



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, 11<sup>th</sup> Floor, Boston, MA 02111

RECEIVED

OCT 27 2017

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](http://www.mass.gov/medicalmarijuana)

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

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

**INSTRUCTIONS**

This application form is to be completed by a non-profit 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 (the "Department") to submit a *Management and Operations Profile*.

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 a *Management and Operations Profile* for more than one proposed RMD, you 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 labelled or marked so as to identify the question to which it relates.

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

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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, 11<sup>th</sup> 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/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Siting Profile*.

### **PROVISIONAL CERTIFICATE OF REGISTRATION**

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

### **REGULATIONS**

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

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).

### **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](mailto:RMDapplication@state.ma.us).

---

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: PK

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_**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 non-profit corporation (the "Corporation")
- A copy of the Corporation's *Articles of Incorporation*
- A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- A copy of the Corporation's bylaws
- An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- A completed *Remittance Form* (use template provided)
- A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, for each of the following actors:
  - 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. For entities contributing initial capital to operate the proposed RMD, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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: PK

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

## SECTION A. APPLICANT INFORMATION

1. GTI-Massachusetts NP Corporation  
Legal name of Corporation
2. Peter Kadens  
Name of Corporation's Chief Executive Officer
3. 1400 Hancock Street, 3rd Floor  
Address of Corporation (Street, City/Town, Zip Code)
4. Peter Kadens  
Applicant point of contact (name of person Department of Public Health should contact regarding this application)
5. 312-282-4281  
Applicant point of contact's telephone number
6. pkadens@gtigrows.com  
Applicant point of contact's e-mail address
7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?  
3

## SECTION B. INCORPORATION

8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
10. Attach a copy of the corporation's bylaws.

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION C. NON-PROFIT COMPLIANCE**

Answer each of the questions below 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 form.

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.

GTI-Massachusetts NP Corporation ("GTI") has not engaged any management company, and there are no agreements or contracts, executed or proposed, with any management company. GTI is in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000 et seq, and the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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.

Peter Kadens and Ben Kovler are the CEO and President, respectively, of GTI Massachusetts LLC, which is a capital contributor of greater than 5% for Application 3 of 3. It is expected that GTI will execute a loan agreement with GTI Massachusetts LLC for all funds provided to the RMD. While the terms have not been finalized, the interest rate will not exceed 18% per annum.

Once GTI has executed a loan agreement with GTI Massachusetts LLC, GTI will provide a copy of the agreement to the DPH along with an independent legal opinion to ensure that any Related Party Transaction complies with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and the DPH's "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." GTI understands that any such agreement and its respective independent legal opinion must be submitted to the DPH prior to receiving PCR.

Note that GTI has already provided the DPH with a copy of its agreement (and an independent legal opinion) with GTI Investments, LLC, a capital contributor of greater than 5% for Applications 1 of 3 and 2 of 3. GTI has received PCR for each of those applications.

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.

Peter Kadens - President/Director of the Board of Directors & Chief Executive Officer  
As CEO, Pete will be the executive ultimately responsible for GTI's overall operations, performance, patient service, and compliance with 105 CMR 725. He will be the leader of the company and will serve as the main link between the Company's Board of Directors and GTI's various operational departments.

Anthony Georgiadis - Director & Chief Operations Officer  
As COO, Anthony will be responsible for overseeing the day-to-day operations of GTI, establishing procedures and processes for each department, and providing timely operational information to GTI's executive management team.

Ben Kovler - Treasurer/Clerk/Director of the Board of Directors & Chief Financial Officer  
As CFO, Ben will be responsible for the overall financial stability and financial and reporting compliance of GTI. Ben will oversee all accounting functions including preparing budgets and financial statements, monitoring expenditure and liquidity, and reporting financial performance to GTI's Board of Directors and executive management team.

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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.

Peter Kadens and Ben Kovler are the CEO and President, respectively, of GTI Massachusetts LLC, which is a capital contributor of greater than 5% for Application 3 of 3. It is expected that GTI will execute a loan agreement with GTI Massachusetts LLC for all funds provided to the RMD. While the terms have not been finalized, the interest rate will not exceed 18% per annum.

Once GTI has executed a loan agreement with GTI Massachusetts LLC, GTI will provide a copy of the agreement to the DPH along with an independent legal opinion to ensure that any Related Party Transaction complies with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and the DPH's "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." GTI understands that any such agreement and its respective independent legal opinion must be submitted to the DPH prior to receiving PCR.

Note that GTI has already provided the DPH with a copy of its agreement (and an independent legal opinion) with GTI Investments, LLC, a capital contributor of greater than 5% for Applications 1 of 3 and 2 of 3. GTI has received PCR for each of those applications.



Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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.

GTT does not have any contract or agreement, executed or proposed, under which a percentage or portion of GTT's revenue will be distributed to a third party. GTT understands that the sharing of revenue is inconsistent with the non-profit objective of using revenue solely in furtherance of GTT's non-profit purpose as required by 105 CMR 725.100(A)(1).

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, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."

  
\_\_\_\_\_  
Signature of Authorized Signatory

10/16/17  
\_\_\_\_\_  
Date Signed

Peter Kadens

Chief Executive Officer

\_\_\_\_\_  
Print Name of Authorized Signatory

\_\_\_\_\_  
Title of Authorized Signatory

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: PK

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EXPERIENCE**

16. Attach an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

Peter Kadens (CEO) is an entrepreneur with nearly 14 years of experience running businesses. Peter has started 4 companies in the last 14 years with over 1,000 employees. Peter was the founder and CEO of SoCore Energy, one of the largest commercial solar developers in the US. He is a founding partner of GTI-Clinic Illinois Holdings, LLC (GTI Illinois), a medical marijuana company that currently holds and operates 2 cultivation licenses and 4 dispensary licenses in the State of Illinois. From 2012-Present, Peter was Chairman and Vice Chairman of the Board of Directors of StreetWise, a Chicago based non-profit that is one of the largest homeless aid organizations in the Midwest. From 2002-2012, Peter served as Director of the non-profit Holocaust Memorial Foundation. Peter has served on the board of the Marijuana Policy Project (MPP) since 2016.

Anthony Georgiadis (COO) has approximately 10 years of experience running a business. He was the COO of Wendover Art Group, a company he co-founded in 2005. With over 350 employees, Wendover is one of the largest manufacturers of framed art and mirrors in the US, supplying products and services to large national retailers. In addition, Wendover is a contracted supplier with hospitality chains including Marriott, Intercontinental Hotel Group and Hilton. As COO, Anthony planned and directed operational policies, objectives, and initiatives. He was responsible for ensuring operations were performed in compliance with local, state, and federal regulations and laws. Anthony also worked alongside other corporate officers overseeing the development of various operational departments in order to promote communication and adequate information flow to ensure future growth. Anthony is also the COO of GTI-Nevada, which currently holds and operates 2 dispensary licenses in the State of Nevada.

Ben Kovler (CFO) has over 12 years of experience running a business. He is currently the chief investment officer of JK Management, a Chicago-based investment partnership company. Ben has extensive experience managing complex investment portfolios and a proven track record working with small businesses and managing teams. As lead investor in a number of transactions, he has led due diligence, financing and HR development efforts in several industries. Ben is also co-founder and CEO of Invest For Kids (IFK), an annual forum that allows portfolio managers, family offices, private investors, and analysts to collaborate and share investment ideas that will benefit children. IFK has generated more than \$8 million, benefiting over 33 youth organizations and 85,000 children across Illinois. All funds raised at IFK are invested back into the community via children's charities. Ben serves on the board and investment committee for both the Academy for Global Citizenship and for Providence St. Mel School, the scholarship committee at the JUF, and the investment committee for the Chicago History Museum.

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: PK

18. Describe the experience, and length of experience, of the Corporation’s Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

Peter Kadens (CEO) has approximately 3 years of experience providing health care services. Peter is a founding partner of GTI Illinois, a medical marijuana company founded in 2014 that currently holds and operates 2 cultivation licenses and 4 dispensary licenses in the State of Illinois. Peter is also Chairman of the Board of Directors of StreetWise, StreetWise is a Chicago based non-profit and one of the largest homeless aid organizations in the Midwest. StreetWise takes a comprehensive approach to providing wellness services to individuals so that they may achieve personal stability and financial self-sufficiency. Peter currently serves as Vice Chairman of the Board of Directors.

Anthony Georgiadis (COO) is the COO of GTI-Nevada and has over one year of experience providing health care services in that role. GTI-Nevada currently holds and operates 2 dispensary licenses in the State of Nevada, and opened its first dispensary in the fall of 2016. GTI-Nevada also holds 1 processing and 1 cultivation license in Nevada.

Ben Kovler (CFO) has approximately 3 years of experience providing health care services. Ben is the CEO and a founding partner of GTI Illinois, a medical marijuana company that that currently holds and operates 2 cultivation licenses and 4 dispensary licenses in the State of Illinois.

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

Peter Kadens (CEO) has approximately 3 years of experience providing services for marijuana for medical purposes. Peter is a founding partner of GTI Illinois, a medical marijuana company that currently holds and operates 2 cultivation licenses and 4 dispensary licenses in the State of Illinois.

Anthony Georgiadis (COO) is the COO of GTI-Nevada and has over one year of experience providing services for marijuana for medical purposes in that role. GTI-Nevada currently holds and operates 2 dispensary licenses in the State of Nevada, and opened its first dispensary in the fall of 2016. GTI-Nevada also holds 1 processing and 1 cultivation license in Nevada.

Ben Kovler (CFO) has approximately 3 years of experience providing services for marijuana for medical purposes. Ben is the CEO and a founding partner of GTI Illinois, a medical marijuana company that currently holds and operates 2 cultivation licenses and 4 dispensary licenses in the State of Illinois.

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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.

Jon Thomforde (Director of Cultivation) has over 20 years of experience in large-scale production horticulture and approximately 1 year of experience with providing services for marijuana for medical purposes. Starting in high school, he worked at Lady Moon Farms, an organic produce farm in Pennsylvania. During his time there, the farm expanded from 22 acres to over 40,000 acres. After graduating from Kansas State University with a B.S. in Agriculture focusing on Fruit and Vegetable Production and minors in economics and Spanish, he joined Lipman Farms, the largest field-grown tomato producer in North America. He ran their research and development greenhouses and managed variety trials throughout the country. He then went on to run their production greenhouses in Virginia and to manage the greenhouse operations for Barnet-Partin Plants. Jon brings a wealth of practical and scientific horticultural knowledge to GTI's team.

Terrance W. Gainer, Sr. (Head of Security) has over 25 years of law enforcement and security experience and approximately 1 year of experience providing security services for marijuana for medical purposes. In 2014, he became the Head of Security for GTI Illinois, a medical marijuana company that was awarded licenses for 3 cultivation centers and 1 dispensary in Illinois. Prior to GTI Illinois, Terry served as the 38th US Senate Sergeant at Arms, where he led a force of 1,000 personnel. He previously served as Special Assistant to the United States Secretary of Transportation, Executive Assistant Chief of Police for the Metropolitan Police Department of Washington, D.C., and Chief of the United States Capitol Police. In addition, Terry is a decorated Vietnam veteran and retired as a Captain in the United States Navy Reserve. He holds a B.A. in Sociology from St. Benedict's College, an M.S. in Management and a J.D. from DePaul University, and an Honorary Doctorate of Humane Letters from Benedictine College.

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: PK

**SECTION E. OPERATIONS**

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

GTI's marijuana cultivation SOPs are intended to ensure agent, product & public safety; produce consistent, predictable yields based on accepted science; and create transparent, compliant & efficient operations. Our extensive SOPs address cultivation topics and include, but are not limited to: CO2 Systems; Crop/Supply Management; Disease Management; Environmental Controls; Pest Management; Fertilizer/Soil/Media Management; Spray/Feeding Protocols; Nutrient Prep Form; Hygiene/Sanitation; Infected Handler Guidelines; Security/Limited Access Areas; Monitoring/Record keeping; Inventory Management/Storage; Procedure Variances; Quality Assurance; & Water Quality.

Pursuant to 725.105(B)(1)(c)-(f), all phases of cultivation (strain selection, seed germination, grow mediums and organic nutrient selection, establishment of lighting grow cycle, harvesting, drying, & curing) will take place in designated, locked, limited access areas that are monitored by a surveillance system compliant with 725.110(D)(1)(d)-(i); no non-organic pesticides will be used and cultivation will be consistent with DPH guidance on U.S. DOA 7 CFR, Part 205 organic requirements; GTI cultivation processes will use best practices to prevent contamination, including, but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, & other contaminants identified as posing potential harm; and the soil used for cultivation will meet U.S. Agency for Toxic Substances & Disease Registry's Environmental Media Evaluation Guidelines for residential soil levels. In addition, waste will be disposed of to minimize odor/pests.

All source soils/solids will be sampled/analyzed prior to use, when new soils/solids are received from a different source, & annually. Proper sampling collection steps will be followed including use of disposable gloves, clean sampling area, appropriate tools & containers, no cross contamination & time records kept for each sample. Representative samples will be collected and maintained for DPH review with duplicate samples collected at least annually & 1 for every 20 samples. All logbooks & chain of custody forms will be available for DPH review. We will create & maintain cultivation and sampling diagrams for review. We will have a sufficient plumbing system & water supply & our water will be derived from a public source & public records of analysis will be maintained & available for DPH review.

Best Management Practice, Good Agricultural Practice, & Good Handling Practice will be used. GTI has adopted marijuana cultivation standards from the American Herbal Pharmacopoeia & the American Herbal Products Association & adapted USDA Organic Standards & FDA standards to create a holistic medical marijuana crop management system. We also have adopted or adapted the use of the HACCP Principles & Application Guidelines (National Advisory Committee on Microbiological Criteria for Foods).

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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

GTI will produce high-quality MIPs & comply with DPH regulations. MIPs will be medicinal in nature, lab tested & packaged in dosage levels allowing patients to self-titrate. At minimum, product line will include: transdermal/topical salve and patches, creams/lotions, oral mucosal/sublingual dissolving tablets, tinctures, sprays, inhalation-ready-to-use CO2 extracted hash oils, pre-dosed oil vaporizers, ingestion-capsules, food/oil/beverages.

MIPs will have a legible, affixed label w/ letters at least 1/16” in size and info required by 725.105(E)(3), will not resemble commercially available candy & be packaged in plain/opaque tamper/child-proof containers w/o images except GTI logo. Accidental ingestion of edibles/beverages to be avoided via proper packaging & labeling. MIPs produced are not considered a food/drug per M.G.L. c94, s.1.

Marijuana (excluding MIPs) products will be properly, legibly and firmly labeled with information required per 725.105 (E)(2). All products will be weighed with a certified Class II NTEP Balance.

Ingredients, THC/CBD concentration profiles will be on labels and may include: Tetrahydrocannabinol acid; Tetrahydrocannabivarin; Cannabinadiolic acid; Cannabidivarin; Cannabinol; Cannabigerol; Cannabichromene; and other cannabinoids. Food additives will be approved/properly used. 3rd party sample results to calculate extract addition quantities for exact dosage & consistent results.

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: PK

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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

GTI will create MIPs with consistent cannabinoid profiles to treat a range of debilitating conditions.

Ingredients from DPH approved source will be safe, unadulterated & labeled. Agents wear gloves & utilize ware washing facilities in kitchen w/o pests. Surfaces, utensils, equipment & linens properly sanitized, stored, dried & handled to prevent contamination during preparation, storage & display.

Proper cooling methods to prevent microorganism growth; approved thawing methods & accurate thermometers. Per DPH Regs, MIPs prepared on food-grade stainless steel tables & packaged in secure area with security cameras. MIPs tested pursuant to 725.105(C)(2) & HACCP compliant. TPIIC used if appropriate.

Leaves & flowers of female plants processed in safe/sanitary manner, well cured & free of seeds, stems, dirt, sand, debris & other foreign matter; and free of contamination by mold, rot, fungus & bacterial disease.

Extraction/Refining: prep w/ lab quality grinder; oil (butter/olive oil), ethanol and/or supercritical CO2 extraction; external testing for cannabinoid profile & potency; decarboxylation. If practicable, fractioning to produce pure active cannabinoids; fracture, separate & purify to produce concentrates that are high in specific, single cannabinoids using HPLC.

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: PK













Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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

GTI will follow Protocol for Sampling and Analysis of Finished Medical Marijuana Products and Marijuana-Infused Products for Massachusetts RMD's, including proper sampling, collection, and completion of logs and chain of custody forms.

GTI will contract with an independent accredited ISO 17025 lab approved by DPH. No GTI agent or executive will have a financial or other interest in the lab. No test-lab staff will receive financial compensation from GTI. Test-lab staff performing marijuana analyses will be DPH-registered agents. As frequently as specified by DPH, outside lab will test for cannabinoid profile and contaminants including mold, mildew, heavy metals, plant-growth regulators, and presence of nonorganic pesticides. Test-lab will provide narrative pursuant to Finished MMJ Protocol 8.0. Excess product will be returned to GTI for disposal. GTI will use expiration dates and dispose of expired products.

Results of all tests will be retained for at least 1 year. Copies of pertinent 3rd party tests will accompany all products. Quality control SOPs will be available to patients/caregivers.

GTI's quality control SOPs also address voluntary/mandatory recalls, including recalls due to any action initiated by DPH, as well as voluntary actions to remove defective/potentially defective product from the market.

Application 3 of 3

Applicant Non-Profit Corporation \_\_\_\_\_

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.

In compliance with 105 CMR 725.200, 725.105(H) & (I), patients, caregivers, & agent info is confidential & shall not be disclosed without the written consent of the individual to whom the information applies, or as required under court order. DPH may access this information to carry out official duties. Hard copies of records stored in secure locked area, w/ limited access. Any loss/alteration of records related to MJ/MLPs, patients, caregivers, or agents reported to DPH, law enforcement & protected party.

Agents will have documented mandatory confidentiality training.

Patient tracking software will be in accordance with HIPAA principles & encrypted. Network servers will be protected by SSL, firewall, biometric locks in a secure area with 24 hr surveillance. Software & infrastructure will be updated regularly, including relevant security patches. Software will be compliant & compatible with DPH's electronic system. Access to database limited to key agents.

Data security strategies incl. frequent password changes, length & character diversity requirements for passwords, restrictions of personal flash/thumb drives on computers, marking software for each system and securing when not in use.

Emails to patients will say "Confidential" & be sent on secure servers, either individually, using BCC, or using secure bulk email and will not provide patient info or refer to MJ in subject line.

Depending on siting & balanced with security, parking, entrance & exit will be discreet.

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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

GTI is in compliance with 725.105(I)(4) & committed to safety, professional development, compliance, equitable compensation, & healthcare benefits. GTI provides equal opportunities regardless of race, religion, ethnicity, sexual orientation or other factors resulting in discrimination. Policies include: safety, harassment, work hours, job reviews, maintaining alcohol, tobacco, & drug free workplace, compensation, benefits, vacation/holidays/leaves, training/professional development, record keeping, agent registration, compliance, security, standards of conduct, confidentiality.

GTI to register in the MMJ Online System. BOD/ agents/EMTs/volunteers will be agents & remain compliant per 725.030 (A)-(C) & (E). Personnel records will be kept for at least 1yr following termination. GTI to notify DPH no more than 1 business day after termination.

To strengthen the local community, recruiting locally is a priority. Agents will receive training on confidentiality, internal security policies, emergency procedures and will complete training specific to their job function. Agents will receive, at minimum, 8hrs of on-going training annually.

Any agent who diverts MJ or engages in unsafe practices will be dismissed and such activities will be reported to law enforcement & DPH.

Agents in contact with MJ or non-edible MIPs, will be subject to the requirements for food handlers specified in 105 CMR 300.000 & shall conform to sanitary & good hygienic practices.

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: PK





Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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

GTI SOPs ensure records are accurate and comply with 105 CMR 725.105(G)-(I). Seed-to-sale tracking records will be kept for all marijuana and MIPs. GTI will immediately notify law enforcement/DPH within 24 hours after discovering any loss/unauthorized alteration of records. Records will be kept in a secure location pursuant to DPH regulations. In the event the company closes, all records will be kept for at least 2 years at GTI's expense, in a form/location acceptable to DPH.

Records available to DPH include, but are not limited to:

- Staffing plan/personnel
- Board members/executives/members of non-profit corporation
- Training materials for agents
- Patient education materials
- Inventory
- Cultivation records
- CORI reports (properly obtained and kept separate from general personnel records)
- Assets and liabilities
- Monetary transactions
- Account books (journals/ledgers and supporting documents; agreements/checks/invoices/vouchers)
- Sales (name of patient/caregiver to whom dispensed, including quantity/form/cost)
- Business (employee salary/wages, stipends to board members, executive compensation, and any bonus/benefit/item of value paid to anyone affiliated with GTI)
- Waste disposal
- Product sampling/testing
- Transportation
- Security
- Incident reports
- DPH correspondence
- Recalls/Withdrawals/Complaints
- Most recent 3rd party financial audit
- Results of new/ongoing RMD agent background info
- SOPs and changes to SOPs
- DPH notification/de-registration of RMD agents

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: \_\_\_\_\_

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

Pursuant to 725.105(K), GTI will have an adequate supply of up-to-date educational materials for patients & caregivers. Materials will be available in languages accessible to all of patients & caregivers, including for the visually- and hearing-impaired. In addition to consultations/materials, GTI plans to host educational meetings. All materials will be made available to DPH upon request.

Education materials include, but are not limited to: a warning that marijuana has not been approved or analyzed by the FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children; a warning that driving under the influence of marijuana is prohibited and machinery should not be operated; info to assist in the selection of marijuana, describing the potential differing effects of various strains and forms and routes of administration; sheets for enabling patients and caregivers to track the strains used and their associated effects; information regarding the proper dosage and titration for different routes of administration and explaining the impact of potency; a discussion of tolerance, dependence and withdrawal; and facts regarding substance abuse signs and symptoms, referral information for substance abuse treatment programs; and a statement that the patient may not distribute the marijuana to anyone else and must return unused, excess or contaminated product to the RMD for disposal.



Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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.

GTI is committed to assisting those with verified financial hardships (VHF). Patients will be considered to have a VHF if they are a recipient of MassHealth or Supplemental Security Income, or their household income does not exceed 300% of the federal poverty level, adjusted for family size.

All patients with a documented Verified Financial Hardship as defined by 105 CMR 725.004 will be provided reduced cost or free marijuana.

GTI will provide patients with a VFH affidavit form to determine whether a patient qualifies for a VFH per 105 CMR 725.004 and 105 CMR 725.100(A)(6).

The form will request that patients provide proof of a VFH by submitting a copy of one of the following:

- Official MassHealth card issued by the Commonwealth of Massachusetts;
- Supplemental Security Income benefit verification letter;
- State or Federal tax return from current year or previous year, including all attachments; or
- Supplemental Nutrition Assistance Program (SNAP) statement from the current year.

Based on current projections, GTI plans to provide free and low cost medicine at the following levels to patients with a Verified Financial Hardship:

- $\leq 100\%$  of FPL: free up to 1 gram/week, 25% discount thereafter up to 1 ounce/month. Paraphernalia at cost.
- $> 100\%$  but  $\leq 200\%$  of FPL: free up to .5 gram/week, 15% discount thereafter up to 1 ounce/month. Paraphernalia at cost + 10%.
- $> 200\%$  but  $\leq 300\%$  of FPL: 5% discount on up to .5 ounce/month. Paraphernalia at cost + 20%.

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

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

GTI agents will complete formal training tailored to the roles and responsibilities of the particular job function. Agents must complete approx. 2-5 days of training prior to performing job functions. At a minimum, 8hrs of on-going training will be required annually, but GTI plans to hold mandatory refresher training every 6 months. All training records will include a signed statement of the agent indicating the date, time, and place they received training, the topics discussed, and the name/title of instructor. Agents may be sent to GTI's Illinois dispensary to shadow an employee who holds the same position. GTI SOPs also detail training evaluations & performance reviews.

Training, depending on agent position, will include:

- New agent orientation; overview of the Act for Humanitarian Use of Medical Marijuana & 105 CMR 725.000
- Smoke, alcohol & drug free workplace
- Storage
- Patient & caregiver identification
- Compliance, regulation, & law
- Privacy & Confidentiality
- Cultivation & MIPs processing, safety, & security
- Dispensary safety & security & LAAs
- Emergency & incident management
- Inventory management & diversion prevention
- Manufacturing safety & security
- Waste disposal
- Community & patient interaction
- Record keeping & reporting
- Product handling & sanitation
- Transportation
- Advertising restrictions
- Whistleblowing
- Law enforcement interaction
- Internal audits
- Patients w/disabilities
- Testing/sampling
- Dispensing limits
- Packaging/labeling

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: PK.....

Application 3 of 3

Applicant Non-Profit Corporation \_\_\_\_\_

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

Yes  No

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

Yes  No

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

Per 105 CMR 725.105(Q), GTI will contract with an insurance provider to maintain general liability insurance coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually & product liability coverage for no less than \$1,000,000 per occurrence & \$2,000,000 in aggregate annually. The deductible will be no higher than \$5,000 per occurrence.

If adequate coverage is unavailable in the marketplace at a reasonable rate, GTI will place in escrow at least \$250,000.00 to be expended for coverage of liabilities. Any withdrawal from escrow will be replenished within 10 business days.

GTI will carry automobile coverage, as well as property and casualty coverage. Coverage to include business interruption protection. Replacement cost will be used to value all property ensuring a full recovery in event of a catastrophe. Business interruption coverage will allow GTI to continue paying employees, vendors, taxes, & fees during reconstruction, if necessary. It will also provide capital for any necessary emergency inventory purchases from another RMD.

GTI will also carry employment practice liability coverage for directors & officers. GTI will consider additional coverage based on availability & a cost-benefit analysis.

GTI will keep reports documenting compliance with 725.105(Q) made in a manner & form determined by the DPII pursuant to 725.105(M).

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: PK

Application 3 of 3

Applicant Non-Profit Corporation \_\_\_\_\_

**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/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
N/A	\$	
N/A	\$	
N/A	\$	
N/A	\$	
N/A	\$	

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: PK



Application 3 of 3

Applicant Non-Profit Corporation \_\_\_\_\_

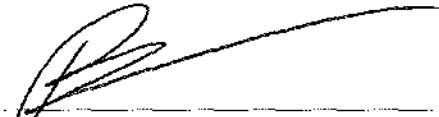
Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
GTI Massachusetts, LLC	Entity CEO/ED: Peter Kadens  Entity President/Chair: Benjamin Kovler	\$ 400,000.00	100%
	Entity CEO/ED:   Entity President/Chair:	\$	
	Entity CEO/ED:   Entity President/Chair:	\$	
	Entity CEO/ED:   Entity President/Chair:	\$	
	Entity CEO/ED:   Entity President/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: PK

Application 3 of 3 Applicant Non-Profit Corporation \_\_\_\_\_

**ATTESTATIONS**

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant corporation, 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

10/16/17  
Date Signed

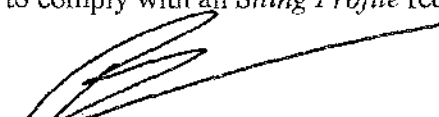
Peter Kadens

\_\_\_\_\_  
Print Name of Authorized Signatory

Chief Executive Officer

\_\_\_\_\_  
Title of Authorized Signatory

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

  
\_\_\_\_\_  
Signature of Authorized Signatory

10/16/17  
Date Signed

Peter Kadens

\_\_\_\_\_  
Print Name of Authorized Signatory

Chief Executive Officer

\_\_\_\_\_  
Title of Authorized Signatory



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

William Francis Galvin  
Secretary of the  
Commonwealth

Date: October 26, 2017

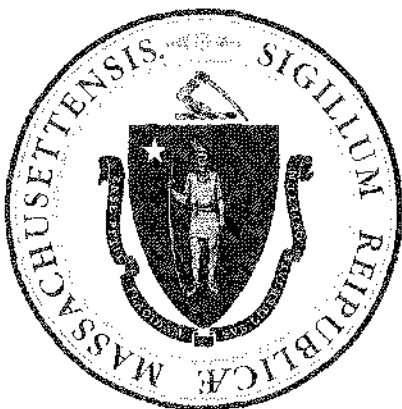
To Whom It May Concern :

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

**GTI-MASSACHUSETTS NP CORPORATION**

is a domestic corporation organized on **July 02, 2015**

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.

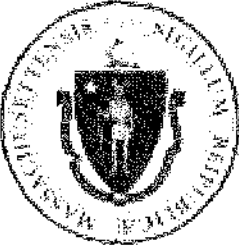
*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 17100481390

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: 001180072

**ARTICLE I**

The exact name of the corporation is:

GTI-MASSACHUSETTS NP CORPORATION

**ARTICLE II**

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

THE CORPORATION IS ORGANIZED FOR NONPROFIT PURPOSES INCLUDING, BUT NOT LIMITED TO, PROVIDING ALTERNATIVE MEDICAL CARE AND EDUCATIONAL SERVICES TO CITIZENS OF THE COMMONWEALTH OF MASSACHUSETTS. THE CORPORATION MAY, AS PERMITTED BY LAW, ENGAGE IN ANY AND ALL ACTIVITIES IN FURTHERANCE OF, RELATED TO, OR INCIDENTAL TO THESE PURPOSES, WHICH MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS.

**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:

MAY BE SET FORTH IN 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")*

IN FURTHERANCE OF ITS CORPORATE PURPOSES, THE CORPORATION SHALL HAVE, ALL OF THE POWERS SPECIFIED IN SECTION 6 OF CHAPTER 180 AND IN SECTIONS 9, 9A AND 9B OF CHAPTER 156B OF THE MASSACHUSETTS GENERAL LAWS (EXCEPT THOSE PROVIDED IN PARAGRAPHS (M) OF SAID SECTION 9) AS NOW IN FORCE OR AS HEREAFTER AMENDED, AND MAY CARRY ON ANY OPERATION OR ACTIVITY REFERRED TO IN ARTICLE 2 OF THE ARTICLES OF ORGANIZATION TO THE SAME EXTENT AS MIGHT AN INDIVIDUAL, EITHER ALONE OR IN A JOINT VENTURE OR OTHER ARRANGEMENT WITH OTHERS, OR THROUGH A WHOLLY OR PARTIALLY OWNED OR CONTROLLED CORPORATION; PROVIDED, HOWEVER, THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH SAID CHAPTER 180 OR ANY OTHER CHAPTER OF THE MASSACHUSETTS GENERAL LAWS. THE DIRECTORS

AND OFFICERS OF THE CORPORATION SHALL NOT BE PERSONALLY LIABLE FOR ANY DEBT, LIABILITY OR OBLIGATION OF THE CORPORATION. ALL PERSONS, CORPORATIONS OR OTHER ENTITIES EXTENDING CREDIT TO, CONTRACTING WITH OR HAVING ANY CLAIM AGAINST THE CORPORATIONS MAY LOOK ONLY TO THE FUNDS AND PROPERTY OF THE CORPORATION FOR THE PAYMENT OF ANY SUCH CONTRACT OR CLAIM OR FOR THE PAYMENT OF ANY DEBT, DAMAGES, JUDGMENT OR DECREE, OR OF ANY MONEY THAT MAY OTHERWISE BECOME DUE OR PAYABLE TO THEM FROM THE CORPORATION. THE OFFICERS AND DIRECTORS OF THE CORPORATION SHALL HAVE NO PERSONAL LIABILITY TO IT OR TO ITS MEMBERS FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS AN OFFICER OR DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY. NOTWITHSTANDING THE GENERALITY OF THE FOREGOING, SUCH PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF ANY OFFICER OR DIRECTOR A) FOR ANY BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION, B) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR IN WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW, OR C) FOR ANY TRANSACTION FROM WHICH THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. THE CORPORATION SHALL, TO THE EXTENT LEGALLY PERMISSIBLE, INDEMNIFY EACH PERSON WHO MAY SERVE OR WHO HAS SERVED AT ANY TIME AS AN OFFICER OR DIRECTOR OF THE CORPORATION 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 IN WHICH HE OR SHE MAY BECOME INVOLVED BY REASON OF HIS OR HER SERVICE IN SUCH CAPACITY; PROVIDED THAT NO INDEMNIFICATION SHALL BE PROVIDED FOR ANY SUCH PERSON WITH RESPECT TO ANY MATTER AS TO WHICH HE OR SHE SHALL HAVE BEEN FINALLY ADJUDICATED IN ANY PROCEEDING NOT TO HAVE ACTED IN GOOD FAITH IN THE REASONABLE BELIEF THAT SUCH ACTION WAS IN THE BEST INTERESTS OF THE CORPORATION; AND FURTHER PROVIDED THAT ANY COMPROMISE OR SETTLEMENT PAYMENT SHALL BE APPROVED BY A MAJORITY VOTE OF A QUORUM OF DIRECTORS WHO ARE NOT AT THAT TIME PARTIES TO THE PROCEEDING. THE INDEMNIFICATION PROVIDED HEREUNDER SHALL INURE TO THE BENEFIT OF THE HEIRS, EXECUTORS AND ADMINISTRATORS OF PERSONS 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. THIS ARTICLE CONSTITUTES A CONTRACT BETWEEN THE CORPORATION AND THE INDEMNIFIED OFFICERS AND DIRECTORS. NO AMENDMENT OR REPEAL OF THE PROVISIONS OF THIS ARTICLE WHICH ADVERSELY AFFECTS THE RIGHT OF AN INDEMNIFIED OFFICER OR DIRECTOR UNDER THIS ARTICLE SHALL APPLY TO SUCH OFFICER OR DIRECTOR WITH RESPECT TO THOSE ACTS OR OMISSIONS WHICH OCCURRED AT ANY TIME PRIOR TO SUCH AMENDMENT OR REPEAL. ALL REFERENCES HEREIN: (I) TO THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, OR ANY CHAPTER THEREOF, SHALL BE DEEMED TO REFER TO SAID GENERAL LAWS OR CHAPTER AS NOW IN FORCE OR HEREAFTER AMENDED; AND (II) TO PARTICULAR SECTIONS OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS SHALL BE DEEMED TO REFER TO SIMILAR OR SUCCESSOR HEREAFTER ADOPTED. THE CORPORATION'S BY-LAWS MAY BE AMENDED IN WHOLE OR IN PART PURSUANT TO THE PROCEDURES SET FORTH IN THE BY-LAWS.

*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.

7/2/2015

#### 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: 109 STATE STREET  
SUITE 404  
City or Town: BOSTON State: MA Zip: 02109 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	PETER KADENS		Until successors are duly elected and qualified
TREASURER	BENJAMIN KOVLER		Until successors are duly elected and qualified
CLERK	BENJAMIN KOVLER		Until successors are duly elected and qualified
DIRECTOR	DAVID GERZOF RICHARD		Until successors are duly elected and qualified
DIRECTOR	MATTHEW LEVINE		Until successors are duly elected and qualified
DIRECTOR	PETER KADENS		Until successors are duly elected and qualified
DIRECTOR	BENJAMIN KOVLER		Until successors are duly elected and qualified

**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: ADAM FINE  
No. and Street: 109 STATE STREET  
SUITE 404  
City or Town: BOSTON State: MA Zip: 02109 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:

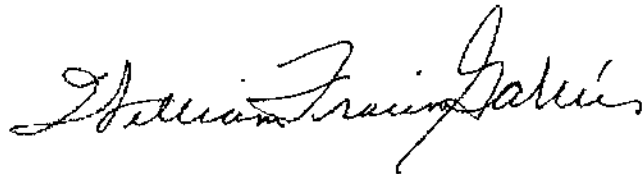
**IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 2 Day of July, 2015. (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.)**

**PETER KADENS, PRESIDENT & DIRECTOR**

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:

July 02, 2015 03:08 PM

A handwritten signature in cursive script, reading "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



**SECOND AMENDED BY-LAWS OF GTI-MASSACHUSETTS NP CORP.  
A MASSACHUSETTS NON-PROFIT CORPORATION**

**ARTICLE I  
General Provisions**

**Section 1.1 Name.** The name of this Non-profit corporation is GTI-Massachusetts NP Corp. and shall herein be referred to as the "Non-Profit."

**Section 1.2 Offices.** The principal business office of the Non-Profit shall be at 109 State Street, Suite 404, Boston, Massachusetts 02109. The Non-Profit may also have offices at such other places as the Non-Profit may require.

**Section 1.3 Fiscal Year.** The fiscal year of the Non-Profit shall begin on January 1 and end on the following December 31 of each year.

**Section 1.4 No Voting Members.** The Non-Profit shall have no voting members. All powers of the Non-Profit shall be held by the board of directors. Any action or vote required or permitted by any law, rule, or regulation to be taken by members shall be taken by action or vote of the same percentage of the board of directors of the Non-Profit. No person now or hereafter designated by the Non-Profit as a "member" for fundraising or other purposes shall be or be deemed to be a member for purposes of the Articles of Organization or By-Laws of the Non-Profit nor shall such person have any voting or fiduciary rights or responsibilities of the Non-Profit.

**ARTICLE II  
Statement of Purposes**

The Non-Profit is organized for non-profit purposes including, but not limited to, providing patients with knowledgeable, dedicated, compassionate herbal medicine expertise, and high quality, affordable medicine. As permitted by law, the Non-Profit may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a non-profit formed under Chapter 180 of the General Laws of Massachusetts. Any revenue from the Non-Profit shall be used solely in furtherance of the Non-Profit's purposes.

**ARTICLE III  
Board of Directors**

**Section 3.1 Authority.** The business and affairs of the Non-Profit shall be controlled and governed by the board of directors, which shall have the right to exercise all powers of the Non-Profit as permitted by law.

**Section 3.2 Composition.** The number of directors and the manner by which new directors are nominated and appointed shall be determined by the directors.

**Section 3.3 Terms of Office.** The board of directors shall determine the length and number of terms to be served by directors.

**Section 3.4 Meetings.** The board of directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the board. The board of directors must meet a minimum of once per quarter at the principal place of business. Other meetings of the board of directors may be called by the president or by a majority of the directors then in office by delivering notice in writing, of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

**Section 3.5 Quorum and Voting.** A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board. At any meeting of the board of directors at which a quorum is present, a majority of those directors present shall decide any matter, unless a different vote is specified by law, the Articles of Organization, or these By-Laws. A tie vote shall result in the motion or action being defeated.

**Section 3.6 Meetings by Remote Communication.** One or more directors may attend any annual, regular, special, or committee meeting of the board through telephonic, electronic, or other means of communication by which all directors have the ability to fully and equally participate in all discussions and voting on a substantially simultaneous basis. Such participation shall constitute presence in person at such meeting.

**Section 3.7 Action Without a Meeting.** Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the board of directors.

**Section 3.8 Waiver of Notice for Meetings.** Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these By-Laws, or the laws of the Commonwealth of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

**Section 3.9 Committees.** By majority vote, the board of directors may create such standing and special committees as it determines to be in the best interest of the Non-Profit. The board of directors shall determine the duties, powers, and composition of such committees, except that the board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the board of directors at such meetings as the board may designate, a report of the actions and recommendations of such committees for consideration and approval by the board of directors. Any committee may be terminated at any time by the board of directors.

**Section 3.10 Compensation.** Directors, as such, shall not receive any salaries for their services on the board, but directors shall not be precluded from serving the Non-Profit in any other capacity and receiving reasonable compensation.

**Section 3.11 Resignation.** Any director may resign by delivering a written resignation to the Non-Profit 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.

**Section 3.12 Removal.** Any director may be removed with or without cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors.

**Section 3.13 Vacancies.** Any vacancy occurring in the board of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

#### **ARTICLE IV** **Officers**

**Section 4.1 Officers.** The officers of the Non-Profit shall be a president, a treasurer and a clerk, and such other officers as may be elected in accordance with the provisions of this Article IV.

**Section 4.2 Appointment.** The officers of the Non-Profit shall be appointed by the board of directors at least one time every two years. Each officer shall hold office until a successor shall have been elected and qualified.

**Section 4.3 Vacancies.** A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the board of directors for the unexpired portion of the term.

**Section 4.4 Removal.** Any officer may be removed with or without cause, by a vote of a majority of the entire board of directors at any meeting of the board of directors.

**Section 4.5 President.** The president shall preside at all meetings of the board of directors. The president, or other proper officer or agent of the Non-Profit authorized by the board of directors, may sign any deeds, mortgages, bonds, contracts, or other instruments which the board of directors has authorized to be executed. The president shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

**Section 4.6 Treasurer.** The treasurer, or other proper officer or agent of the Non-Profit authorized by the board of directors, shall have charge and custody of and be responsible for all funds and securities of the Non-Profit; receive and give receipt for moneys due and payable to the Non-Profit from any source whatsoever, and deposit all such moneys in the name of the Non-Profit in such banks, trust companies, or other depositories as shall be selected by the board of directors; and in general perform all of the duties incident to the office of treasurer and such others as may from time to time be assigned by the board of directors.

**Section 4.7 Clerk.** The clerk shall keep the minutes of the meetings of the board of directors in one or more books provided for that purpose; ensure that all notices are given in

accordance with the provisions of these By-Laws; be custodian of the corporate records; and in general perform all such duties as may from time to time be assigned by the board of directors.

## **ARTICLE V** **Corporate Transactions**

**Section 5.1 Contracts.** The board of directors may authorize any officer or officers, agent or agents of the Non-Profit in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Non-Profit, and such authority may be general or confined by specific instances.

**Section 5.2 Indebtedness.** All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Non-Profit, shall be signed by the president or treasurer, or such other officer or agent of the Non-Profit as from time to time may be determined by the board of directors. In the absence of such determination of the board, such instruments shall be signed by the president or treasurer of the Non-Profit.

**Section 5.3 Deposits.** All funds of the Non-Profit shall be deposited from time to time to the credit of the Non-Profit in such banks, trust companies, brokerages, or other depositories as the board of directors shall select.

## **ARTICLE VI** **Books and Records**

The Non-Profit shall keep at the principal office of the Non-Profit correct and complete books and records of account; minutes of the proceedings of board of directors; and a register of the names and addresses of the directors of the Non-Profit. All books, and records of the Non-Profit may be inspected by any director, or agent or attorney thereof, for any proper purpose at any reasonable time.

## **ARTICLE VII** **Restrictions on Activities**

The Non-Profit shall at all times operate on a non-profit basis for the benefit of registered qualifying patients. Such corporation must ensure that revenue of the Non-Profit is used solely in furtherance of its nonprofit purpose. Any contract with the Non-Profit that requires the aggregate expenditure by Non-Profit to a third party in excess of one hundred thousand (\$100,000.00) dollars shall be approved by a majority vote of the disinterested directors.

## **ARTICLE VIII** **Dissolution**

In the event of dissolution of the Non-Profit, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Non-Profit, dispose of all the assets of the Non-Profit exclusively for the purposes of the Non-Profit, as the board of directors shall determine, in accordance with the statutes of the Commonwealth of Massachusetts.

**ARTICLE IX**  
**Conflicts of Interest**

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall: (a) fully disclose the nature of the interest and (b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Non-Profit to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval. This Article IX may be further defined in applicable policy adopted by the board or directors.

**ARTICLE X**  
**Personal Liability**

No officer or director of the Non-Profit shall be personally liable to the Non-Profit for monetary damages for, or arising out of, a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (a) for a breach of the officer's or director's duty of loyalty to the Non-Profit or its members, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of applicable state or local law, or (c) for any transaction from which the officer or director derived an improper personal benefit.

**ARTICLE XI**  
**Indemnification**

The Non-Profit shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Non-Profit 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 in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Non-Profit; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article XI shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This Article XI constitutes a contract between the Non-Profit and the indemnified officers and directors. No amendment or repeal of the provisions of this Article XI which adversely affects the right of an indemnified officer or director under this Article XI shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**ARTICLE XII**  
**Amendments to By-Laws**

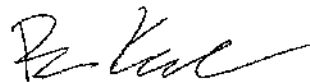
These By-Laws may be amended or repealed by a majority vote of the entire board of directors.

**ARTICLE XIII**  
**Policies**

The board of directors may adopt policies that shall be incorporated into these By-Laws. The following policies have been adopted and incorporated herein:

- Appendix 1: Conflict of Interest Policy
- Appendix 2: Whistleblower Policy
- Appendix 3: Document Retention and Destruction Policy
- Appendix 4: Compensation Setting Policy
- Appendix 5: Comprehensive Information Security Policy
- Appendix 6: Antitrust Policy

I, Benjamin Kovler, the Clerk of the Board of Directors attest that these Second Amended By-Laws with the incorporated Appendices were adopted by GTI-Massachusetts NP Corp. on August 3, 2016, by a duly authorized Board Resolution.



\_\_\_\_\_  
BENJAMIN KOVLER  
Clerk of the Board

Appendix 1

**GTI-MASSACHUSETTS NP CORP.  
CONFLICT OF INTEREST POLICY**

**I. Definitions**

For purposes of this policy, the term "interest" shall include any personal connection or connection as a director, officer, member, stockholder, shareholder, partner, manager, trustee, beneficiary, employee or consultant of any concern on the part of a director, officer or key employee of GTI-Massachusetts NP Corp. ("Non-Profit"), or his/her immediate family member.

The term "concern" shall mean any corporation, association, trust, partnership, limited liability group, firm, person or entity other than the Non-Profit.

**II. Policy**

No director, officer or key employee of the Non-Profit shall be disqualified from holding any office or post in the Non-Profit by reason of any interest in any concern. A director, officer or key employee of the Non-Profit shall not be disqualified from engaging, either as vendor, purchaser or otherwise, or contracting or entering into any transaction with the Non-Profit or with any entity of which the Non-Profit is an affiliate, provided, however, that the following precautions are undertaken:

1. The interest of such director, officer or key employee is fully disclosed to the board of directors prior to its entering into the transaction.
2. No interested director, officer or key employee may vote or lobby (lobbying shall not include presenting to the board or a director the benefits of the transaction) on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
3. Any transaction in which a director, officer or key employee has an interest shall be duly approved by the disinterested directors as being in the best interest of the Non-Profit. The disinterested directors shall seek and examine comparison data, showing the availability and price of alternative transactions, in making such determination.
4. Payments to the interested director, officer, or key employee shall be reasonable and shall not exceed fair market value.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

5. The minutes of the meeting at which the disinterested directors vote on the transaction shall reflect that disclosure of the potential conflict was made, that the interested director(s) abstained from voting, the rationale for approval, and how each disinterested director voted. The minutes shall be prepared and finalized within thirty (30) days of such meeting.

Directors, officers and key employees are required to disclose interests that could give rise to conflicts at least annually.



## Appendix 2

### **GTI-MASSACHUSETTS NP CORP. WHISTLEBLOWER POLICY**

#### **I. Expectation**

GTI-Massachusetts NP Corp. (the "Non-Profit") expects directors, officers and employees to observe high ethical standards in carrying out their responsibilities and to comply with all applicable laws and regulations.

#### **II. Open Door Policy**

If any director, officer or employee has complaints, concerns, or questions as to the ethics or legality of a particular action taken by another director, officer or employee, he/she is encouraged to raise such complaints, concerns or questions with the relevant individual. With respect to directors, the relevant individual is the president of the board of directors or any other director. With respect to officers and employees, the relevant individual is the Chief Executive Officer, if there is one in office, and if not, any member of the board. In the event the director, officer or employee believes there may have been a legal transgression, and that it is not reasonable to raise the issue with a board member or the Chief Executive Officer, he/she should contact an outside attorney. Anyone filing a complaint concerning a violation or suspected violation of a law, regulation or ethical requirement must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Individuals making baseless or malicious accusations will be disciplined up to and including termination.

#### **III. Requirement of Investigation**

Within a reasonable time of receiving a complaint, concern or question regarding compliance with a law, regulation or ethics requirement, the Chief Executive Officer and/or board member shall open an investigation into the matter and pursue it to resolution. Should the Chief Executive Officer or board member find that a law, regulation or ethics requirement has been violated, appropriate action should be taken.

#### **IV. Confidentiality**

To the degree possible, the names of the individuals reporting under this Whistleblower Policy shall be kept confidential.

#### **V. Protection from Retaliatory Action**

Neither the Non-Profit nor its directors, officers, or employees may take any negative employment or other retaliatory action against any director, officer or employee who in good faith reports a violation of a law or regulatory requirement. A director, officer, or employee who

retaliates against someone who has reported a violation in good faith is subject to discipline including, but not limited to, termination of employment.

## **VI. General Policy**

This general policy is not a contract and it may be rescinded or amended at any time by the Non-Profit. It is not intended to and does not create any legally enforceable rights whatsoever for any employee.

Appendix 3

**GTI-MASSACHUSETTS NP CORP.  
DOCUMENT RETENTION AND DESTRUCTION POLICY**

**I. Retention Policy**

GTI-Massachusetts NP Corp. (the "Non-Profit") takes seriously its obligations to preserve information relating to litigation, audits, and investigations. The information listed in the retention schedule below is intended as a guideline and may not contain all the records the Non-Profit may be required to keep in the future, and may include records that the Non-Profit is not required to keep.

From time to time, the Non-Profit may suspend the destruction of records due to pending, threatened, or otherwise reasonably foreseeable litigation, audits, government investigations, or similar proceedings.

<b>File Category</b>	<b>Item</b>	<b>Retention Period</b>
<b>Corporate Records</b>	<i>By-Laws and Articles of Organization</i>	Permanent
	<i>Board resolutions</i>	Permanent
	<i>Board and committee meeting agendas and minutes</i>	Permanent
	<i>Conflict-of-interest disclosure forms</i>	4 years
<b>Finance and Administration</b>	<i>Financial statements (audited)</i>	7 years
	<i>Auditor management letters</i>	7 years
	<i>Payroll records</i>	7 years
	<i>Check register and checks</i>	7 years
	<i>Bank deposits and statements</i>	7 years
	<i>Chart of accounts</i>	7 years
	<i>General ledgers and journals (includes bank reconciliations)</i>	7 years
	<i>Investment performance reports</i>	7 years
	<i>Equipment files and maintenance records</i>	7 years after disposition
	<i>Contracts and agreements</i>	7 years after all obligations end
<i>Correspondence — general</i>	3 years	

<b>Insurance Records</b>	<i>Policies — occurrence type</i>	Permanent
	<i>Policies — claims-made type</i>	Permanent
	<i>Accident reports</i>	7 years
	<i>Safety (OSHA) reports</i>	7 years
	<i>Claims (after settlement)</i>	7 years
	<i>Group disability records</i>	7 years after end of benefits
<b>Real Estate</b>	<i>Deeds</i>	Permanent
	<i>Leases (expired)</i>	7 years after all obligations end
	<i>Mortgages, security agreements</i>	7 years after all obligations end
<b>Tax</b>	<i>IRS Tax returns and related correspondence</i>	Permanent
	<i>IRS Form 1120s</i>	7 years
	<i>State Tax returns</i>	7 years
<b>Human Resources</b>	<i>Employee personnel files</i>	Permanent
	<i>Retirement plan benefits (plan descriptions, plan documents)</i>	Permanent
	<i>Employee handbooks</i>	Permanent
	<i>Workers comp claims (after settlement)</i>	7 years
	<i>Employee orientation and training materials</i>	7 years after use ends
	<i>Employment applications</i>	3 years
	<i>IRS Form I-9 (store separate from personnel file)</i>	Greater of 1 year after end of service, or three years
	<i>Withholding tax statements</i>	7 years
	<i>Timecards</i>	3 years
<b>Technology</b>	<i>Software licenses and support agreements</i>	7 years after all obligations end

## II. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an e-mail message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods should be tested on a regular basis.

### **III. Emergency Planning**

The Non-Profit's records should be stored in a safe, secure, and accessible manner. Documents and financial files that are essential to keeping the Non-Profit operating in an emergency will, if possible, be duplicated or backed up at least weekly and maintained off-site.

### **IV. Document Destruction**

Documents should be eliminated at the end of the relevant retention period. Destruction of financial and personnel-related documents should be accomplished by shredding.

Document destruction with respect to relevant documents will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation or lawsuit.

### **V. Compliance**

The Non-Profit's will periodically review these procedures with legal counsel or the Non-Profit's certified public accountant to ensure that they are in compliance with new or revised regulations.

Appendix 4

**GTI-MASSACHUSETTS NP CORP.  
COMPENSATION SETTING POLICY**

**I. Introduction**

This policy codifies the procedures by which the board of directors of GTI-Massachusetts NP Corp. (the "Non-Profit") sets the compensation of directors, top management officials, officers and key employees ("Executive Compensation"). These procedures are designed to comply with the "safe harbor" requirements set forth in the tax regulations on intermediate sanctions to create a rebuttable presumption of reasonableness in compensation levels.

**II. Policy**

The board of directors shall oversee the setting of Executive Compensation and shall (1) determine compensation of all directors, top management officials, officers and key employees, and (2) review, assess and approve the reasonableness of such compensation on a regular basis. In order to be approved as reasonable, compensation must be an amount that would ordinarily be paid for comparable work by similarly situated organizations under like circumstances. The particular education, experience and skill of the compensated individual may also be taken into account.

**III. Guidelines**

Compensation determinations made by the directors will be made in accordance with the following guidelines:

- i. In setting and determining the reasonableness of Executive Compensation, the board shall obtain and rely upon compensation information for comparable work by similarly situated organizations under like circumstances, as defined in Section II above.
- ii. Board directors involved in setting and approving Executive Compensation, as well as any third parties providing professional advice to the board of directors in connection with setting and approving Executive Compensation shall be independent and have no conflicts of interest as to the executive whose compensation is being reviewed. Board directors shall have no conflict of interest for these purposes if they (1) will not economically benefit from the compensation arrangement, (2) are not family members of a person who will economically benefit, (3) have no material financial interest affected by the compensation arrangement, and (4) are not family members of a person who has a material financial interest affected by the compensation arrangement.
- iii. Timely and accurate minutes of all final actions by the board regarding the setting and approval of Executive Compensation will be recorded and held with board records. Such minutes will include (1) the terms of the approved compensation arrangement and the date approved, (2) a list of the directors present during discussion, showing those who approved the arrangement, those who rejected it and those who recused themselves due to conflicts of interest, (3) the comparability data relied upon and how such data was obtained, and (4)

the rationale for determining that the arrangement was reasonable if it exceeded the range of the comparability data.

Appendix 5

**GTI-MASSACHUSETTS NP CORP.  
COMPREHENSIVE INFORMATION SECURITY POLICY**

**I. Objective**

It is the objective of GTI-Massachusetts NP Corp. (the “Non-Profit”) in the development and implementation of this comprehensive information security program (“CISP”) to create effective administrative, technical and physical safeguards for the protection of personal information, and to comply with obligations under 201 CMR 17.00. This CISP sets forth our procedure for evaluating our electronic and physical methods of accessing, collecting, storing, using, transmitting, and protecting personal information. For purposes of this CISP, “personal information” means an individual’s first name and last name or first initial and last name in combination with any one or more of the following data elements that relate to such resident: (1) Social Security number; (2) driver’s license number or state-issued identification card number; or (3) financial account number, or credit or debit card number, with or without any required security code, access code, personal identification number or password, that would permit access to an individual’s financial account; provided, however, that “personal information” shall not include information that is lawfully obtained from publicly available information, or from federal, state or local government records lawfully made available to the general public. The Non-Profit generally acquires personal information in connection with hiring employees and payroll, and in connection with sales to the public.

**II. Purpose**

The purpose of the CISP is to:

- Ensure the security and confidentiality of personal information;
- Protect against any anticipated threats or hazards to the security or integrity of such information; and
- Protect against unauthorized access to or use of such information in a manner that creates a substantial risk of identity theft or fraud.

**III. Data Security Coordinator**

The Non-Profit appoints the Treasurer to be its Data Security Coordinator. The Data Security Coordinator will be responsible for:

- Initial implementation of the CISP;
- Regular testing of the CISP’s safeguards;



- Evaluating the ability of each of the Non-Profit's third party service providers to implement and maintain appropriate security measures for the personal information to which the Non-Profit permits them access, and requiring such third party service providers to implement and maintain appropriate security measures;
- Reviewing the scope of the security measures in the CISP at least annually, or whenever there is a material change in the Non-Profit's business practices that may implicate the security or integrity of records containing personal information; and
- Conducting an annual training session for all directors, officers, employees, volunteers and independent contractors, including temporary and contract employees who have access to personal information on the elements of the CISP.

#### **IV. Handling Personal Information**

##### **A. Paper Records**

All paper records containing personal information shall be kept in a locked file cabinet with restricted access. Paper records will be destroyed regularly in accordance with the Non-Profit's document destruction policy using an office-grade shredder. Records containing personal information may not be taken out of the office and may be accessed only by personnel with a business necessity. Checks that need to be transported from the dispensary to the bank may be sent by US mail or hand delivered by the responsible employee, and if hand delivered, will not be left unattended at any point in the transition.

Checks. When the Non-Profit receives checks from members of the public, it will make only one hard copy and keep it in a locked file cabinet with restricted access. The checks themselves will also be kept under lock and key until they are deposited.

Paper employment records. Paper employment records must be kept under lock and key and accessed only by staff members responsible for employment issues and/or by the Chief Executive Officer.

##### **B. Electronically Held Records**

The Non-Profit requires the following security systems with respect to the maintenance of personal information on its computers:

Authentication Protocols. The Data Security Coordinator shall secure user authentication protocols including:

- Control of user IDs and other identifiers;
- A reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices;

- Control of data security passwords to ensure that such passwords are kept in a location and/or format that does not compromise the security of the data they protect;
- Restricting access to active users and active user accounts only; and
- Blocking access to user identification after multiple unsuccessful attempts to gain access.

Access Protocols. The Data Security Coordinator shall implement the following secure access control measures:

- Restrict access to records and files containing personal information to those who need such information to perform their job duties; and
- Assign unique identifications plus passwords, which are not vendor supplied default passwords, to each person with computer access that is reasonably designed to maintain the integrity of the security of the access controls.

Restriction on E-mailing Personal Information. The Non-Profit will not, as a general rule, send or accept personal information by e-mail. To the extent exceptions must be made, the security measures described in this CISP shall be taken.

Encryption. Should any records and files containing personal information be transmitted across public networks or wirelessly, such records or files shall be encrypted. Personal information stored on laptops and other portable devices shall also be encrypted.

Monitoring. The Non-Profit shall take all steps necessary to reasonably monitor its computer network for unauthorized use of or access to personal information.

Firewalls. All files containing personal information on a system that is connected to the Internet shall be protected by a reasonably up-to-date firewall protection and operating system security patches designed to maintain the integrity of the personal information.

Virus protection. All computers containing personal information shall be protected by reasonably up-to-date versions of system security agent software, including malware protection and reasonably up-to-date patches and virus definitions, or a version of such software that can still be supported with up-to-date patches and virus definitions, and is set to receive the most current security updates on a regular basis.

### **C. Vendors**

Pursuant to 105 CMR 725.200, information held by the Non-Profit about dispensary agents is confidential and shall 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. Only upon receipt of written consent of the individual to whom the confidential information applies will the Non-Profit share personal and financial information with its vendors. The Non-Profit requires each of their vendors to send written evidence, signed by an authorized

person, confirming that they follow a confidentiality plan that fully complies with 105 CMR 725.200 and 201 CMR 17.00.

## **V. Training**

The Data Security Coordinator shall ensure that all employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers who have access to personal information are trained on the data security requirements provided in this CISP.

## **VI. Persons Separating from the Non-Profit**

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers upon termination or resignation shall immediately be denied access to physical and electronic records containing personal information and will be required to return or destroy all records and files containing personal information in any form that may at the time of such termination or resignation be in their possession or control, including all such information stored on laptops, portable devices, or other media, or in files, records, notes, or papers.

## **VII. Security Breach and Notification**

All employees, whether full-time, part-time, seasonal or temporary, and independent contractors, consultants and volunteers, shall as soon as practicable and without unreasonable delay notify the Data Security Coordinator when such person knows or has reason to know of a security breach or when the person knows or has reason to know that personal information was acquired or used by an unauthorized person or used for an unauthorized purpose.

A "security breach" is any unauthorized acquisition or unauthorized use of unencrypted data or, encrypted electronic data and the confidential process or key that is capable of compromising the security, confidentiality, or integrity of personal information that creates a substantial risk of identity theft or fraud. A good faith but unauthorized acquisition of personal information by a person or agency, or employee or agent thereof, for lawful purposes, is not a breach of security unless the personal information is used in an unauthorized manner or subject to further unauthorized disclosure.

When the Data Security Coordinator is informed of a security breach, he/she will (1) notify the individual whose information was compromised, and (2) notify the Massachusetts Attorney General and the Office of Consumer Affairs and Business Regulation.

The notice to the individual will be in writing, possibly by electronic mail, and will include the following information:

- A general description of the incident;
- Identification of the personal information that may be at risk;
- A description of the security program;

- A phone number to call for further information;
- Suggestion of extra caution, to review account statements, and to obtain a credit report; and
- Phone numbers and addresses of the Federal Trade Commission, state agencies that may be of assistance, and major consumer reporting agencies. The notice will not be provided if law enforcement personnel advise against it.

The notice to the Office of Consumer Affairs and Business Regulation and to the Attorney General will include the following:

- A detailed description of the nature and circumstances of the breach of security;
- The number of people affected as of the time of notification;
- The steps already taken relative to the incident;
- Any steps intended to be taken relative to the incident subsequent to notification; and
- Information regarding whether law enforcement is engaged investigating the incident.

Non-Retaliation. The Non-Profit will not retaliate against anyone who reports a security breach or non-compliance with CISP, or who cooperates in an investigation regarding such breach or non-compliance. Any such retaliation will result in disciplinary action by the responsible parties up to and including suspension or termination.

Documentation. The Non-Profit shall document all responsive actions taken in connection with any incident involving a security breach.

### **VIII. Confidentiality**

Notwithstanding anything to the contrary contained herein, information held by the Non-Profit about registered qualifying patients, personal caregivers, and dispensary agents is confidential and shall 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.

Appendix 6

**GTI-MASSACHUSETTS NP CORP.  
ANTITRUST POLICY**

It is the policy of GTI-Massachusetts NP Corp. (the "Non-Profit") to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Non-Profit that it and its directors and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical use of marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Non-Profit's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to ensure that prices are reasonable and affordable for the Non-Profit's patients, and to prevent diversion for non-medical purposes, directors, officers and employees shall not discuss with competitors the following: increasing, decreasing, or stabilizing prices for medical marijuana or related products and services; and establishing market monopolies for products or services.

Furthermore, directors, officers, and employees shall not engage in any actions in the context of the Non-Profit's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

Any questions regarding antitrust issues and the Non-Profit's activities shall be directed to the President, if any, and referred to counsel if deemed necessary.

Pursuant to 105 CMR 725.100(A)(2), no executive, member, director or any entity owned or controlled by such executive, member or director may directly or indirectly control more than three (3) registered marijuana dispensaries in the Commonwealth of Massachusetts.

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. 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**

Peter Kadens

**Residential Address**

[Redacted]

Chief Executive Officer

**Name of Applicant Non-Profit Corporation**

GTI-Massachusetts NP Corporation

**Highest Education Attained – Institution, Degree, and Year**

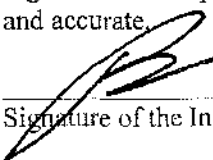
Bucknell University (2000)  
Bachelor of Arts in Political Science

## Applicant Non-Profit Corporation \_\_\_\_\_

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
GTI Investments LLC	CEO	2015 - Present
GTI-Clinic Illinois Holdings, LLC	Founding Partner	2014 - Present
The Cara Program	Board Member	2014 - 2017
StreetWise	Chairman Vice Chairman Chairman	2012-2014 2014-2016 2017
SoCore Energy	Co-Founder and President	2008 - 2015
Acquirent LLC	Founder and CEO	2005 - 2008

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

10/20/17  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. 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**

Anthony Georgiadis

**Residential Address**

[REDACTED]

**Title (at applicant non-profit corporation)**

Chief Operating Officer

**Name of Applicant Non-Profit Corporation**

GTL-Massachusetts NP Corporation

**Highest Education Attained – Institution, Degree, and Year**

Bucknell University (2000)  
Bachelor of Arts in Economics and Finance

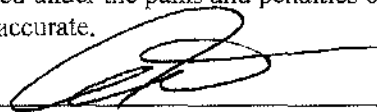


Applicant Non-Profit Corporation \_\_\_\_\_

**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
GTI-Nevada	Chief Operating Officer	May 2016 - Present
Wendover Art Group (Art Headquarters, LLC dba Wendover Art Group)	Chief Operating Officer	June 2005 - May 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

10/24/17

\_\_\_\_\_  
Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. 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**

Benjamin Kovler

**Residential Address**

[Redacted Address]

**Title (at applicant non-profit corporation)**

Chief Financial Officer

**Name of Applicant Non-Profit Corporation**

GTI-Massachusetts NP Corporation

**Highest Education Attained – Institution, Degree, and Year**

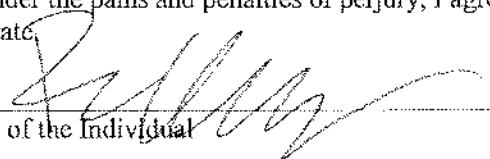
University of Chicago (2011)  
Master of Business Administration

Applicant Non-Profit Corporation \_\_\_\_\_

**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
GTI-Clinic Illinois Holdings, LLC	Chief Executive Officer	June 2014 - Present
JK Management	Chief Investment Officer	June 2005 - Present
Invest for Kids (unpaid)	CEO, Co-Founder	May 2009 - Present

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

10/17/17  
 Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. 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**

Jonathan Thomforde

**Residential Address**

[Redacted]

**Title (at applicant non-profit corporation)**

Director of Cultivation

**Name of Applicant Non-Profit Corporation**

GTT-Massachusetts NP Corporation

**Highest Education Attained – Institution, Degree, and Year**

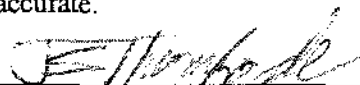
Kansas State University, B.S. Agriculture, 2007

## Applicant Non-Profit Corporation \_\_\_\_\_

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
Barnett Partin Plants	Greenhouse Manager	2015 - 2017
Lipman Farms	Greenhouse Manager	2012 - 2015
Lady Moon Farms	Assistant Operations Manager	2011 - 2012
Lipman Farms	Research Assistant	2007 - 2011

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

10/15/17  
 Date Signed

Applicant Non-Profit Corporation \_\_\_\_\_

**SECTION D. EMPLOYMENT AND EDUCATION FORM**

This Employment and Education form must be completed and signed by each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations. 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**

Terrance W. Gainer, Sr.

**Residential Address****Title (at applicant non-profit corporation)**

Director of Security

**Name of Applicant Non-Profit Corporation**

GTI-Massachusetts NP Corporation

**Highest Education Attained – Institution, Degree, and Year**DePaul University (1980)  
Juris Doctor

## Applicant Non-Profit Corporation \_\_\_\_\_

**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
GTI-Clinic Illinois Holdings, LLC	Head of Security	September 2014 - Present
Terrance W. Gainer, LLC	Principal	August 2014 - Present
United States Senate	Serjcant At Arms	January 2007 - August 2014
Military Professional Resource, Inc.	Program Manager	April 2006 - January 2007
United States Capitol Police	Chief of Police	April 2002 - April 2006

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

Terrance W. Gainer  
Signature of the Individual

9 OCT 2017  
Date Signed