medical and adult use lines and properly segregate and account for same from seed to delivery to end point retailer.

We will ensure that once we have been dispensing for a period of six months or longer we shall maintain a quantity and variety of marijuana for patients that meets the demand indicated by an analysis of sales data collected during the preceding six months in accordance with 935 CMR 500.140(6). 935 CMR 500.140(10). In turn as we will most likely have been dispensing for a period of less than six months that we shall reserve 35% of the MTC's marijuana products. 935 CMR 500.140(10). Retailers may transfer marijuana products reserved for medical-use to adult-use within a reasonable period of time prior to the date of expiration provided that the product does not pose a risk to health or safety. 935 CMR 500.140(10). Marijuana products reserved for patient supply shall, unless unreasonably impracticable, reflect the actual types and strains of marijuana products documented during the previous six months. In the event that a substitution must be made, the substitution shall reflect the type and strain no longer available at the retailer as closely as possible. 935 CMR 500.140(10)

Our policies will allow for proper reporting including:

- Solurge shall maintain and provide biannual basis accurate sales data collected during the six months for the purpose of ensuring an adequate supply of marijuana under 935 CMR 500.140(10). 935 CMR 500.140(6).
- Solurge, Quarterly, shall submit to the Commission an inventory plan to reserve a sufficient quantity and variety of marijuana for registered patients. On each occasion that the reserved patient supply is exhausted, and a reasonable substitution cannot be made, we shall submit a report to the Commission. 935 CMR 500.140(10)
- We shall perform audits of patient supply available at the establishment on a weekly basis and retain those records for a period of six months. 935 CMR 500.140(10)

We will institute procedures which comply with 935 CMR 500.140(7) and a physical separation between adult use and medical sales areas. We will have separate medical and adult use lines. We have designed an area which has been reviewed during the architectural review phase which is separated for confidential patient consultation.

Pursuant to 935 CMR 500.140(3) On-premises Verification of Identification for Co-located Adult Use and Medical Use Locations. Upon entry into the premises of Solurge, our agent shall immediately inspect the individual's proof of identification and determine that the individual is 21 years of age or older. If the individual is younger than 21 years old but 18 years of age or older, he or she shall not be admitted unless they produce an active medical registration card issued by the DPH. If the individual is younger than 18 years old, he or she shall not be admitted unless they produce an active medical registration card and they are accompanied by a personal caregiver with an active medical registration card. In addition to the medical registration card, registered qualifying patients 18 years of age and older and personal caregivers must also produce proof of identification.

## **Diversity Implementation**

It is easy to talk about implementing diversity and to draft overriding principals but action should be kick-started from the top down. Therefore, both early in our comprehensive 9 page diversity plan (select portions are included in our answers hereto) and in our corporate existence, we designated our CEO as our diversity manager responsible for the overall planning and implementation of our diversity goals as outlined herein and to be amended over time. Much of our strategic plan was drawn from relevant publications with particular reliance on concepts drawn from the U.S. Department of Commerce and Vice President Al Gore's National Partnership for Reinventing Government Achieving Work Force Diversity Benchmarking Study.

## **GOALS**

1. Recruit Minorities, Women, Veterans, People with disabilities and People of all gender identities and sexual orientations. In particular in year one of operations we will seek to hire 33% Minorities 50% Women; 10% Veterans; 5% People with Disabilities 5%LGBTQ+.
2. Provide advancement opportunities to Minorities, Women, Veterans, People with disabilities and People of all gender identities and sexual orientations. In particular in year one of operations we will seek to advance 33% Minorities 50% Women; 10% Veterans; 5% People with Disabilities 5%LGBTQ+.
3. Provide access for potential social equity applicants to achieve their goal of entering the adult-use marijuana industry by having two (2) licensing and business mentoring sessions geared toward the social equity license process.

## **PROGRAMS**

Combining our commitment to Holyoke through our HCA with the additional following practices below will be the structure of our hiring process, which we believe will benefit both Solurge and our community:

1. A job review or analysis will be undertaken to assess or reassess the duties performed and their frequency.
2. Initial or updated job description, reflecting major job functions, will be prepared.
3. Establish relationships with specific organizations that are diversity-focused for the purposes of: a. Networking with their constituencies for employment purposes; b. Providing information on employment opportunities; c. Providing trainings or informational sessions for individuals falling into our target demographics on the cannabis industry.
4. Undertake advertising employment opportunities in diverse publications or other mediums.
5. A posting will be placed on social media sites and Internet job boards with minorities, women, persons with disabilities and veterans of armed services in addition to targets advocacy

groups within the Massachusetts Cannabis Industry i.e. Minorities4MedicalMarijuana, Vets for Cannabis. We will post during the first year of operations at least three (3) times as we hire for cultivation, processing, and retail positions.

6. All available positions will be posted to Solurge's Website.
7. Open positions will be posted to the appropriate career resources Web site. (i.e., sites funded by a state's Workforce Development Agency or other target related sites).
8. Employees will be encouraged to refer qualified applicants who meet the diversity elements we seek and will endeavor to hire twenty (20) percent of any referrals.
9. Providing trainings or mentorship programs for Minorities, Women, Veterans, People with disabilities and People of all gender identities and sexual orientations to promote their entry into the cannabis industry. We have committed to one (1) training in year one to be held at Nueva Esperanza. Based on previous community engagement held at Nueva Esperanza we expect to have 10 attendees.
10. Provide recruitment meetings or participate in job fairs with a focus on attracting Minorities, Women, Veterans, People with disabilities and People of all gender identities and sexual orientations. We will have three job fairs during the first year of operation. These will be held either at the Holyoke Housing Authority or Nueva Esperanza. We anticipate approximately 100 attendees. We will post an advertisement in the local Holyoke newspaper in advance of each fair.
11. Create a promotion process that employs equity principles for current employees.

## **MEASUREMENTS**

In order to determine if Solurge has fulfilled its goals, a bi-annual audit will be conducted which measures qualitatively and quantitatively our level of compliance with our stated goals. This will ensure that we are capable of documenting our progress in order to comply with the documentation necessary upon one year from our provisional license and in turn each year thereafter. The following shall be addressed:

1. Whether we met our goal to recruit Minorities, Women, Veterans, People with disabilities and People of all gender identities and sexual orientations under the following percentages:  
33% Minorities 50% Women; 10% Veterans; 5% People with Disabilities 5%LGBTQ+
2. Number of postings in diverse publications or general publications with supporting documentation.
3. Number of positions created since initial licensure.

4. Whether we met our goal to provide advancement opportunities to Minorities, Women, Veterans, People with disabilities and People of all gender identities and sexual orientations under the following percentages:  
33% Minorities 50% Women; 10% Veterans; 5% People with Disabilities 5%LGBTQ+
5. Number of promotions for people falling into target groups since initial licensure.
6. Whether we met our goal to provide access for potential social equity applicants to achieve their goal of entering the adult-use marijuana industry by having two (2) licensing and business mentoring sessions geared toward the social equity license process.
7. Number of and type of information sessions held or participated in with supporting documentation.
8. Number and subject matter of trainings held and the number of individuals falling into the target groups in attendance.

In consideration of the foregoing, Solurge affirmatively states:

1. The applicant acknowledges and is aware, and 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; and
2. Any actions taken, or programs instituted, will not violate the Commission's regulations with respect to limitations on ownership or control or other applicable state laws.