

**STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
DEPARTMENT OF BUSINESS REGULATION  
JOHN O. PASTORE CENTER, BLDGS. 68-69  
1511 PONTIAC AVENUE  
CRANSTON, RI 02920**

IN THE MATTER OF:	:	
	:	
OP PHARM, LLC,	:	DBR No. 17MM009
	:	
RESPONDENT	:	
	:	

**CONSENT AGREEMENT**

The Department of Business Regulation (“Department”) and OP PHARM, LLC, a Rhode Island limited liability company (“Respondent”), hereby consent and agree that:

1. On or about January 6, 2017, Respondent submitted to the Department its Application for Medical Marijuana Cultivator License. At a meeting on April 7, 2017, and thereafter by submission of written materials on or about April 14, 2017, April 19, 2017 and April 24, 2017, the Applicant supplemented its Application (as supplemented, hereinafter the “Application”).
2. By letter dated April 28, 2017, the Department conditionally approved the Applicant’s Application, subject to Applicant’s satisfaction of all terms and conditions required for final licensing approval (the “Preliminary Approval”).
3. On or about July 13, 2017, Applicant provided the Department with certain revised forms and questions regarding proposed addition of key persons.

4. On or about November 1, 2017, the Department received information that material misrepresentations and omissions may have been made by the Applicant orally and in writing during the Application process.

5. Pursuant to the Rules and Regulations Related to the Medical Marijuana Program Administered by the Rhode Island Department of Business Regulation 230-RICR-800-05-1 (the "Regulations") and as stated in Sections K and O and Form 1 of the Application, the Department may deny an Application for Medical Marijuana Cultivator License that contains a misstatement, omission, misrepresentation or untruth. Furthermore, the Applicant is responsible to ensure that it adequately meets the qualifications for licensure and that Applicant will satisfy all requirements under The Edward O. Hawkins and Thomas C. Slater Medical Marijuana Act (the "Act") and Regulations.

6. In response to the Department's inquiry about these misrepresentations and omissions, Applicant has informed the Department that Applicant disagrees that material misrepresentations and omissions were made to the Department. Applicant has also advised that the determination as to whether certain information would be provided to the Department and/or omitted was made by the Applicant's designated Contact Member, who also serves as Applicant's Security & Compliance Manager, (the "S&C Member") in consultation with and under advisement of the Applicant's prior outside legal counsel.

BASED ON THE FOREGOING, the Department believes it may have sufficient cause to pursue revocation of the Preliminary Approval and to deny the Application for License in accordance with R.I. Gen. Laws § 21-28.6-16, Section 1.6(D)(5) of the Regulations and the Administrative Procedures Act, R.I. Gen. Laws § 42-35-1 *et seq.*

In an effort to affect a timely and amicable resolution of the issues raised in this Consent Agreement without administrative hearing or findings and to allow Respondent to maintain its Preliminary Approval and continue its Application for License. The Parties agree to enter into this Agreement solely for the purpose of avoiding the burdens and expenses of further litigation. This Agreement shall not in any way be construed as an admission by OP Pharm, LLC of any liability or any act of wrongdoing. Further, Respondent represents and agrees as follows:

- a. Within thirty (30) days of the date of this Agreement, Respondent shall undertake and execute a complete divestiture and termination of all membership, managerial, employment and other interests and the security and compliance roles of the S&C Member, with one or more of the remaining existing members, acceptable to the Department, to acquire and hold such interests and to be responsible to perform, or to retain a third party to perform, such roles in the future or at a later date. Written evidence of such complete divestiture and termination of the interests and roles of the S&C Member, and of the acquisition of interests and undertaking to perform such roles by one or more of the remaining existing members shall be submitted to, and must be acceptable to, the Department.
- b. Respondent represents and warrants to the Department that from and after the date hereof, Respondent shall comply in all respects with all of the requirements under the Act and the Regulations.
- c. Respondent is permitted to compensate the S&C Member for the S&C Member's complete divestiture and termination of all membership, managerial, employment, security and compliance roles and any and all other interests, in and to, the LLC. Written evidence of such compensation shall be included in the submission to the Department as described above in section (a).

- d. The letter signed by the S&C Member on behalf of the Respondent dated April 24, 2017 is hereby deemed null and void. In substitution thereof, Respondent will provide to the Department an updated letter of representations acceptable to the Department.
- e. Respondent's build-out period deadline is extended from February 4, 2018 to July 4, 2018.

By agreeing to resolve this matter through the execution of this Consent Agreement Respondent voluntarily waives its right to the administrative hearing process, voluntarily waives its right to appeal any finding therefrom to the superior court, and agrees to take all necessary action as delineated in this Consent Agreement to maintain its Preliminary Approval and continue its Application for License.

Respondent hereby acknowledges and agrees that failure to abide by any of the requirements of this Consent Agreement shall be grounds for the Department to initiate further administrative proceedings to impose penalties against Respondent including, but not limited to: (i) revocation, suspension and/or denial, and (ii) such additional administrative penalties that the Department deems appropriate.

**THE DEPARTMENT AND RESPONDENT HEREBY CONSENT AND AGREE TO THE FOREGOING AS TO FORM AND SUBSTANCE:**

Department:

DEPARTMENT OF BUSINESS  
REGULATION

By: 

Norman Birenbaum  
Principal Economic and Policy Analyst

DATE: 4/6/18

Respondent:

OP PHARM, LLC

By: 

Name: DAVID NOTARANGELO  
Its duly authorized member

DATE: 4/6/18

**\* Via Email: [norman.birenbaum@dbr.ri.gov](mailto:norman.birenbaum@dbr.ri.gov) \***

**ATTENTION: NORMAN BIRENBAUM**  
**Principal Economic and Policy Analyst**  
**RI Department of Business Regulation**  
1511 Pontiac Avenue, Building 68-1  
Cranston, Rhode Island 02920

**RE: OP PHARM LLC ("Applicant")**  
[REDACTED] **CRANSTON, RI 02920**  
**MEDICAL MARIJUANA CULTIVATOR LICENSE APPLICATION # MMP CV 0018 (CLASS B)**  
**KEY PERSON CLARIFICATION REQUEST:**  
**FORM 2 - ADDENDUM**  
**DISCLOSURE OF OWNERS, INVESTORS, MANAGERS AND CONTROLLING PARTIES**

Dear Mr. Birenbaum:

As of this date, [REDACTED] has no ownership, operational, security or financial interest in the applicant/licensee. [REDACTED] has not been vetted or deemed unsuitable by DBR, and will not have any such financial interest, or any other role or involvement with the applicant or its operations without prior approval of DBR, which shall not be unreasonably withheld or denied. [REDACTED] shall seek permission from DBR prior to providing an ancillary or consulting services.

OP PHARM, LLC,

BY:

  
Name: DAVID NOTARIANNI  
Its duly authorized: MEMBER