

The Commonwealth of Massachusetts
 Executive Office of Health and Human Services
 Department of Public Health
 Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
 99 Chauncy Street, 11th Floor, Boston, MA 02111

RECEIVED

JAN 18 2018

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

MONICA BHAREL, MD, MPH
 Commissioner
 Tel: 617-660-5370
 www.mass.gov/medicalmarijuana

MANAGEMENT AND OPERATIONS PROFILE
 Request for a Certificate of Registration to
 Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by a non-profit corporation or domestic business corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts, and has been invited by the Department of Public Health ("Department") to submit a *Management and Operations Profile* ("applicant").

Once invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

If invited by the Department to submit more than one *Management and Operations Profile*, the applicant must submit a separate *Management and Operations Profile*, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that the application fee is non-refundable.

Century Bank
 Somerville, Massachusetts 02145

REMITTER: WESTON ROOTS ASSETS LLC

MMJ

DATE 1/02/18

PAY TO THE ORDER OF

COMMONWEALTH OF MASSACHUSETTS

EXACTLY **30,000 AND 00/100 DOLLARS

\$ 30,000.00

[Signature]
[Signature]
 TWO SIGNATURES REQUIRED

TREASURER'S CHECK

⑆0099065753⑆

9906575:

Century Bank



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If invited by the Department to submit more than one *Management and Operations Profile*, the applicant must submit a separate *Management and Operations Profile*, attachments, and application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting a *Management and Operations Profile* for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labeled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided on 8 ½" x 11" paper, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

All fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department, the Department will review the information and will contact the applicant if clarifications or updates to the submitted application materials are needed. The Department will notify the applicant whether it has met the standards necessary to be invited to submit a *Siting Profile*.

Applicants must receive an invitation from the Department to submit a *Siting Profile* within 1 year of the date of submission of the *Management and Operations Profile*, or the applicant must submit a new *Application of Intent* and fee in order to proceed in the application process.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants must receive a Provisional Certificate of Registration from the Department within 1 year of the date of the invitation letter from the Department to submit a *Siting Profile*. If the applicant does not meet this deadline, the application will be considered to have expired. Should the applicant wish to proceed with obtaining a Certificate of Registration, a new application must be submitted, beginning with an *Application of Intent*, together with the associated fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100, as well as materials posted on the Medical Use of Marijuana Program website: www.mass.gov/medicalmarijuana.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: vc

QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

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CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

- A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant
- A copy of the applicant's *Articles of Organization* (as outlined in Section B)
- A copy of the applicant's *Certificate of Good Standing* (as outlined in Section B)
- A copy of the applicant's bylaws (as outlined in Section B)
- An *Employment and Education* form for each required individual (as outlined in Section D)
- A completed *Remittance Form* (use template provided)
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- A sealed envelope with the name of the applicant and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:

The Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the applicant and submit these forms for each said individual.

For entities contributing 5% or more of initial capital to operate the proposed RMD, the forms must be completed by the entity's Chief Executive Officer or Executive Director and President or Chair of the Board of Directors. If the entity does not have a Chief Executive Officer or Executive Director or President or Chair of the Board of Directors, it must identify the individuals performing the equivalent duties for the entity and submit these forms for each said individual.

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SECTION A. APPLICANT INFORMATION

- 1. Cypress Tree Management, Inc.
Legal name of Applicant Corporation

- 2. Victor Chiang
Name of Applicant Corporation's Chief Executive Officer

- 3. 419 Boylston Street, Suite 300
Boston, MA 02116
Mailing address of Applicant Corporation (Street, City/Town, Zip Code)

- 4. Victor Chiang
Applicant Corporation's point of contact (name of person Department should contact regarding this application)

- 5. (617) 549-2945
Point of contact's telephone number

- 6. victor@westonroots.com
Point of contact's e-mail address

- 7. Number of applications: How many *Management and Operations Profiles* does the applicant intend to submit?

1

SECTION B. INCORPORATION

- 8. Attach a copy of the applicant's *Articles of Organization*, documenting that the applicant is a non-profit corporation or domestic business corporation incorporated in Massachusetts.

- 9. Attach a copy of the applicant's *Certificate of Good Standing* from the Massachusetts Secretary of the Commonwealth. The *Certificate of Good Standing* must be dated no earlier than 90 days prior to the date the *Management and Operations Profile* is received by the Department.

- 10. Attach a copy of the applicant's bylaws.

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SECTION C. NON-PROFIT COMPLIANCE

If the applicant is a non-profit corporation, answer each of the questions in Section C to explain how the corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this Section.

11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Cypress Tree Management, Inc. ("CTM") does not intend to utilize a management company at this time.

12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

Initial funding for CTM will be loaned to CTM by Weston Roots Assets, LLC, ("WRA") an entity in which Victor Chiang is CEO/Managing Partner. Mr. Chiang is an Officer and Director of CTM. Todd Finard is also a Manger of WRA and is a Director of CTM. Eric Roiter is a Manger of WRA and an Officer of CTM.

The loan will be supported by promissory notes issued by CTM. The terms of the loan agreement have not yet been drafted. When completed, a copy of the executed loan agreement and an independent legal opinion that confirms that the agreement is in compliance with the non-profit requirements of 105 CMR 725.100(A)(1) and the Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance will be submitted to the Department of Public Health prior to receiving a Provisional Certificate of Registration.

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13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

Each of the following members of the Board of Directors of CTM will serve as an employee of the proposed RMD with the corresponding titles:

Victor Chiang -- Chief Executive Officer and Chief Financial Officer

Eric Liebman -- Director of Security

Eric Roiter -- COO and Director of Cultivation (Mr. Roiter serves as an Officer of CTM but not a Director. He does not have voting privileges.)

A copy of CTM's Conflict of Interest Policy is attached to this application.

14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

Victor Chiang and Todd Finard, both members of the CTM Board of Directors, are also serving as Managers of WRA which is an investor in CTM.

Eric Roiter serves as a Manager of WRA. However, he is an Officer of CTM but not a Director. He does not have voting privileges.

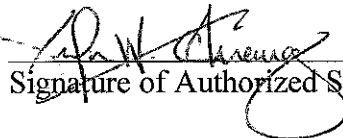
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15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

No contract entered into by CTM has provided for, nor is it currently contemplated that any contract entered into by CTM, will provide for payment determined as a portion or percentage of CTM's revenue.

ATTESTATION

The applicant agrees and attests that it will operate in compliance with the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."


Signature of Authorized Signatory

1/16/2018
Date Signed

Victor Chiang

Print Name of Authorized Signatory

President/CEO

Title of Authorized Signatory

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SECTION D. EXPERIENCE

16. Attach a completed and signed *Employment and Education* form (use template provided) for each required individual (as outlined in the *Employment and Education Form*)
17. Describe the experience, and length of experience, of the applicant's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with running a business or non-profit organization.

Victor Chiang: CEO/CFO

Mr. Chiang was a co-founder, Partner, COO and CCO of Balter Capital Management, LLC a hedge fund advisory and held those positions for 11 years. During this time, Mr. Chiang was responsible for all aspects of the business excluding the investment research process and fundraising. His major role in the investment process was holding 1 of 3 seats on the investment committee and being responsible for all operational due diligence on all underlying hedge fund investments. Over the final 4 years at BCM, the management team formed Balter Liquid Alternatives to enter the mutual fund space by manufacturing 4 liquid alternative mutual funds. Mr. Chiang was responsible for all aspects of launching the mutual fund and establishing brokerage relationships.

Eric Roiter: COO

Eric Roiter has 20 years of experience in various managerial and C-level positions within the same firm. He joined M.E. Baker Company in 1996 as Sales Manager, successfully establishing exclusive North American sales rights to a German chemical process equipment platform. He also managed the execution of corporate marketing programs, including tradeshow exhibits, product brochures and online presence. In 2001 he was promoted to Vice President of Sales and COO. In 2006, M.E. Baker formed Baker Solar, a photovoltaic equipment and process technology company. Mr. Roiter was named President & CEO and held operational responsibility for a 30,000 square foot solar cell equipment manufacturing facility in Vermont before selling the business in 2015.

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18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with providing health care services.

Victor Chiang: CEO/CFO

Mr. Chiang does not have any direct healthcare services experience. However, he is a significant equity holder in a privately held medical device company called Terason. Terason is a portable ultrasound developer and manufacturer. As an investor, Mr. Chiang is aware of the regulatory challenges faced by the medical community and more significantly the challenges of selling product into the space.

Eric Roiter: COO

Mr. Roiter does not have any direct healthcare services experience.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with providing services for marijuana for medical purposes.

Victor Chiang: CEO/CFO

Over the last year, Mr. Chiang has served as CEO and Manager of Weston Roots Assets, LLC ("WRA"). WRA's intent is to raise capital to invest in and work with Registered Marijuana Dispensaries.

Eric Roiter: COO

Over the last year, Mr. Roiter has served as a Manager of Weston Roots Assets, LLC ("WRA"). WRA's intent is to raise capital to invest in and work with Registered Marijuana Dispensaries.

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20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

Eric Roiter: Director of Cultivation

Over the last year, Mr. Roiter has served as a Manager of Weston Roots Assets, LLC ("WRA"). WRA's intent is to raise capital to invest in and work with MA medical marijuana license holders. Mr. Roiter does not have any experience with providing services for marijuana for medical purposes. CTM is in the process of engaging with industry experts in the area of marijuana cultivation. Under the direction of Mr. Roiter CTM will contract with experienced medical marijuana cultivators for our cultivation operations.

Eric Liebman: Director of Security

Mr. Liebman does not have direct experience with providing services for marijuana for medical purposes. CTM is in the process of engaging with industry experts in the area of RMD security plans and operations. Under the direction of Mr. Liebman CTM will contract with experienced medical marijuana security teams for our security plans and operations.

SECTION E. OPERATIONS

21. Provide a summary of the RMD’s operating procedures for the cultivation of marijuana for medical use.

CTM Standard Operating Procedures (“SOPs”) for the cultivation of marijuana for medical use will be developed to ensure compliance with all applicable regulations, protocols and guidance documents, including but not limited to: 105 CMR 725.105, DPH Protocol for Sampling and Analysis of Finished Medical Marijuana Products and MIPS, and the DPH Protocol for Sampling and Analysis of Environmental Media.

These SOPs will ensure that:

-All cultivation be consistent with 105 CMR 725.105(B)(1) and that best practices are used to limit contamination, including, but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew and any other contaminants as posing potential harm.

-Access to grow areas will be restricted to appropriate personnel, who will wear personal protective equipment designed to protect not only the personnel but also the plants from potential contamination. SOPs require that the cultivation facility be maintained in a clean and sanitary condition.

-Inspections of all plants for pathogens throughout all phases of cultivation. Only organic pesticides will be used (non-organic pesticides will not be allowed in the facility) and leaves and flowers from only female marijuana plants will be processed.

-All phases of cultivation of marijuana will take place in designated locked, limited access areas that are monitored by a video camera system in accordance with 105 CMR 725.110 (D)(1)(d)-(i).

-All marijuana in the process of cultivation will be accessible only to the minimum number of specifically authorized dispensary agents essential for efficient operation and shall be returned to a secure location immediately after the completion of the process or at the end of the business day and shall be securely locked with security measures consistent with 105 CMR 725.110.

-All marijuana will be tagged and tracked including all marijuana seeds, plants, and products, using an industry specific seed-to-sale software program.

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22. Describe the types and forms of Marijuana Infused Products (“MIPs”) that the RMD intends to produce, if any.

CTM will produce multiple, high quality MIPs in order to provide a variety of options for patients. All MIPs will be produced in accordance with applicable regulations and protocols.

CTM plans to produce the following types of MIPs:

- Rosins (solvents temperature and pressure created extract)
- Oils from closed loop supercritical CO2 extraction process
- Edibles, including chocolates and baked goods
- Tinctures
- Capsules
- Terpene juice
- Water extracted hash (Bubble Hash)
- Topical creams
- Pre-filled extract cartridges

23. Provide a summary of the RMD’s methods of producing MIPs, if the RMD intends to produce MIPs.

CTM's methods of producing MIP's will include using a closed loop, supercriticalCO2 extraction process, cold water hash extraction, ethanol extraction and Rosin press extraction. We will also use our commercial kitchen to make edibles with oils extracted from the various extraction process'.

Our state of the art extraction lab and kitchen will be built in a limited access area at our cultivation and processing facility. Our SOPs require the use of current Good Manufacturing Procedures (cGMP)to ensure the production of high quality resins, concentrates and MIPs. All MIPs will be prepared, handled, and stored in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.

All resins, concentrates and MIPs will be tested in compliance with 105 CMR 725.105(C) and the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana Infused Products for Massachusetts Registered Medical Marijuana Dispensaries.

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24. Provide a summary of the RMD's operating procedures for the provision of security at the RMD.

CTM SOPs for Security will ensure compliance with all applicable regulations and guidance documents, including but not limited to 105 CMR 725.110.

These SOPs will ensure that:

- Our security and alarm systems will include a perimeter alarm on all entry points and perimeter windows, a failure notification system with immediate communication alerts to our management team, and duress and panic alarms connected to local law enforcement authorities or public safety authorities.
- Our video camera and recording system ensures camera coverage in all areas as required by 105 CMR 725.110(D)(1)(d) and will be recorded and retained in accordance with 105 CMR 725.110(D)(1)(e)-(i).
- All security equipment is tested at regular intervals not to exceed 30 days and a security system audit is performed annually in compliance with 105 CMR 725.110(G).
- All security equipment will be maintained in good working order and keys, combination numbers, passwords, or electronic or biometric security systems will remain inaccessible to persons other than authorized personnel
- The exterior of our facilities remains sufficiently lit to facilitate surveillance and that exterior landscaping will allow full perimeter visibility.
- Only allow qualifying patients, registered personal caregivers, dispensary agents, persons authorized by 105 CMR 725.105(P), and outside vendors, contractors, and visitors subject to the requirements of 105 CMR 725.110(C)(4), access to our RMD.
- All vendors, contractors and visitors obtain a visitor badge and be escorted by a CTM agent at all times when entering limited access areas. Visitors must be logged in and out and the log shall remain available for inspection by the Department.
- All finished marijuana will be stored locked in a safe or vault in such a manner to prevent diversion or loss.
- All safes, vaults, and any other equipment or areas used for the production, cultivation, harvesting, processing, or storage of marijuana and MIPs is securely locked and protected from entry, except for the actual time required to remove or replace marijuana.

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25. Provide a summary of the RMD's operating procedures for the prevention of the diversion of marijuana.

CTM SOPs for prevention of the diversion of marijuana will ensure compliance with all applicable regulations and guidance documents.

These SOPs will ensure that:

-All marijuana and marijuana products that are in the process of cultivation, drying, trimming, packaging, transport, and testing, as well as all finished product are kept and stored in such a manner as to prevent diversion, theft, or loss.

-All marijuana and marijuana products will only be accessible by the minimum number of specifically authorized CTM Agents essential for efficient operation and after the completion of any process or at the end of the scheduled working day, all marijuana will be returned to a secure location immediately. If a manufacturing process cannot be completed at the end of the working day, the processing area for tanks, vessels, bins, or bulk containers containing marijuana shall be securely locked inside an area or a building that affords adequate security.

-All finished marijuana and marijuana products will be stored in a secure, locked safe or vault. CTM will ensure that all areas that may contain marijuana have video camera monitoring and recording.

-The use of a seed to sale inventory control program that is designed for the medical marijuana industry. This inventory control program will use software that will track the location and weight of all marijuana and marijuana products in our RMDs. By using this type of program, we will be able to quickly identify discrepancies in our inventory and begin an investigation.

-Proper investigation of incidents or discrepancies identified during inventory, diversion, theft or loss. These will be reported immediately to the local law enforcement authorities and the Department within 24 hours in accordance with 105 CMR 725.110(F).

-Following any instance of diversion, theft, loss of marijuana, we will secure all product and conduct a risk assessment to determine whether additional safeguards are necessary.

-Any CTM agent who has been found to have diverted marijuana will be immediately dismissed and the diversion will be reported to law enforcement officials and to the Department.

26. Provide a summary of the RMD's operating procedures for the storage of marijuana for medical use.

CTM SOPs for the storage of marijuana for medical use will ensure compliance with all applicable regulations and guidance documents.

These SOPs will ensure that:

- All marijuana and marijuana products are stored under conditions that will protect it against physical, chemical, and microbial contamination as well as against deterioration of the product and its container.
- All storage areas will have adequate lighting, ventilation, temperature, humidity, space, and equipment and will be maintained in a clean and orderly condition. All storage areas will be free from infestation by insects, rodents, birds, and pests of any kind.
- All safes, vaults, and any other equipment or areas used for storage of marijuana and MIPs will be securely locked and protected from entry, except for the actual time required to remove or replace marijuana.
- The storage of all edible MIPs will be in compliance with the sanitation requirements in 105 CMR 500.000: Good Manufacturing Practices for Food, and with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements.
- Marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, will be stored in a separate secure storage area until such products are destroyed.

27. Provide a summary of the RMD's operating procedures for the transportation of marijuana for medical use.

CTM SOPs for the transportation of marijuana will ensure compliance with all applicable regulations and guidance documents, including but not limited to: 105 CMR 725.110(E), 105 CMR 725.105(C)(6) (o), 105 CMR 725.105(P) and the Guidance for Registered Marijuana Dispensaries Regarding Transportation of Marijuana.

These SOPs ensure that:

- The CTM transportation vehicle will bear no markings that indicate that the vehicle is being used to transport marijuana nor indicates the name of our RMD.
- It will have a locked storage container that will be securely attached to the vehicle and a GPS system that is securely installed in the vehicle and be monitored by our RMD at all times that the vehicle contains marijuana or MIPs.
- This vehicle will be owned by CTM and properly registered, inspected and insured in Massachusetts.
- Prior to, and at the completion of transportation all Marijuana and/or MIPs will be weighed and accounted for in accordance with 105 CMR 725.110(E)(2)(a)-(e).
- We will use trained dispensary agents (minimum of two) during transportation who will each have a secure means of communication with our RMD.
- We will only transport between our retail RMD, cultivation RMD, 3rd party marijuana testing lab or to registered qualifying patients or personal caregivers.
- Storage of marijuana during transportation will be under conditions that will protect them against physical, chemical and microbial contamination, and against deterioration of products or containers.

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28. Provide a summary of the RMD's operating procedures for inventory management.

CTM SOPs for inventory management will ensure compliance with all applicable regulations including, but not limited to 105 CMR 725.105(G)(1)-(5).

CTM will utilize a seed to sale inventory control program that was developed for the medical marijuana industry. This inventory control program will utilize software that will tag and track the location and weight of all marijuana seeds, plants, and products in our RMDs. Using this software, we will maintain a real-time inventory of plants, plant clones, marijuana ready for dispensing, MIPs, and damaged, defective, expired or contaminated marijuana and MIPs awaiting disposal. We also plan to hire a dedicated manager whose primary responsibility will be inventory management.

These SOPs ensure that:

- A monthly inventory of marijuana in the process of cultivation, as well as finished and stored marijuana will be completed along with an annual comprehensive inventory of all marijuana and marijuana products.
- All records of all inventories will be maintained in accordance with 105 CMR 725.105(I)(2), (3) and (6) that will include, at a minimum, date, summary of findings, names signatures and titles of the individuals who conducted the inventory.
- Any discrepancies identified in an inventory will immediately be reported to appropriate law enforcement authorities and the Department within 24 hours.
- Our inventory of seeds, plants and usable marijuana will reflect projected needs of registered, qualified patients.

29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

CTM SOPs for quality control and testing of product for potential contaminants will ensure compliance with all applicable regulations and guidance documents including but not limited to: 105 CMR 725.105(C) and the Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana Infused Products.

These SOPs ensure that:

- CTM will contract with an independent third-party testing laboratory in Massachusetts that is compliant with 105 CMR 725.105(C)(2)(d) for our required testing.
- This lab, at a minimum, will test our Marijuana and MIPs for the cannabinoid profile and for contaminants as specified by the DPH, including but not limited to mold, mildew, heavy metals, plant-growth regulators, and the presence of non-organic pesticides as well as any additional testing required by the DPH.
- Quality Control Procedures such as Current Good Manufacturing Practices (GMP) and Good Agricultural Practice (GAP) are used at all times.
- All plants at each phase of cultivation are examined daily for signs of undesirable characteristics such as the presence of male plants, contamination in the form of pests, molds, fungi and other threats to vegetative growth. Any plant showing these characteristics will be immediately quarantined and disposed of.
- All Agents must maintain adequate personal cleanliness and all rooms, areas and equipment will be kept in a clean and sanitary condition.

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30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

CTM SOPs for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents will ensure compliance with all applicable regulations including, but not limited to 105 CMR 725.200 and 105 CMR 725.105(H).

These SOPs ensure that:

-All information held by CTM or its employees about registered qualifying patients, personal caregivers and dispensary agents will be confidential and will not be disclosed without the written consent of the individual to whom the information applies, or as required under law or pursuant to an order from a court of competent jurisdiction, provided, however, the Department may access this information to carry out official duties.

-All CTM employees will be trained in Confidentiality/Privacy prior to performing job functions and annually thereafter. This training will be documented, and each employee must sign a statement indicating the date, time, and place he or she received said training including the name and title of presenters.

-CTM Point of Sales system will employ safeguards that will not allow for a patient, caregiver or agent personal information to be breached.

31. Provide a summary of the RMD's personnel policies.

CTM Personnel Policies will ensure compliance with all applicable regulations. Our Personnel Policies will be encompassed in the Employee Handbook that will be given to all employees and available electronically to all employees. Subjects that will be covered in the Employee Handbook will include, but not be limited to the following subjects: Sexual Harassment, Equal Opportunity Employment, Workers Compensation Insurance, Alcohol and Drug Free Workplace, Code of Conduct, Wages, Overtime, Time Off, Health Insurance, Family medical leave, Discipline, Job Description, Training, Safety and Security, Confidentiality/Privacy and Emergency Action Plan.

Our Personnel Records will be maintained in compliance with 105 CMR 725.105(I)(4) and will be available for inspection by the Department, upon request.

Other Personnel policies include:

-The immediate dismissal of any dispensary agent who has diverted marijuana or engaged in unsafe practices with regard to the operation of the RMD, which will be reported to the Department and local law enforcement.

- Agent Registration requiring that all agents be registered with DPH in accordance with 105 CMR 725.030 and undergo training prior to performing job functions that are appropriate to the roles and responsibilities of their job function.

-All employees will be trained on Confidentiality/Privacy and will receive a minimum of 8 hours of on-going training annually.

32. Provide a summary of the RMD's operating procedures for the dispensing of marijuana for medical use.

CTM SOPs for dispensing of marijuana for medical use will ensure compliance with all applicable regulations including, but not limited to 105 CMR 725.105(F).

These SOPs ensure that:

- Only registered qualifying patients or their designated caregivers will be allowed to enter and purchase products at our RMD.
 - We will only dispense marijuana products to registered qualifying patients and designated caregivers who have been identified in compliance with 105 CMR 725.105(F)(1).
 - Prior to entering our RMD a registered qualifying patient or designated caregiver to must produce their DPH issued registration card and a second valid proof of identification. One of our agents must then verify that the patient or caregiver's registration is valid by entering the patient's registration information into the DPH interoperable database. Only when the patient or caregiver's registration card, second form of identification and certification are all verified to be valid will the patient be allowed to be dispensed marijuana products.
 - Anyone who is unable to produce a registration card and valid proof of identification, or who does not have a valid certification will be denied entry and service.
- Sales records that indicate the name of the patient or caregiver to whom marijuana has been dispensed, including the quantity, form, and cost will be maintained.
- Interpreter services appropriate to our patient population, including for the visually and hearing impaired will be offered at the RMD.

33. Provide a summary of the RMD's operating procedures for record keeping.

CTM SOPs for record keeping will ensure compliance with all applicable regulations including, but not limited to 105 CMR 725.105(I).

These SOPs ensure that:

- All records that are required to be accessible to DPH are stored in such a manner as to be immediately accessible to DPH upon request. These records include, but are not limited to: SOPs, Inventory records, Seed to sale tracking, Personnel records, Business records, Waste disposal records and Shipping manifests.
- Patient, caregiver and agent electronic records are stored on a secure, encrypted, closed network system with backup protocols to eliminate the chance for data breach or loss.
- All paper documents that include patient, caregiver or agent information will be stored in a locked limited access area at our RMD. Access to these documents will be limited to the minimum number agents whose duties require access.
- Any security and inventory tracking information, including visitor logs, inventory information and video surveillance information will also be kept and stored in locked limited access areas accessible to those agents who require access.
- In the event of, and following a closure of our RMD all records will be kept for at least 2 years at our expense and in a form and location acceptable to DPH.

34. Provide a summary of the RMD's plans for providing patient education.

CTM will ensure an adequate supply of up-to-date educational information is available regarding use of marijuana for medical purposes for patients and caregivers in accordance with 105 CMR 725.105(K). Educational materials will be available in languages accessible to all patients and caregivers served by CTM, including the visually/hearing impaired. Educational materials will be available for inspection by DPH upon request.

These educational materials will include, but not be limited to, warnings that marijuana has not been analyzed or approved by FDA, that there is limited information concerning side effects, that there may be health risks with using marijuana, and that it should be kept away from children at all times. When under the influence of marijuana, driving is prohibited, and machinery should not be operated.

These materials will also include information to assist in selection of marijuana, describing potential differing effects of various strains of marijuana, forms/routes of administration, information for patients/caregivers to track strains used and associated effects, information concerning the proper dosage and titration (and explanations of importance of potency), discussion of tolerance, dependence and withdrawal, facts concerning substance abuse signs and symptoms; and a statement that marijuana may not be distributed to any other individual and that unused, excess or contaminated marijuana products must be returned to our RMD for proper disposal.

35. Provide a summary of the RMD's operating procedures for patient or personal caregiver home-delivery, if the RMD plans to provide home-delivery services.

CTM SOPs for patient or personal caregiver home-delivery will ensure compliance with all applicable regulations and guidance documents including, but not limited to: 105 CMR 725.110 (E), 105 CMR 725.105(C)(6)(o), 105 CMR 725.105(P) and the Guidance for RMDs Regarding Transportation of Marijuana.

These SOPs ensure that:

-Two agents at a minimum will be used to deliver marijuana products to our registered qualifying patients or personal caregivers. Both delivery agents will have a secure form of communication and will stay in continuous contact with our RMD while delivering marijuana or MIPs.

- Prior to delivery patients and caregivers will be identified and verified in accordance with 105 CMR 725.105(F)(1).

-Deliveries will only be made to the patient or caregivers primary residences.

- CTM's delivery vehicle will bear no markings that indicate that the vehicle is being used to transport marijuana nor indicates our name and will have a locked storage container.

- CTM's delivery vehicle will have a commercial GPS tracking system that is securely attached to the vehicle. The GPS system will be monitored by the RMD all times that the vehicle contains marijuana or MIPs.

-Delivery Agents will carry their Department issued registration card at all times when transporting marijuana and shall produce it to the Department's authorized representative or law enforcement official upon request.

36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

CTM policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price ensure compliance with 105 CMR 725.100(A)(6).

Our Financial Hardship Program is open to any patient that is a recipient of MassHealth, or Supplemental Security Income, or the patient's income does not exceed 300% of the federal poverty level ("FPL"), adjusted for family size.

All patients that can show proof that they are a recipient of MassHealth or Supplemental Security Income will receive a 10% discount on up to 1 ounce per month of Marijuana products.

All patients that can show proof that their income is equal to or less than 300% of the FPL, adjusted for family size, will receive a discount on up to 1 ounce per month of Marijuana products based on the scale below:

FPL of 300%-200%: 10% Discount

FPL of 199%-100%: 15% Discount

FPL below 100%: 20% Discount

37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

CTM agent training program will be compliant with 105 CMR 725.105(H). All of our agents will be trained before performing job functions. Training will be tailored to the roles and responsibilities of the job function of each dispensary agent. At a minimum, employees must be trained on confidentiality, and other topics as specified by DPH. All employees will receive a minimum of 8 hours of on-going training annually.

Initial training will be done during agent orientation and will include, at a minimum the following subjects: Confidentiality/Privacy, Sexual Harassment, Alcohol and Drug Free Workplace, Code of Conduct, Workers Compensation, Insurance, Safety and Security, Equal Opportunity Employment Training, Job Description, Emergency Action Plan, Health Insurance, Wages, overtime and time off, Family medical leave, and Discipline. After initial training, agents will complete training that is tailored to the roles and responsibilities of the job function of each agent. This training will consist of classroom, online and on the job training.

All annual training will include privacy and confidentiality, and other topics as specified by DPH. All employee training will be documented. Documentation will include a signed statement from the employee indicating the date, time, and place he or she received said training and the topics discussed, including the name and title of presenters.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: VC

38. Will the applicant provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes No

39. Will the applicant obtain professional and commercial insurance coverage?

Yes No

40. Describe the applicant's plan to obtain liability insurance or place in escrow the required amount to be expended for the coverage of liabilities.

CTM will obtain liability insurance coverage that is in compliance with 105 CMR 725.105(Q), CTM will obtain and maintain general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually, and product liability insurance for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate annually with a deductible no higher than \$5,000 per occurrence.

If, for any reason, we cannot attain and/or maintain the insurance requirements described above, we will place at least \$250,000 in an escrow account to be expended for only the coverage of liabilities.

SECTION F. CAPITAL CONTRIBUTORS

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity's Chief Executive Officer or Executive Director and President or Chair of the Board of Directors, or their equivalent.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	% of Initial Capital Committed
	\$	
	\$	
	\$	
	\$	
	\$	

Entity Name	Leadership Names	Amount of Initial Capital Committed	% of Initial Capital Committed
Weston Roots Assets, LLC	Victor Chiang Entity CEO or ED Victor Chiang Entity Pres or Chair	\$ 500,000	100.00
	Entity CEO or ED Entity Pres or Chair	\$	
	Entity CEO or ED Entity Pres or Chair	\$	

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: VC

I, signed under the pains and penalties of perjury, I, the authorized signatory of the applicant, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.

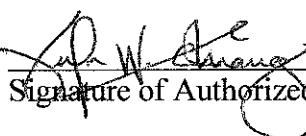

Signature of Authorized Signatory

1/16/2018
Date Signed

Victor Chiang
Print Name of Authorized Signatory

President/CEO
Title of Authorized Signatory

The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation.

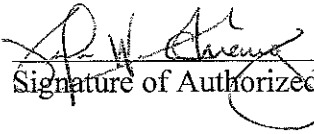

Signature of Authorized Signatory

1/16/2018
Date Signed

Victor Chiang
Print Name of Authorized Signatory

President/CEO
Title of Authorized Signatory

I, the authorized signatory for the applicant, hereby attest that if the applicant is allowed to proceed to submit a *Siting Profile*, the applicant is prepared to comply with all *Siting Profile* requirements.

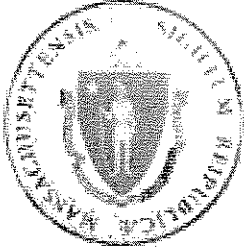

Signature of Authorized Signatory

1/16/2018
Date Signed

Victor Chiang
Print Name of Authorized Signatory

President/CEO
Title of Authorized Signatory

SECTION B
Articles of Organization



**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: 001299029

ARTICLE I

The exact name of the corporation is:

CYPRESS TREE MANAGEMENT, INC.

ARTICLE II

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

IN COMPLIANCE WITH 105 CMR 725.100(A)(1), THE CORPORATION SHALL AT ALL TIMES OPERATE ON A NON-PROFIT BASIS FOR THE BENEFIT OF REGISTERED QUALIFYING PATIENTS, AND SHALL ENSURE THAT THE REVENUE OF THE CORPORATION IS USED SOLELY IN FURTHERANCE OF ITS NON-PROFIT PURPOSE.

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:

CLASSES OF MEMBERS, THE DESIGNATION OF SUCH CLASSES, THE MANNER OF ELECTION OR APPOINTMENT, THE DURATION OF MEMBERSHIPS AND THE QUALIFICATIONS AND RIGHTS, INCLUDING VOTING RIGHTS OF THE MEMBERS OF EACH SUCH CLASS SHALL BE DETERMINED IN ACCORDANCE WITH THE PROVISIONS OF THE BY-LAWS.

ARTICLE IV

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

(If there are no provisions state "NONE")

NONE

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

ARTICLE V

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

ARTICLE VI

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

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: 419 BOYLSTON STREET
SUITE 300
 City or Town: BOSTON State: MA Zip: 02116 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	VICTOR CHIANG	49 CHESTERTON ROAD WELLESLEY, MA 02481 USA 49 CHESTERTON ROAD WELLESLEY, MA 02481 USA	Next Annual Meeting
TREASURER	ERIC B. ROITER	2 SCHOOL STREET WESTON, MA 02493 USA 2 SCHOOL STREET WESTON, MA 02493 USA	Next Annual Meeting
CLERK	ERIC B. ROITER	2 SCHOOL STREET WESTON, MA 02493 USA 2 SCHOOL STREET WESTON, MA 02493 USA	Next Annual Meeting
DIRECTOR	VICTOR CHIANG	49 CHESTERTON ROAD WELLESLEY, MA 02481 USA 49 CHESTERTON ROAD WELLESLEY, MA 02481 USA	Next Annual Meeting
DIRECTOR	ERIC B. ROITER	2 SCHOOL STREET WESTON, MA 02493 USA 2 SCHOOL STREET WESTON, MA 02493 USA	Next Annual Meeting
DIRECTOR	TODD B. FINARD	11 TAMARACK ROAD WESTON, MA 02493 USA 11 TAMARACK ROAD WESTON, MA 02493 USA	Next Annual Meeting
DIRECTOR	MARK CORIATY	151 WHALE CAY WAY JUPITER, FL 33458 USA 151 WHALE CAY WAY JUPITER, FL 33458 USA	Next Annual Meeting
DIRECTOR	TIMOTHY BARRY	160 W. 6TH STREET BOSTON, MA 02127 USA 160 W. 6TH STREET BOSTON, MA 02127 USA	Next Annual Meeting

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: VICTOR CHIANG
No. and Street: 49 CHESTERTON ROAD
City or Town: WELLESLEY State: MA Zip: 02481 Country: USA

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

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 13 Day of November, 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.)

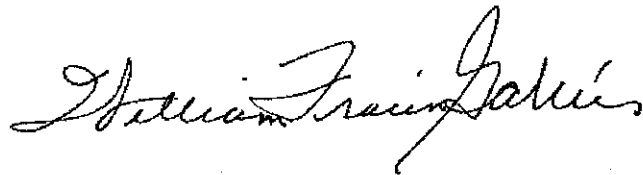
ERIC B. ROITER

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:

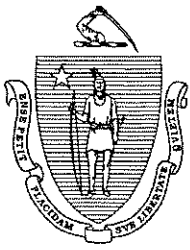
November 13, 2017 03:59 PM

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

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

SECTION B
Certificate of Good Standing



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

William Francis Galvin
Secretary of the
Commonwealth

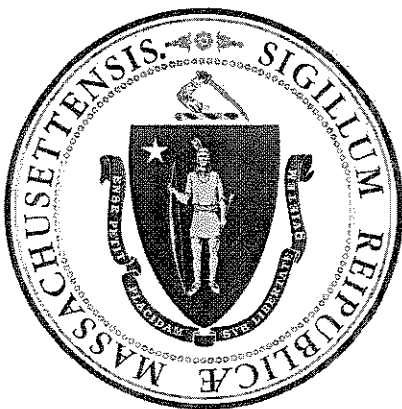
Date: January 10, 2018

To Whom It May Concern :

I hereby certify that according to the records of this office,
CYPRESS TREE MANAGEMENT, INC.

is a domestic corporation organized on **November 13, 2017**

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



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

William Francis Galvin

Secretary of the Commonwealth

Certificate Number: 18010170370

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

Processed by:

SECTION B
Bylaws

CYPRESS TREE MANAGEMENT, INC.

By-Laws

ARTICLE I

Purposes-

The purpose of the corporation shall be as set forth in the Articles of Organization. In compliance with 105 CMR 725.100(A)(1), the corporation shall at all times operate on a non-profit basis for the benefit of registered qualifying patients, and shall ensure that the revenue of the corporation is used solely in furtherance of its non-profit purpose.

ARTICLE II

General Provisions-

Section 1. *Name* -- The name of the corporation shall be: Cypress Tree Management, Inc.

Section 2. *Location* -- The principal office of the corporation shall be located at the place set forth in the Articles of Organization of the corporation. The directors may establish other offices and places of business in Massachusetts or elsewhere.

Section 3. *Fiscal Year* -- Except *as* from time to time otherwise determined by the directors, the fiscal year of the corporation shall end on the last day of December of each year.

Section 4. *Members* -- The corporation shall have one class of members which shall be designated as Voting and shall be comprised of the Board of Directors of the Corporation. Any action or vote otherwise required or permitted by Chapter 180 or any other law, rule or regulation to be taken by the members shall be taken by action or vote of the Board of Directors of the corporation.

ARTICLE III

Directors-

Section 1. *Powers* -- The business and property of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation.

Section 2. *Election and Numbers* -- The board of directors shall be of such number, no less than two (2) nor more than nine (9), as the directors shall determine from time to time. A majority of the members shall elect the board of directors at the annual meeting of the corporation, or at a special meeting in lieu of an annual meeting. All directors shall hold office until the next annual meeting or special meeting in lieu of an annual meeting or until their respective successors are chosen and qualified.

Section 3. *Resignation and Removal* -- Any director may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by the affirmative vote of a majority of the voting Directors.

Section 4. *Annual Meeting* -- The annual meeting of the directors of the corporation shall be held on the third Monday of February in each year (or on the next business day if that day is a legal holiday) at such time and place as the directors may determine. If the annual meeting is not held on such date, a special meeting in lieu of an annual meeting may be held with all the force and effect of an annual meeting. Notice of the annual meeting setting forth the date, time, and place of any such meeting shall be mailed to all directors not less than seven (7) days prior to the date of the annual meeting. Notice of any special meeting shall be given as directed under Section 6 of these By-laws.

Section 5. *Regular Meetings* -- Regular meetings of the directors may be held without call or notice at such places and times as the directors may from time to time determine, provided that any director who is absent when such determination is made shall be given notice thereof.

Section 6. *Special Meetings* -- Special meetings of the directors may be held at any time and place designated in a call by the president, the treasurer or two or more directors. Notice of all special meetings of the directors shall be given to each director by the clerk or, in case of the death, absence, incapacity or refusal of the clerk, by the officer or one of the directors calling the meeting. Such notice shall be given to each director in person or by telephone, telegram or facsimile transmission sent to each such director's business or home address at least twenty-four (24) hours in advance of the meeting, or by mail addressed to such business or home address and postmarked at least forty-eight (48) hours in advance of the meeting. Except as required by law, notice of a special meeting need not be given: (i) to any director who, either before or after the meeting, delivers a written waiver of notice, executed by the director, which is filed with the records of the meeting; or (ii) to any director who attends the meeting and who, either prior to the meeting or at its commencement, fails to protest the lack of such notice. A notice or waiver of notice need not specify the purpose of any special meeting unless such purpose is the removal of a director or an officer.

Section 7. *Quorum; Action at Meetings* -- A simple majority of the directors then in office shall constitute a quorum but a lesser number may without further notice adjourn the meeting to any other time. At any meeting at which a quorum is present, the vote of a majority of those present shall decide any matter unless the Articles of Organization, these By-laws, or any applicable law requires a different vote.

Section 8. *Action by Consent* -- Any action by the directors or any committee may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 9. *Non-Voting Director* -- The directors may create classes of non-voting directorship such as honorary directors, associate directors, regional directors, friends, alumni and the like, and may elect persons to those classes for such terms and on such conditions as the directors determine and may assign to such persons such responsibilities, duties, and privileges as the directors determine. Persons elected as non-voting directors shall not be directors for the purposes of these By-laws and shall have no votes at any meetings of the directors.

Section 10. *Committees* -- The directors may elect from their own number an Executive Committee, and may elect such other committees as they may from time to time determine necessary or advisable, including without limitation committees to deal with matters affecting fund raising, planning, development, building and grounds, investments, finances and budgets and other matters affecting the state of the corporation, and may delegate such powers and duties thereto as the board of directors may deem advisable to the extent permitted by law. At any meeting of a committee a quorum for the transaction of all business properly before the meeting shall consist of a majority of the elected members of such committee.

Section 11. *Meetings by Remote Communications.* Unless otherwise provided in the Articles of Organization, if authorized by the Directors: any annual or special meeting of the Directors need not be held at any place but may instead be held solely by means of remote communication; and subject to such guidelines and procedures as the Board of Directors may adopt, Directors not physically present at a meeting may, by means of remote communications: (a) participate in a meeting of Directors; and (b) be deemed present in person and vote at a meeting of Directors whether such meeting is to be held at a designated place or solely by means of remote communication, provided that: (1) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Director; (2) the Corporation shall implement reasonable measures to provide such Directors a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Directors, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (3) if any Director votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

ARTICLE IV

Officers-

Section 1. *Officers* -- The officers of the corporation shall consist of a president, treasurer, clerk, and such other officers as the directors may determine.

Section 2. *Election* -- The president, treasurer and clerk shall be elected annually by the directors. Any other officers determined necessary or desirable by the directors may be elected by the directors. Any two or more offices may be held by the same person. The clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation shall appoint a resident agent for the service of process appointed in the manner prescribed by law. Except as otherwise provided by law, the Articles of Organization or these By-laws, all officers shall hold office until the annual meeting of the directors, or until their respective successors are chosen and qualified.

Section 3. *Resignation and Removal* -- Any officer may resign by delivering a written resignation to the corporation at its principal office or to the president or clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. The directors may remove any officer with or without cause by a vote of a majority of the directors then in office.

Section 4. *President* -- The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the

board of directors. The president shall, subject to the direction and control of the board of directors, preside when present at all meeting of the directors. The president shall have such other powers and duties as are usually incident to that office and as may be vested in that office by the directors.

Section 5. *Treasurer* -- The treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of account. The treasurer shall maintain custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide. The treasurer shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors.

Section 6. *Clerk* -- The clerk shall give such notices of meetings of directors as are required by these By-laws and shall keep as record of all the meetings of directors. The clerk shall have such other powers and duties as are usually incident to that office and as may be vested in that office by these By-laws or by the directors. In the absence of the clerk from any meeting of directors, a temporary clerk designated by the person presiding at the meeting shall perform the duties of the clerk.

ARTICLE V

Indemnification of Directors and Officers-

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of an employee benefit plan of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board of directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such Indemnified Officer's action was in the best interests of the corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of directors of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of

such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this article, and each director and officer of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Corporation) appointed for the purpose by vote of the directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or

(iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 180 of the Massachusetts General Laws, as amended; or

(iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

This article, as amended, constitutes a contract between the corporation and the Indemnified Officers. No amendment or repeal of the provisions of this article which adversely affects the right of an Indemnified Officer under this article shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE VI

Miscellaneous Provisions

Section 1. *Execution of Instruments* -- All contracts, deeds, leases, bonds, notes, checks and other instruments authorized to be executed by an officer of the corporation on its behalf shall be signed by the president or the treasurer except as the directors may generally or in particular cases otherwise determine.

Section 2. *Voting of Securities* -- Except as the board of directors may otherwise designate, the president or treasurer may waive notice of, and appoint any person or persons (with or without power of substitution) to act as proxy or attorney in fact for this corporation at any meeting of stockholders of any other corporation, the securities of which may be held by this corporation.

Section 3. *Corporate Records* -- The original or attested copies of the Articles of Organization,

By-laws and records of all meetings of incorporators and directors shall be kept in Massachusetts at the principal office of the corporation or of the clerk, but such corporate records need not all be kept in the same office.

Section 4. *Definitions* -- All references in these By-laws to the Articles of Organization and to these By-laws shall be deemed to refer, respectively, to the Articles of Organization and the By-laws of the corporation as amended and in effect from time to time.

ARTICLE VII

Conflict of Interest- Attachment A

ARTICLE VIII

Amendment of By-laws-

Section 1. *Amendment* -- These By-laws may at any time be amended or repealed, in whole or in part, by vote of a majority of the voting Directors.

ATTACHMENT A

CONFLICT OF INTEREST POLICY OF

Cypress Tree Management, Inc.

Article I

Purpose-

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest and to ensure compliance with the nonprofit requirements of 105 CMR 725.100(A)(1) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions-

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
 - b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures-

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings-

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation-

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements-

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Article VII

Periodic Reviews-

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts-

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

SECTION D
Education and Employment Forms

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Eric Liebman

Residential Address of Individual

15 Dimick Street, Unit C, Somerville MA 02143

Title of Individual (at Applicant Corporation)

Director of the Board; Director of Security of the RMD

Name of Applicant Corporation

Cypress Tree Management, Inc.


Highest Education Attained – Institution, Degree, and Year

Boston University, Bachelor of Arts, 1995

Last 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Self Employed- Real Estate	CEO	2005-2017
Humanity Health	Director of Operations	2011-2013

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



 Signature of the Individual

01/12/2018
Date Signed

Applicant Corporation

Cypress Tree Management, Inc.

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Victor Chiang

Residential Address of Individual

49 Chesterton Road, Wellesley, MA 02481

Title of Individual (at Applicant Corporation)

resident & Director of the Board; CEO & CFO of RMD

Name of Applicant Corporation

Cypress Tree Management, Inc.

Highest Education Attained – Institution, Degree, and Year

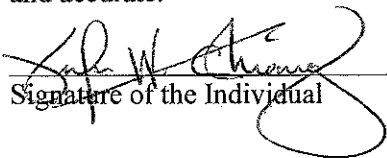
University of Massachusetts, Amherst, Bachelor of Science, 1994

Applicant Corporation Cypress Tree Management, Inc.

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Weston Roots Assets, LLC	President/CEO	2016-Present
Balter Liquid Alternatives, LLC	COO, CCO, & Co-Founding Partner	2012-2016
Balter Capital Management, LLC	COO, CCO, & Co-Founding Partner	2005-2016

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.



 Signature of the Individual

1/12/2018
 Date Signed

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual
Eric B. Roiter

Residential Address of Individual
2 School Street, Weston, MA 02493 USA

Title of Individual (at Applicant Corporation)
Treasurer and Clerk; COO and Director of Cultivation of the RMD

Name of Applicant Corporation
Cypress Tree Management, Inc.

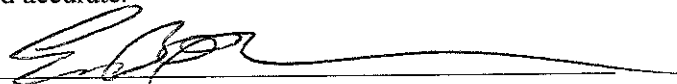
Highest Education Attained – Institution, Degree, and Year
Williams College, Bachelor of Arts, 1995

Applicant Corporation Cypress Tree Management, Inc.

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Weston Roots Assets, LLC	Manager	2016-Present
Dun & Bradstreet, Inc.	Strategic Accounts	2016-2017
Zoom Information, Inc.	Channel Partnerships	2015-2016
Baker Solar, Inc.	President & CEO	2006-2015
M.E. Baker Company	COO	1996-2015

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete and accurate.


Signature of the Individual

01/12/2018
Date Signed



The Commonwealth of Massachusetts
 Executive Office of Health and Human Services
 Department of Public Health
 Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
 99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
 Governor

KARYN E. POLITO
 Lieutenant Governor

MARYLOU SUDDERS
 Secretary

MONICA BHAREL, MD, MPH
 Commissioner

Tel: 617-660-5370
www.mass.gov/medicalmarijuana

Remittance Form
Registered Marijuana Dispensary Application Fee

*Please remit this form with your bank/cashier's check payable to
 "The Commonwealth of Massachusetts" for proper posting of your payment*

Date

Name of Applicant Corporation

MAILING ADDRESS OF APPLICANT CORPORATION

Address

City

State Zip Code

CONTACT PERSON

First Name

Last Name

Email Address

Phone Number

Amount Enclosed \$

Bank/Cashier's Check Enclosed