



Rhode Island Department of Business Regulation Office of Cannabis Regulation

Application for Medical Marijuana Compassion Center License

**Publication Release Date:
July 17, 2020**

Application Period: From July 17, 2020 through December 15, 2020

Interested parties should review the Application and submit any questions by email only to DBR.mmpcompliance@dbr.ri.gov with the subject line “Medical Marijuana Compassion Center Application Questions.” Your questions and the Department’s answers will be posted on the Department of Business Regulation website so that all Applicants will have access to the same information.

If you would like to be added to the interested parties list for updates to the Compassion Center Application process, please email DBR.MMPCompliance@dbr.ri.gov, with a subject line “New Compassion Center Application Interested Parties List.”

Department Business Hours: M–F, 8:30 am–4:00 pm

For additional information regarding the Application process, please visit the Department’s website at: <https://dbr.ri.gov/>

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Part 1 – Application Information and Instructions

The Office of Cannabis Regulation within the Rhode Island Department of Business Regulation (the “Department” or the “Office”) is accepting Applications from qualified Applicants interested in being issued a Medical Marijuana Compassion Center License.

Pursuant to The Edward O. Hawkins and Thomas C. Slater Medical Marijuana Act, Rhode Island General Laws § 21-28.6-1 *et seq.*, as amended by Rhode Island Public Laws 2019, ch. 088, Article 15 (as so amended, the “Act”), the Department is responsible for licensing medical marijuana compassion centers for the licensed dispensing of medical marijuana to registered cardholders. The Medical Marijuana Program allows a patient cardholder or authorized purchaser who is registered with the Department of Health or a primary caregiver who is registered with the Department of Business Regulation to purchase medical marijuana from a licensed compassion center. Licensed compassion centers may acquire medical marijuana in accordance with the Act and *Rules and Regulations Related to the Medical Marijuana Program Administered by the Office of Cannabis Regulation at the Department of Business Regulation*, 230-RICR-80-5-1 (the “Regulations”). **Please thoroughly review the Regulations which can be found on the Secretary of State’s website: <https://rules.sos.ri.gov/regulations/part/230-80-05-1>.**

SECTION A: Application Period

The period for submission of applications will be from 10:00 a.m. on July 17, 2020, through 3:00 p.m. on December 15, 2020 (the “Application Submission Deadline”). Updates regarding the application period will be posted on the Department’s website: <https://dbr.ri.gov/>.

If you would like to be added to the interested parties list for the Compassion Center Application process, please email DBR.MMPCCompliance@dbr.ri.gov, with a subject line “New Compassion Center Application Interested Parties List.”

It is Applicant’s responsibility to ensure that its application is complete and submitted before the close of the Application Submission Deadline. Incomplete applications will be deficient and will not be accepted for review and evaluation, and the application fee will not be refunded. The Department will not accept or consider applications tendered after the Application Submission Deadline.

SECTION B: General Instructions

Read this Application carefully. Answer each question completely. Do not leave blank spaces.

- **All application materials that require a signature must be signed by an “authorized signatory” of Applicant. An “authorized signatory” means a person that is authorized by the corporation/company to attest to the accuracy of all application information, materials and content submitted to the Department of Business Regulation.**
- If a question does not apply, write “N/A.” If the correct answer to a particular question is “None” write “None.”

- All Forms, Annexes, Exhibits, Documents and Deliverables on the Checklist are mandatory and must be submitted **at the time of filing this Application** in order for your Application to be complete and eligible for review.
- Applicant is under **a continuing duty to promptly notify** the Department of Business Regulation if there is a change in the information provided to the Department.
- All entries on the Application Forms, Annexes, Exhibits, Documents and Deliverables should be single spaced and typed in 12-point Calibri or Times New Roman font.
- Do not misstate or omit any material fact(s).
- The submittal of an Application constitutes acceptance of the requirements, administrative stipulations, and all of the terms and conditions of this Application. All costs and expenses incurred in submitting an Application will be borne by Applicant.
- **Definitions:** Please refer to the “Definitions” set forth in R.I. Gen. Laws § 21-28.6-3 and the “Definitions” in the Regulations, § 1.1.1, which are applicable to all compassion center license applications.

Application Delivery Location

It is Applicant’s responsibility to ensure timely delivery of its Application to the Department by the 3:00 p.m., December 15, 2020 Submission Deadline. Late Applications will not be accepted.

Rhode Island Department of Business Regulation
Attn: Office of Cannabis Regulation
1511 Pontiac Avenue, Building 68-1
Cranston, RI 02920
401-462-9500

SECTION C: Communications with the Department of Business Regulation – Application Questions

All questions about the Application or Application process must be sent to the Department of Business Regulation **by email only** at DBR.mmpcompliance@dbri.gov with the subject line “**Medical Marijuana Compassion Center Application Question.**”

Questions and the Department’s answers will be posted on the Department of Business Regulation’s website so that all Applicants will have access to the same information. The Department reserves the right to not respond to questions concerning matters that are already addressed in the Application, the Act and/or the Regulations or which are immaterial or inappropriate.

For questions received after 4:00 p.m. on December 1, 2020, the Department may not respond prior to the December 15, 2020 Application Submission Deadline. Applicants and therefore encouraged to identify and submit any questions as soon as possible.

SECTION D: Application Requirements and Procedures

Applicants should review the Act and the Regulations for further information regarding application requirements and procedures.

Zones – Procedures and Limitations

In accordance with R.I. Gen. Laws § 21-28.6-12(c)(3) and §§ 1.2(C) & 1.15 of the Regulations, DBR evaluated the overall health needs of qualifying patients and safety of the public including the factors set forth therein and determined the following “application zones” where six (6) new compassion centers shall be licensed:

ZONE	Geographic Boundaries	Number of New Licenses Available in the Zone
1	Burrillville, Cumberland, Glocester, North Smithfield, Smithfield, and Woonsocket	1
2	Central Falls, Johnston, Lincoln, North Providence, and Providence	1
3	Coventry, Foster, Scituate, West Greenwich, and West Warwick	1
4	Cranston, East Greenwich, North Kingstown, and Warwick	1
5	Charlestown, Exeter, Hopkinton, Narragansett, Richmond, South Kingstown, and Westerly	1
6	Barrington, Bristol, East Providence, Jamestown, Little Compton, Middletown, Newport, New Shoreham, Pawtucket, Portsmouth, Tiverton, and Warren	1

An Applicant who applies for a compassion center license may only submit one application per zone. A person or entity cannot be an interest holder (as defined in the Regulations) with respect to more than one applicant/application for a compassion center license per zone. An Applicant may apply for a license in more than one zone provided, however, that if an Applicant is selected for a license in more than one zone, the Applicant must select a single zone in which Applicant will proceed with licensing in accordance with § 1.2(E) of the Regulations, forfeiting their license eligibility in the other zone. Another Applicant will then be selected for the zone or zones which were not selected. Applicants who apply in more than one zone must submit a separate application and separate application fee for each zone they apply to and indicate in each application all applications it has submitted and in which zones. Pursuant to R.I. Gen. Laws § 21-28.6-12 (c)(1)(i), the application fees are nonrefundable, even in instances where an Applicant submits applications in more than one zone.

Pursuant to § 1.2(E)(4) of the Regulations, a selected Applicant may not change or alter its proposed location to another location within the same zone without prior Department approval. A selected Applicant may not relocate or change its proposed location outside of the zone for which they were selected.

Review and Evaluation Criteria

The Department of Business Regulation shall review and evaluate the submitted Applications based upon the criteria set forth in R.I. Gen. Laws § 21-28.6-12(c)(3) and § 1.2 of the Regulations. All Applicants that are deemed “qualified” by the Department shall be eligible for selection.

The Department may require an initial inspection of the proposed licensed premises in order to verify information contained in an Application before deeming an Applicant “qualified” and eligible for inclusion in the selection process.

Final Inspection, Requirements and Deadlines

Selected Applicants must schedule and receive a final pre-license inspection prior to the Department’s issuance of a compassion center license. Additionally, all registry identification card requirements, including completion of national criminal background checks, payment of the \$500,000 licensing fee, and all other licensing conditions and requirements under the Act and Regulations must be satisfied prior to the Department’s issuance of a license. Selected Applicants will have nine (9) months from the date of Application approval to complete the pre-requisites for issuance of the license as described in the Regulations. Once a license is issued, a licensee shall have a period of three (3) months to take reasonable and documented efforts to “launch compassion center activities” as defined in the Regulations. If a selected Applicant or compassion center licensee is unable to meet either of these deadlines, the Department of Business Regulation may rescind its selection/approval and/or revoke the license as described in the Regulations.

Divestiture of Prohibited Financial Interests

Pursuant to § 1.2(F)(7) of the Regulations, a compassion center and any interest holders/key persons thereof may not have any “material financial interest or control” in another Rhode Island compassion center, a cultivator, or a licensed cooperative cultivation or vice versa. Accordingly, disclosure of any such interests and a divestiture plan must be made as required in CC Form 3, Question 4, and Exhibit A.

Merger of Cultivator License

Pursuant to R.I. Gen. Laws § 21-28.6-12(b)(10), if a selected Applicant holds a cultivation license, the cultivation license shall merge into the compassion center license and Applicant shall provide the documents required under § 1.2(F)(3)(b)(7) of the Regulations.

Prohibited Business Relationships

A compassion center licensee and any cardholders under the compassion center license are prohibited from entering into a business relationship with any medical practitioner who provides written certifications of qualifying patients’ medical conditions in connection with the Medical Marijuana Program.

Denial or Disqualification of Application

The Department of Business Regulation may disqualify or deny any Application or decline to issue a license under any of the following circumstances:

- Applicant fails to submit a complete Application, hard copies, and electronic copies including all Forms, Annexes, Exhibits, Documents and Deliverables set forth on the Checklist in Part 2 and the copies with required redactions set forth in Part 3 of this Application.

- The Application contains a material misstatement, omission, misrepresentation, or untruth.
- Applicant fails to submit the Application by the Application Submission Deadline.
- Applicant fails to pay the \$10,000 Application fee prior to the Application Submission Deadline.
- The payment of taxes due in any jurisdiction is in arrears.
- Applicant fails to demonstrate to the Department's satisfaction that it adequately meets the qualifications and requirements outlined in this application, the Act, and the Regulations.
- Applicant fails to pay the \$500,000 license fee pursuant to R.I. Gen. Laws § 21-28.6-12(c)(5)(ii)(A).
- Applicant fails to implement policies, procedures or actions indicated in its Application.

Inventory Limits

If an Application is approved and a compassion center license is issued to Applicant, Applicant will not be permitted to possess or cultivate medical marijuana seedlings or plants unless a variance request is submitted to, and approved by, the Department in accordance with § 1.6.4 of the Regulations. Applicant may include in its Application information about past cultivation experience and may propose to conduct cultivation activities and/or a licensing of premises for cultivation provided, however, that any such cultivation proposals will not be evaluated or considered by the Department as part of initial licensing. Any such cultivation proposal will only be evaluated and considered by the Department at a later date as determined by the Department in accordance with § 1.6.4 of the Regulations. Pursuant to the Act and § 1.6.4 of the Regulations, a licensed compassion center must limit its inventory of medical marijuana and medical marijuana products to reflect the needs of qualifying patients.

SECTION E: Important Notices/Disclaimers

- This Application is an **OFFICIAL DOCUMENT** of the Rhode Island Department of Business Regulation. It **MAY NOT** be altered or changed in any fashion except to fill in the areas provided with the information that is required. Should any alteration or revision of a question occur, the Department reserves the right to deny the Application in its entirety or deem void that specific response and treat that section as unanswered.
- The burden of proving an Applicant's qualifications at all times rests on Applicant. Applicant accepts any and all risk of adverse public notice, criticism, emotional distress, or financial loss that may result from any action with respect to this Application. Applicant expressly waives any and all claims for damages as a result thereof.
- After the Application has been submitted, Applicant may withdraw the submitted Application after written notice to the Department. The Application fee will not be refunded.
- Applicants are generally prohibited from submitting additional information after the Application is submitted unless the Department requests more information, and except in the event that the Applicant must disclose any changes in ownership, interest holders, and/or CC Form 2, Form 3, Form 4 and Form 5 disclosures throughout the entirety of the application and licensure periods.

- The Department may request any additional information or request an inspection of proposed location if it determines it is necessary to process and fully evaluate an Application. Applicant shall provide the additional information, documentation, materials and/or certifications within the time prescribed and at the Applicant's own expense. If Applicant does not provide the requested information within the prescribed time period, the Department may remove the Application from the evaluation process.
- **Applicant is under a continuing duty to promptly disclose to the Department any changes in ownership, interest holders, and/or CC Form 2 Disclosures throughout the entirety of the application and licensure periods.**
- **Proposed changes to interest holders and key persons require the Department's approval pursuant to the variance procedure outlined in the Regulations, provided, however, that no variance which affects a majority change in ownership, control, financial interest and/or compensation/remuneration will be approved prior to conclusion of the first year of licensed activities except upon the Department's determination that public, health, safety or welfare requires such variance.**
- All notices regarding an Application submission will be sent to Applicant's Compliance Officer email address provided on the Application Information Sheet, CC Form 1. Applicant must immediately notify the Department if Applicant's email address changes. Further, Applicant is responsible for ensuring that the email address provided in Form 1 of this application is and remains operational to ensure that all e-mail communications from the Department of Business Regulation are received; e-mails sent by the Department will be presumed to have been received by Applicant.
- All Application submissions become the property of the Department and will not be returned.
- **The Department of Business Regulation's decision to approve, disqualify, or deny an Application is final.**

Part 2 – CHECKLIST FOR ALL FORMS, ANNEXES, EXHIBITS, DOCUMENTS, AND DELIVERABLES

All Forms, Annexes, Exhibits, Documents, and Deliverables set forth below must be included in an Application for Medical Marijuana Compassion Center License. Pursuant to § 1.2(C)(5) of the Regulations, only applications which the Department determines to be complete, including delivery of all completed Forms, Annexes, Exhibits, Documents, and Deliverables, as set forth below, shall be eligible for further evaluation and review. Incomplete applications will be deficient and will not be considered further, and the application fee will not be refunded.

FORM/Exhibit #	Name/Description	Included Yes
CC Form 1	Application Information Sheet, Taxpayer Status, Notices and Affirmations executed by a duly authorized signatory of Applicant.	<input checked="" type="checkbox"/>
CC Form 2	Disclosure of Owners and Other Interest Holders executed by a duly authorized signatory of Applicant	<input checked="" type="checkbox"/>
	Attached Organizational chart	<input checked="" type="checkbox"/>
	Attached Schedule of effective ownership interests and compensation/remuneration as described in Section III of the CC Form 2, in compliance with § 1.2(C)(4)(h) of the Regulations	<input checked="" type="checkbox"/>
CC Form 3	Interest Holder Certification Statement executed by a duly authorized signatory of Applicant.	<input checked="" type="checkbox"/>
CC Form 4	Certification Regarding Nonprofit Status and Compliance executed by a duly authorized signatory of Applicant.	<input checked="" type="checkbox"/>
	Attached Annex A – Nonprofit Documents	<input checked="" type="checkbox"/>
	Attached Annex B – Management Companies	<input checked="" type="checkbox"/>
	Attached Annex C – Vendors	<input checked="" type="checkbox"/>
	Attached Annex D – Contracts	<input checked="" type="checkbox"/>
	Attached Annex E – Related Party Transactions	<input checked="" type="checkbox"/>
	Attached Annex F – Real Estate	<input checked="" type="checkbox"/>
	Attached Annex G – Equipment	<input checked="" type="checkbox"/>
	Attached Annex H – Annual Compensation	<input checked="" type="checkbox"/>
CC Form 5	Disclosure executed by a duly authorized signatory of Applicant of all applications, licenses and/or registrations in any jurisdiction, and any withdrawals, denials, suspensions, revocations, consents orders/agreements and/or other enforcement or regulatory actions in any jurisdiction, including copies thereof in compliance with § 1.2(C)(4)(m)(1) and (2) of the Regulations	<input checked="" type="checkbox"/>

Application Fee	\$10,000 nonrefundable Application Fee, payable to the General Treasurer, State of Rhode Island, in the form of a cashier's check or money order only in compliance with § 1.2(C)(4)(a) of the Regulations	<input checked="" type="checkbox"/>
CC Exhibit A	Disclosure of any material financial interests or control in another compassion center, cultivator, cooperative cultivation or other marijuana establishment licensee, and a plan of divestiture in compliance with §§ 1.2(C)(4)(i) and 1.2(F)(7) of the Regulations	<input checked="" type="checkbox"/>
CC Exhibit B	Evidence of appointment of a Compliance Officer for the proposed Compassion Center and including Applicant's legal and operational compliance plan in accordance with § 1.2(C)(4)(l) of the Regulations	<input checked="" type="checkbox"/>
CC Exhibit C	Applicant's Business Plan for the Compassion Center with all information and in compliance with § 1.2(C)(4)(c) of the Regulations	<input checked="" type="checkbox"/>
CC Exhibit D	Applicant's Security and Safety Plan with all information and in compliance with § 1.2(C)(4)(d) of the Regulations	<input checked="" type="checkbox"/>
CC Exhibit E	Applicant's Operations Manual for the Compassion Center with all information and in compliance with § 1.2(C)(4)(e) of the Regulations	<input checked="" type="checkbox"/>
CC Exhibit F	Per § 1.2(C)(4)(f)(1) – (5) of the Regulations, a description of the proposed Licensed Premises, including street address, plat/lot number and zoning district	<input checked="" type="checkbox"/>
Submission of Required Electronic and Paper Copies of Entire Application		
Version A – Paper	Complete unredacted signed paper copy of the entire Application	<input checked="" type="checkbox"/>
Version A - Electronic	Complete electronic copy of the Version A paper application on a USB thumb drive	<input checked="" type="checkbox"/>
Version B - Paper	Complete paper copy of entire application redacted as instructed in Part 3 of this Application	<input checked="" type="checkbox"/>
Version B – Electronic	Complete electronic copy of entire application redacted as instructed in Part 3 of this Application on a USB thumb drive	<input checked="" type="checkbox"/>
Version C – Paper	Complete paper copy of entire application redacted as instructed in Part 3 of this Application	<input checked="" type="checkbox"/>
Version C – Electronic	Complete electronic copy of entire application redacted as instructed in Part 3 of this Application on a USB thumb drive	<input checked="" type="checkbox"/>

All Forms must be completed in their entirety; if a question or field is “not applicable” Applicant must insert “N/A.” If the correct answer to a particular question is “None” write “None.”

Part 3 – Three (3) Copies of Each Application Required – Digital and Paper – Some Redaction Required

Applicant must submit a hard copy and an electronic copy of three different versions of the Application.

- Version A is the unredacted application.
- Version B includes certain redactions for purposes of public records disclosures.
- Version C will be used for the initial review without identifying information. If this information adequately displays Applicant's qualifications and their ability to meet the license requirements under the Act and the Regulations, then the Department will review the rest of the Application.

It is the responsibility of Applicant to redact all necessary information in accordance with the following instructions.

Application Version A – Unredacted Application:

- (1) A complete, signed paper copy of the completed Application with all completed Forms, Annexes, Exhibits, Documents and Deliverables; and
- (2) An electronic copy of item (A)(1) (immediately above) on a USB thumb drive.

Application Redacted Version B – Application with Redacted Personal, Financial and Security Information:

- (1) A paper copy of the completed Application with all completed Forms, Annexes, Exhibits, Documents and Deliverables, redacted as described below to be posted on the Department's website; and
- (2) An electronic copy of item (B)(1) (immediately above) on a USB thumb drive.
 - Leave names of all Owners, Interest Holders and Key Persons visible in the Application.
 - Redact any reference to patient, caregiver or authorized purchaser registration names, addresses, card numbers or cards.
 - Redact any social security numbers and/or federal employer identification numbers
 - Redact all dates of birth and home street addresses as to individual natural persons
 - Redact any bank account numbers and bank account information on any check or other document that is submitted
 - Redact all ownership percentages and dollar amounts, including in the Form 2, Form 4 and schedules/annexes attached thereto
 - Redact all of CC Exhibit C, Applicant's Business Plan
 - Redact all of CC Exhibit D, Applicant's Security and Safety Plan
 - Redact any financial and proprietary information in CC Exhibit E, Applicant's Operations Manual
 - In CC Exhibit F, redact any floor plans/diagrams of the proposed facilities

Application Redacted Version C - Application with Redacted Personal and Interest Holder

Information including Names:

(1) A paper copy of completed Application with all completed Forms, Annexes, Exhibits, Documents and Deliverables, redacted as described below; and

(2) An electronic copy of item (C)(1) (immediately above) on a USB thumb drive.


- Redact Applicant's name and all names and addresses of all Owners, Interest Holders and Key Persons.
- Redact any reference to all names, addresses, registry identification card numbers of all patients, caregivers and authorized purchasers.
- Redact any social security numbers and/or federal employer identification numbers
- Redact all dates of birth and home street addresses as to individual natural persons
- Redact any bank account numbers and bank account information on any check or other document that is submitted

Other than the redacted material, the information provided in the (A), (B) and (C) versions of the Application must be identical.

Part 4 – Compassion Center Required Application Forms

**CC FORM 1 – GENERAL CONTACT INFORMATION, TAXPAYER
IDENTIFICATION AND AFFIRMATIONS**

1	COMPANY NAME (legal name, and any d/b/a name(s), if applicable)	Rhode Island Compassion Center, Inc.
	Application ZONE#	3 (note separate applications and application fees are required to apply to multiple zones)
2	BUSINESS STREET ADDRESS	117 Metro Center Boulevard, Suite 3000
3	CITY, STATE, ZIP	Warwick, RI 02886
4	STREET ADDRESS OF PROPOSED LICENSED PREMISES FOR RETAIL SALES OF MEDICAL MARIJUANA	164 Danielson Pike
5	CITY, STATE, ZIP	Foster, RI 02825

6	PLAT#/LOT# OF PROPOSED LICENSED PREMISES FOR RETAIL SALES OF MEDICAL MARIJUANA	10/36
7	SQUARE FOOTAGE OF PROPOSED FACILITY FOR RETAIL SALE OF MARIJUANA	4,000
8	FEIN: (Federal Employer Identification Number)	
9	TELEPHONE NUMBER	AREA CODE NUMBER EXTENSION (401) 921 - 2000 Ext. _____
10	FAX NUMBER (if not applicable, put "N/A")	AREA CODE NUMBER EXTENSION (401) 921 - 2010 Ext. _____
11	TOLL FREE NUMBER (if not applicable, put "N/A")	AREA CODE NUMBER EXTENSION (N/A) - Ext. _____
12	COMPLIANCE OFFICER Identification and Contact Information	Applicant must appoint a Compliance Officer to whom information, notices, and documents will be sent. The Department reserves the right to contact and/or send notices and other correspondence to Applicant by email and/or post mail. It is Applicant's responsibility to ensure that the Compliance Officer information is correct and up to date at all times following application and throughout licensure.
	Name:	David J. DiSanto
	Title:	Executive Director

Mailing Address:	117 Metro Center Boulevard, Suite 3000		
Email Address:	ddisanto@disantopriest.com		
Phone Number	(<u>401</u>) <u>921</u> - <u>2000</u>	Ext. _____	
	AREA CODE	NUMBER	EXTENSION
Fax Number (if not applicable, put "N/A")	(<u>401</u>) <u>921</u> - <u>2010</u>	Ext. _____	
	AREA CODE	NUMBER	EXTENSION

TAXPAYER STATUS

All persons and entities applying for or renewing any license, registration, permit, or other authority (hereinafter called "licensee") to conduct a business or occupation in the state of Rhode Island are required to file all applicable tax returns and pay all taxes owed to the state prior to receiving a license as mandated by R.I. Gen. Laws Chapter 5-76, except as noted below.

PLEASE CHECK ONE BOX BELOW OR APPLICATION WILL BE CONSIDERED INCOMPLETE

- ☒ I hereby declare, under penalty of perjury, that I have filed all required state tax returns and have paid all taxes owed.
- ☐ I have entered a written installment agreement to pay delinquent taxes that is satisfactory to the Tax Administrator.
- ☐ I am currently pursuing administrative review of taxes owed to the state.
- ☐ I am in federal bankruptcy. (Case # _____)
- ☐ I am in state receivership. (Case # _____)
- ☐ I have been discharged from Bankruptcy. (Case # _____)

Rhode Island Compassion Center, Inc/001701718

Name of Taxpayer/Entity
Number

Social Security or Federal Tax Identification
Number

CC Form 1 - AFFIRMATIONS

Applicant hereby understands and affirms the following:

1. The burden of proving an Applicant's qualifications rests on the party applying for the license.
2. The Department of Business Regulation may deny an Application that contains a material misstatement, omission, misrepresentation, or untruth.
3. An Application shall be complete in every material detail.
4. The Department of Business Regulation may rescind its approval of a Compassion Center License if Applicant has not completed the pre-requisites for issuance of the license as described in the Regulations within nine (9) months of their approval.
5. Regarding the location of the licensed premises, Applicant commits to the following:
 - a. The premises and operations of Applicant shall conform to local zoning requirements.
 - b. The Compassion Center License shall be conspicuously displayed at the licensed premises.
6. Regarding manufacturing, Applicant commits to having any form of manufacturing that uses a heat source or flammable/combustible material approved by the State Fire Marshal and/or the local fire department.
7. Applicant commits to not using any compressed, flammable gas as a solvent in any solvent extraction process, manufacturing or for any other purpose.
8. Applicant commits to not acquiring medical marijuana from anyone other than a licensed cultivator in accordance with the Act and the Regulations.
9. Applicant commits to the limitations set forth in the Act and the Regulations and understands that they are limited to possessing marijuana only as permitted in the Act and the Regulations.
10. Applicant understands that the licensed premises may not be within 1,000 feet of the property line of a preexisting public or private school.
11. Applicant hereby acknowledges that its employees covered by the National Labor Relations Act or the Rhode Island State Labor Relations Act have the right to form, attempt to form or join a union in the workplace. Applicant acknowledges that its covered employees may be fairly represented by a union if one is formed. Applicant also acknowledges that its employees have the right to refuse to do any or all of these things and that Applicant may not interfere with, restrain or coerce employees in the exercise of these rights.
12. Applicant understands that a licensed compassion center and any interest holders/key persons thereof may not have any material financial interest or control in another Rhode Island licensed compassion center, licensed cultivator or a licensed cooperative cultivation or in a Rhode Island Department of Health approved third party testing provider and vice versa.

SIGNATURE FOR CC FORM 1

The undersigned attests that Applicant organization understands and will adhere to the all requirements of the Act and the Regulations, including but not limited to those listed above, and that they have the authority to bind Applicant organization to all requirements.

The undersigned Authorized Signatory of Applicant hereby acknowledges and agrees that Applicant/Licensee has a continuing obligation to disclose any changes to the entirety of this Application for Medical Marijuana Compassion Center License and shall provide written notice to the Department within thirty (30) days of any change of the information provided herein including all Forms, Annexes, Exhibits, Documents and Deliverables submitted in connection with or as part of the application process; each such notice shall include an updated Form, Annex, Exhibit, Document or Deliverable, as the case may be.

Under penalty of perjury, the undersigned hereby declares and verifies that all statements on and information contained in this Application including all Forms, Annexes, Exhibits, Documents and Deliverables submitted herewith, are complete, true, correct and accurate.

AUTHORIZED SIGNATORY SIGNATURE

SIGNATURE:

Print Name: David J. DiSanto

Print Title: Executive Director

DATE:

12/1/2020

CC FORM 2
Disclosure of Owners and Other Interest Holders

Name of Applicant/Licensee: _____

Section I: Owners and Other Interest Holders

List (A.) all persons and/or entities with any ownership interest with respect to applicant/licensee, **and** (B.) all officers, directors, members, managers or agents of applicant/licensee, **and** (C.) all persons or entities with managing or operational control with respect to applicant/licensee, its operations, the license and/or licensed facilities whether they have an ownership interest or not, **and** (D.) all investors or other persons or entities with any financial interest whether they have ownership interest or not, **and** (E.) all persons or entities that hold interest(s) arising under shared management companies, management agreements, or other agreements that afford third-party management or operational control with respect to applicant/licensee, its operations, the license and/or the licensed facilities (all persons and entities described in (A)-(E) being hereinafter individually referred to as an "Interest Holder" and collectively referred to as "Interest Holders").

To the extent that any Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level. Attach a separate sheet(s) if necessary.

A. LIST ALL PERSONS AND/OR ENTITIES WITH ANY OWNERSHIP INTEREST IN APPLICANT/LICENSEE (including corporation stockholders, LLC members, and partners if a partnership; this includes parent companies if applicant/licensee is a subsidiary of another entity).

To the extent that any Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.

Name David J. DiSanto	Title Executive Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc. & Deep Green, LLC		Own. % Business Associated with [REDACTED]		Effective Own. % in Applicant [REDACTED]
Name David P. DiSanto	Title Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED]
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc. & Deep Green, LLC		Own. % Business Associated with [REDACTED]		Effective Own. % in Applicant [REDACTED]
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Own. % Business Associated with		Effective Own. % in Applicant
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()

Business Associated with (Applicant, parent business or sub-entity)		Own. % Business Associated with		Effective Own. % in Applicant	
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Own. % Business Associated with		Effective Own. % in Applicant	
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Own. % Business Associated with		Effective Own. % in Applicant	
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Own. % Business Associated with		Effective Own. % in Applicant	
B. LIST ALL OFFICERS, DIRECTORS, MANAGERS, MEMBERS OR AGENTS OF APPLICANT/LICENSEE AND ANY OTHER ENTITIES DESCRIBED IN SECTION A.					
<p>To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, <i>etc.</i>), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.</p>					
Name David J. DiSanto	Title Director	SSN/FEIN [REDACTED]		DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number () [REDACTED]	
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Title (officer, director, manager, etc.) Director/President			
Name David P. DiSanto	Title Director	SSN/FEIN [REDACTED]		DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED] [REDACTED]	
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Title (officer, director, manager, etc.) Director/Vice President/Treasurer			
Name Gyan Pareek, M.D.	Title Director	SSN/FEIN [REDACTED]		DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED] [REDACTED]	
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Title (officer, director, manager, etc.) Director/Secretary			
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No

Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Title (officer, director, manager, etc.)		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Title (officer, director, manager, etc.)		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Title (officer, director, manager, etc.)		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Title (officer, director, manager, etc.)		

C. LIST ALL PERSONS OR ENTITIES WHO HAVE MANAGING OR OPERATIONAL CONTROL WITH RESPECT TO APPLICANT/LICENSEE, ANY OTHER ENTITIES DESCRIBED IN SECTIONS A OR B, ITS OPERATIONS, THE LICENSE, AND/OR LICENSED FACILITIES (WHETHER THEY HAVE AN OWNERSHIP INTEREST OR NOT).

To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, *etc.*), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.

Name David J. DiSanto	Title Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number ([REDACTED] [REDACTED])
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Role, interest, etc. Director / President		
Name David P. DiSanto	Title Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED] [REDACTED]
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Role, interest, etc. Director / Vice President/ Treasurer		
Name Gyan Pareek, M.D.	Title Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED] [REDACTED]
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Role, interest, etc. Director / Secretary		

Name Donald F. Devine, Jr.	Title Chief of Security	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number [REDACTED] [REDACTED]
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Role, interest, etc. Chief of Security		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Role, interest, etc.		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Role, interest, etc.		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Role, interest, etc.		
D. LIST ALL INVESTORS OR OTHER PERSONS OR ENTITIES WHO HAVE ANY FINANCIAL INTEREST WITH RESPECT TO APPLICANT/LICENSEE, ANY OTHER ENTITIES DESCRIBED IN SECTIONS A, B OR C, ITS OPERATIONS, THE LICENSE, AND/OR LICENSED FACILITIES (WHETHER THEY HAVE AN OWNERSHIP INTEREST OR NOT).				
<p>To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, <i>etc.</i>), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.</p>				
Name David J. DiSanto	Title Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number ([REDACTED] [REDACTED])
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Interest Owner/Director/President		
Name David P. DiSanto	Title Director	SSN/FEIN [REDACTED]	DOB [REDACTED]	App submitted? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual) [REDACTED]	City [REDACTED]	State [REDACTED]	ZIP [REDACTED]	Phone Number ([REDACTED] [REDACTED])
Business Associated with (Applicant, parent business or sub-entity) Rhode Island Compassion Center, Inc		Interest Owner/Director/Vice President/Treasurer		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()

Business Associated with (Applicant, parent business or sub-entity)		Interest			
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Interest			
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Interest			
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Interest			
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Interest			
E. LIST ALL PERSONS OR ENTITIES THAT HOLD INTEREST(S) ARISING UNDER SHARED MANAGEMENT COMPANIES, MANAGEMENT AGREEMENTS, OR OTHER AGREEMENTS THAT AFFORD THIRD-PARTY MANAGEMENT OR OPERATIONAL CONTROL WITH RESPECT TO APPLICANT/LICENSEE, ITS OPERATIONS, THE LICENSE AND/OR THE LICENSED FACILITIES.					
To the extent that any such Interest Holder is an entity (corporation, partnership, LLC, <i>etc.</i>), list all Interest Holders in that entity until all such Interest Holders are identified and disclosed down to the individual person level.					
Name None		Title	SSN/FEIN		DOB App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Interest			
Name	Title	SSN/FEIN		DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()	
Business Associated with (Applicant, parent business or sub-entity)		Interest			

Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Interest		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Interest		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Interest		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Interest		
Name	Title	SSN/FEIN	DOB	App submitted? <input type="checkbox"/> Yes <input type="checkbox"/> No
Address (residence if an individual)	City	State	ZIP	Phone Number ()
Business Associated with (Applicant, parent business or sub-entity)		Interest		

Section II: List all persons (including individuals, firms, partnerships, corporations, limited liability companies, trusts), besides the owners and other Interest Holders previously listed in this Form [2], who/that will loan, give, or otherwise provide money, property interests, equipment, inventory, furniture, licensing or other proprietary rights to or for use in this business, or hold a security interest therein; or who will receive money, profits, proprietary rights or other interests from this business. Attach a separate sheet if necessary. If any such person is an entity, list all persons with any ownership in or control of that entity.

Name	Date of Birth	SSN/FEIN	Interest/Dollar Amount
N/A - None			

Section III:

- A. Attach an organizational chart that clearly depicts all Interest Holders identified in this Form 2.
- B. Attach a list of all Interest Holders identified in Section I(A) and I(D) of Form 2 that are individual persons and include the effective ownership percentage and dollar amount of each Interest Holder's interest with respect to Applicant/Licensee, its operations, the license and/or licensed facilities. List them in order of their effective ownership percentage.
- C. Attach a list of all Interest Holders identified in Section I(A), I(B), I(C) and I(E) of Form 2 and include the dollar amount of annual compensation/remuneration paid/to be paid to such Interest Holders with respect to Applicant/Licensee, its operations, the license and/or licensed facilities for the last five years.

The organizational chart and accompanying lists should follow the form and structure of the sample charts and lists included with this form.

CERTIFICATION AS TO CC FORM 2

The undersigned duly authorized signatory of Applicant/Licensee, in his/her capacity as such, for and on behalf of Applicant/Licensee, after due inquiry, hereby certifies to the Office of Cannabis Regulation of the Department of Business Regulation (the "Department" or "DBR") that it/he/she has disclosed to the Department in this Form 2:

(A) With respect to Applicant/Licensee, all persons and entities that:

- (i) Are owners, members, officers, directors, managers, or agents of Applicant/Licensee; and
- (ii) Have/will have managing or operational control with respect to Applicant/Licensee, its operations, the license and/or licensed facilities whether they have an ownership interest or not; and
- (iii) Are investors or have any other financial interest therein; and
- (iv) Hold interest(s) arising under shared management companies, management agreements, or other agreements that afford third-party management or operational control with respect to Applicant/Licensee, its operations, the proposed license, and/or the licensed facilities (any person or entity in the foregoing (i), (ii) and (iii) being herein individually referred to as an "interest holder" and all such persons and entities in the foregoing (i), (ii), (iii), and (iv) being collectively referred to as the "interest holders"); and

(B) To the extent that any interest holder described in (A) above is an entity, all interest holders in that entity until all such interest holders are identified and disclosed down to the individual person level.

The undersigned, after due inquiry, further certifies to the Department that, except for the license that is the subject of this Form 2 and except as permitted under R.I. Gen. Laws § 21-28.6-12(b)(10), no "interest holder" disclosed herein is an "interest holder" with respect to any other license issued by, or license application made to, the Department as to a "marijuana establishment licensee" as defined in R.I. Gen. Laws § 21-28.6-3(17).

The undersigned hereby acknowledges and agrees that Applicant/Licensee has a continuing obligation to disclose any changes and shall provide written notice to the Department within thirty (30) days of any change of the persons/entities/interest holders described and the certifications made in this Form 2 and that each such notice shall include an updated Form 2.

Under penalty of perjury, I hereby declare and verify that all statements on and information submitted with this Form 2 are complete, true, correct, and accurate.

<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/>	<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/>
Signature of Authorized Signatory	Date

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC FORM 3**Owners and Interest Holders Certification Statement Form**

On behalf of Applicant, and with respect to Applicant and each of the Interest Holders/Key Persons described in Form 2, the undersigned certifies as follows:

<p>1. Has the Applicant or any Owner or Interest Holder or any marijuana business entity or its equivalent in which such persons hold or have held an interest or a medical marijuana or other marijuana or cannabis license, registration or authorization in another state or jurisdiction, ever been disciplined (discipline includes without limitation any denial, suspension, revocation, fines or other sanction of the license, registration or authorization) by any state or jurisdiction? If “Yes” provide a brief explanation, copies of all documentation and name/address/phone number/contact person for the licensing/registration/authorization authority.</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p>Yes <input type="checkbox"/></p>	<p>No <input checked="" type="checkbox"/></p>
<p>2. Has the Applicant and/or any Owner or Interest Holder ever been denied a professional license, privilege of taking an examination, or had a professional license or permit disciplined by a licensing authority in Rhode Island or any other state or jurisdiction (discipline includes without limitation any denial, suspension, revocation, fines or other sanction of the license, registration or authorization)? If “Yes” provide a brief explanation, copies of all documentation and name/address/phone number/contact person for the licensing/registration/authorization authority.</p> <p>_____</p> <p>_____</p> <p>_____</p>	<p>Yes <input type="checkbox"/></p>	<p>No <input checked="" type="checkbox"/></p>
<p>3. Is any Owner or Interest Holder employed by the State of Rhode Island? If “Yes” please describe below.</p>	<p>Yes <input type="checkbox"/></p>	<p>No <input checked="" type="checkbox"/></p>
<p>_____</p> <p>_____</p> <p>_____</p>		

4. Does the Applicant, or any Owner or Interest Holder have any “material financial interest or control” (as defined in § 1.1.1(A)(30) of the Regulations) in another Rhode Island licensed cultivator, a compassion center, a licensed cooperative cultivation, or a Rhode Island DOH-approved third party testing provider or vice versa. If “Yes” describe below:	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
<p>David P. DiSanto and David J. DiSanto are each [REDACTED] owners of RI licensed cultivator Deep Green, LLC. Deep Green, LLC would merge with Rhode Island Compassion Center upon licensure.</p>		
5. Applicant acknowledges that it fully understands that:		
a. Marijuana is a Schedule I controlled substance under the Controlled Substances Act of 1970 (21 U.S.C. 801 <i>et seq.</i>);	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
b. The manufacturing, distribution, cultivation, processing, possession, or possession with intent to distribute a Schedule I controlled substance, or conspiring or attempting to do so, are offenses subject to harsh penalties under federal law and could result in arrest, prosecution, conviction, incarceration, fine, seizure of property, and loss of licenses or other privileges;	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
c. Any activity regarding marijuana that does not comply with Rhode Island law or regulations is a violation of State law and could result in arrest, prosecution, conviction, incarceration, fine, seizure of property, and loss of licenses or other privileges; and	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
d. Applicant must comply with the requirements of R.I. Gen. Laws § 21-28.6-12(c)(7) and § 1.4(C) of the Regulations pertaining to criminal identification records checks prior to licensure.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
6. Applicant acknowledges that Application Fees are non-refundable.	Yes <input checked="" type="checkbox"/>	No <input type="checkbox"/>
<p>7. Applicant acknowledges that in filing an Application for a license, the following:</p> <p>a. The Department of Business Regulation is vested with certain authority and discretion under the Act and Regulations with respect to review and approval of a Compassion Center License; and</p> <p>b. The Department of Business Regulation’s decision in approving or denying an Application shall be final subject to the provisions of the Administrative Procedures Act codified in R.I. Gen. Laws § 42-35-1 <i>et seq.</i></p>	<p>Yes <input checked="" type="checkbox"/></p> <p>Yes <input checked="" type="checkbox"/></p>	<p>No <input type="checkbox"/></p> <p>No <input type="checkbox"/></p>

Updated to 7/16/2020

The undersigned hereby acknowledges and agrees that Applicant/Licensee has a continuing obligation to disclose any changes and shall provide written notice to the Department within thirty (30) days of any change of the information provided and the certifications made in this Form 3 and that each such notice shall include an updated Form 3.

Under penalty of perjury, I hereby declare and verify that all statements on and information submitted with this Form 3 are complete, true, correct, and accurate.

_____ Signature of Authorized Signatory	12/1/2020 _____ Date
--	----------------------------

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC FORM 4
CERTIFICATION REGARDING NONPROFIT STATUS AND
COMPLIANCE

The undersigned duly authorized signatory of Applicant/Licensee, in his/her capacity as such, for and on behalf of Applicant/Licensee, after due inquiry, hereby certifies to the Office of Cannabis Regulation of the Department of Business Regulation (the “Department” or “DBR”) as follows:

1. Nonprofit Status and Operation

- A. The Applicant/Licensee is and shall be operated on a not-for-profit basis for the mutual benefit of its patients in compliance with The Edward O. Hawkins and Thomas C. Slater Medical Marijuana Act, Chapter 21-28.6 of the Rhode Island General Laws and the regulations promulgated thereunder.
- B. Compassion centers shall not be organized, structured or operated in a manner that violates R.I. Gen. Laws § 21-28.6-12(f), or which would cause medical marijuana and medical marijuana products to be priced at unreasonable rates, as determined by DBR, in accordance with R.I. Gen. Laws § 21-28.6-12(d)(2)(iii).
- C. The Applicant/Licensee is a nonprofit corporation organized, existing and in good standing under the laws of the State of Rhode Island, including the Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6, as evidenced in Annex A attached hereto, which includes the following documents:
 - i. A written overview of Applicant’s corporate structure as a nonprofit entity, a listing of all board members, officers, and other key persons along with copies of their resumes, job descriptions, roles and duties.
 - ii. Applicant’s nonprofit Articles of Incorporation filed with RI Secretary of State (SOS) in accordance with R.I. Gen. Laws Chapter 7-6;
 - iii. Applicant’s corporate Bylaws;
 - iv. Applicant’s Certificate of Good Standing from the RI SOS; and
 - v. If applicable, documentation evidencing tax-exempt organization status under US Internal Revenue Code.

2. Management Companies and Vendors

- A. All contracts and agreements, including any loan or other financing agreements, with all management companies and vendors shall be on commercially reasonable terms and provide for compensation/remuneration at fair market value for the subject services, supplies, equipment, and other goods.
- B. Attached hereto as Annex B is a list of all management companies used/to be used to supply services, supplies, equipment and/or other goods to the compassion center Applicant/Licensee. This list must also include a list of all persons (names and addresses)

who have any ownership or financial interest (officers, directors, stockholders of 5% or more, LLC managers or members, and/or partners) in or operations or managerial control over the management company.

- C. Attached hereto as Annex C is a list of all anticipated vendors used/to be used to supply services, supplies, equipment and/or other goods to the compassion center Applicant/Licensee of \$100,000 or more per calendar year. This list must also include a list of all persons (names and addresses) who have any ownership or financial interest (officers, directors, stockholders of 5% or more, LLC managers or members, and/or partners) in or operations or managerial control over the management company.
- D. Attached hereto as Annex D are copies of any/all agreements, contracts and proposals with management companies, vendors, or other contractors, including copies of any proposed management agreements, leases, loans, contracts, or any other documentation reflecting the terms and conditions of any relationships and/or interests between the nonprofit entity and these agents, persons, or entities. Applicant must include any subsidiaries/parent companies associated with these agents, persons, or entities in the overview and organizational chart and/or any other entities engaged in similar cannabis activities which have shared owners, officers, directors or key persons.

3. Related Party Transactions

- A. Attached hereto as Annex E is a list of all financial transactions between Applicant/Licensee, on the one hand, and any immediate family member(s)¹ (whether directly or through an entity in which such family member(s) has an interest) of an officer, director, manager or other person having managerial or operational control of Applicant/Licensee, on the other hand.
- B. All such financial transactions are on commercially reasonable terms and provide for compensation/remuneration at fair market value for the subject matter thereof.

4. Real Estate and Equipment

- A. Attached hereto as Annex F is a list of all real estate to be purchased or leased by Applicant/Licensee; and
- B. Attached hereto as Annex G is a list of all equipment to be purchased or leased by Applicant/Licensee involving compensation/remuneration of \$100,000 or more per calendar year.
- C. Such purchase and lease transactions are on commercially reasonable terms and provide for compensation/remuneration at fair market value for the subject matter thereof.

¹ "Family members" means and includes a spouse, parent, grandparent, child, brother, sister, mother-in-law, father-in-law, brother-in-law, sister-in-law, daughter-in-law, son-in-law and includes adopted, half and step members.

5. Compensation of Officers, Directors and Employees

A. Attached hereto as Annex H is a schedule of annual compensation as to:

- i. All officers, directors, managers, and other persons having managerial or operational control of Applicant/Licensee; and
- ii. The ten (10) other persons with the highest-level annual compensation.

B. Applicant/Licensee is in compliance with the compensation, dividend and loan provisions of the Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6, including §§ 7-6-26.1, 7-6-31, and 7-6-32.

6. Revenue Sharing

Applicant/Licensee is not and shall not become a party to any revenue or profit-sharing agreements or other arrangements involving sharing of, or compensation/remuneration based upon a percentage of, the compassion center's revenues or profits.

The undersigned hereby acknowledges and agrees that Applicant/Licensee has a continuing obligation to disclose any changes and shall provide written notice to the Department within thirty (30) days of any change of the information provided and the certifications made in this Certification and that each such notice shall include an updated Certification and all annexes hereto.

Under penalty of perjury, the undersigned hereby declares and verifies that all statements on this Certification are complete, true, correct and accurate and all applicable information and deliverables required by this form are attached in Annexes A through H.

Signature of Authorized Signatory

12/1/2020

Date

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

INSTRUCTIONS FOR CC FORM 4 ANNEXES

Attach separate pages for each Annex, A through H, to CC Form 4. If the information to be provided on any Annex is "none", put "none" on that Annex page.

The materials must demonstrate Applicant's understanding of and ability to comply with the requirements under the Act and the Regulations.

CC FORM 5**BUSINESS LICENSE IDENTIFICATION FORM**

Applicant hereby state(s) as follows:

With respect to Applicant and any Owner or Interest Holders described in Form 2, Section I, such persons have either applied for or are currently or have been previously licensed, registered or authorized to produce or otherwise deal in the manufacture or distribution of marijuana in any form, in the below states or jurisdictions and corresponding agency or authority.

State & Name of Agency	Type of License	Name of Licensee	License or Registration #
RI - DBR - OCR	Cultivator	Deep Green LLC	CV 0023
RI Dept of Health	Compassion Center	Rhode Island Compassion Center, Inc.	N/A, prior submitted application only
RI Dept of Health	Caregiver	[REDACTED]	Multiple, Expired
RI Dept of Health	Patient	[REDACTED]	Expired

Applicant disclosed and provided any and all denial, suspension, revocation, fines, or other sanction of the license, registration or authorization listed above as instructed in CC FORM 3.

Applicant hereby authorizes: (1) the Rhode Island Department of Business Regulation to contact the agencies indicated above for information regarding Applicant and the licenses/registrations listed above; and (2) such other state agencies to provide any and all information requested by the Department regarding the licenses/registrations. If requested by the Department, Applicant will provide any additional authorization required by any of the state agencies in order to provide information requested by the Department.

The undersigned hereby acknowledges and agrees that Applicant/Licensee has a continuing obligation to disclose any changes and shall provide written notice to the Department within thirty (30) days of any change of the information provided and the statements made in this Form 5 and that each such notice shall include an updated Form 5.

Updated to 7/16/2020

Under penalty of perjury, I hereby declare and verify that all statements on and information submitted with this Form 5 are complete, true, correct, and accurate.

_____ Signature of Authorized Signatory	12/1/2020 _____ Date
--	----------------------------

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

Part 5 – Compassion Center Application Required Exhibits

CC Exhibit A – Disclosure of Material Financial Interests/Divestiture Plan

Attach hereto as CC Exhibit A is Applicant's complete disclosure statement of any material financial interests or control in another Rhode Island compassion center, cultivator, cooperative cultivation, or other marijuana establishment licensee and a plan of divestiture in compliance with §§ 1.2(C)(4)(i) & 1.2(F)(7). Please review the definition of "material financial interest or control" in § 1.1(A)(30) of the Regulations.

The materials must demonstrate Applicant's understanding of and ability to comply with the requirements under the Act and the Regulations.

[ATTACH AND SIGN BELOW – If None, state "None" and Sign]

Signature of Authorized Signatory

12/1/2020

Date

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC Exhibit B – Compliance Plan

Attach hereto as CC Exhibit B evidence of appointment of a Compliance Officer for the proposed Compassion Center including Applicant's legal and operational compliance plan in accordance with § 1.2(C)(4)(l) of the Regulations.

The compliance plan must include, without limitation, a written description of Applicant's policies, procedures, and plan with regard to patient privacy, sales to out-of-state patients, procedures for access to restricted areas, affiliations with local patient and community organizations, employee/workplace drug use policies/procedures, compliance testing policies/procedures, and Applicant's proposed policies/procedures/mechanisms to ensure compliance with prohibited financial interests and, if applicable, the additional requirements for establishing and maintaining its nonprofit status.

The plan and materials must demonstrate Applicant's understanding of and ability to comply with the requirements under the Act and the Regulations.

[ATTACH AND SIGN BELOW]

_____	12/1/2020
Signature of Authorized Signatory	Date

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC Exhibit C– Business Plan

Attach hereto as CC Exhibit C Applicant's Business Plan for the Compassion Center with all information and in compliance with § 1.2(C)(4)(c) of the Regulations.

The business plan must demonstrate Applicant's understanding of and ability to comply with the requirements under the Act and the Regulations, likelihood of success, and include without limitation:

- a. Applicant's experience running a non-profit organization or other business, and applicant's experience running a medical marijuana business, as applicable;
- b. Detailed description of amount and source of equity, debt and operating capital for the proposed compassion center, including financial statements or other documentation establishing the source of any funds;
- c. Start-up funding and long-term financial feasibility plan;
- d. Detailed timeline for initiating operations;
- e. Funds for capital improvements and operating needs;
- f. Financial capability;
- g. Financial oversight and compliance plan;
- h. Services for hardship patients and charity care;
- i. Three (3) year projected income statement;
- j. Number and category description of FTEs (full time equivalents) and associated payroll expenses (with benefits) required for staffing;
- k. Description of products and services;
- l. Marketing, promotional and sales plan including pricing strategy;
- m. Industry and market assessment and analysis; and
- n. Segment and customer profile.

[ATTACH AND SIGN BELOW]

Signature of Authorized Signatory

12/1/2020

Date

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC Exhibit D- Security and Safety Plan

Attach hereto as CC Exhibit D Applicant's Security and Safety Plan for the Compassion Center with all information in compliance with § 1.2(C)(4)(d) of the Regulations.

The security and safety plan must demonstrate Applicant's understanding of, and ability to, comply with the requirements under the Act and the Regulations and shall include without limitation a description of:

- (a) Security equipment including hardware, software applications, and compliance with industry standards and specifications;
- (b) Applicant's security and safety plan with regard to third-party vendors;
- (c) Applicant's security and safety plan with regard to Standard Operating Procedures;
- (d) Applicant's security and safety plan with regard to cash management and/or electronic payment processing, as applicable;
- (e) Applicant's security and safety plan with regard to confirmation of a secured deposit banking account or proposed plan to obtain such account prior to beginning the proposed licensed activities;
- (f) How Applicant would train all employees and registered Compassion center agents on security procedures;
- (g) How Applicant would train all employees and registered Compassion Center agents on safety procedures, including but not limited to responding to a (1) medical emergency, (2) a fire, and (3) a chemical spill;
- (h) How Applicant would train all employees and registered Compassion Center agents on safety procedures including responding to threatening events, such as an armed robbery, an invasion, a burglary, and any other criminal incident;
- (i) How Applicant would secure the licensed premises and facility to prevent unauthorized entry in accordance with the Regulations;
- (j) How the premises and facility will be equipped with a security alarm system that:
 - 1. secures and monitors the entire perimeter;
 - 2. is continuously monitored; and
 - 3. is capable of detecting power loss/interruption in accordance with the Regulations;
- (k) How the premises and facility will be protected by a video surveillance recording system to ensure surveillance of the entire licensed premises and adherence to the video surveillance requirements in accordance with the Regulations;

- (l) How a video surveillance system will be supported by adequate security lighting in accordance with the Regulations;
- (m) How Applicant would maintain a security alarm system that covers all perimeter entry points and portals at all premises;
- (n) How the security system will be:
 - 1. Continuously monitored,
 - 2. Capable of detecting smoke and fire, and
 - 3. Accessible via remote feed to the Department of Business Regulation in accordance with the Regulations.
- (o) How security footage and equipment will be stored and secured in accordance with the Regulations.
- (p) How Applicant will maintain a video surveillance recording system at all premises that:
 - 1. Records all activity in images of high quality and high resolution capable of clearly revealing facial detail;
 - 2. Operates 24-hours a day, 365 days a year without interruption; and
 - 3. Provides a date and time stamp for every recorded frame.
- (q) How the surveillance camera(s) will be located and operated to capture each exit from the premises;
- (r) How the surveillance camera(s) will capture activity at each entrance to an area where medical marijuana and medical marijuana products are located;
- (s) How the recording of security video surveillance shall be made available to the Department of Business Regulation or law enforcement in accordance with the Regulations;
- (t) How Applicant will, when visitors are admitted to a non-public area of the licensed premises:
 - 1. Log the visitor in and out;
 - 2. Continuously visually supervise the visitor while on the premises; and
 - 3. Ensure that the visitor does not touch any medical marijuana or medical marijuana products.
- (u) Applicant's policies and procedures for maintenance of a log of all visitors;
- (v) The process Applicant will follow in reporting a theft or diversion to:
 - 1. the Department of Business Regulation; and
 - 2. Rhode Island State Police in accordance with the Regulations.
- (w) How Applicant will ensure that it, or a registered agent thereof, will not distribute any medical marijuana or medical marijuana products to any person if the licensee or registered

agent knows, or may have reason to know, that the distribution does not comply with the Act or the Regulations;

- (x) How Applicant will record and execute the transfer of medical marijuana from licensed medical marijuana cultivators in accordance with the Regulations; and
- (y) How Applicant will record and execute the transfer of medical marijuana to a patient cardholder, caregiver cardholder, or authorized purchaser cardholder in accordance with the Regulations.

[ATTACH AND SIGN BELOW]

_____ Signature of Authorized Signatory	12/1/2020 _____ Date
--	----------------------------

David J. DiSanto

Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC Exhibit E – Operations Manual Required Content

Attach hereto as CC Exhibit E Applicant's Operations Manual for the Compassion Center with all information and in compliance with § 1.2(C)(4)(e) of the Regulations.

The Operations Manual must include, without limitation, a written description of Applicant's policies, procedures and plans regarding:

- Patient intake and identification checks, patient education, patient feedback/product selection, any other proposed services to be provided at the Compassion Center;
- Point of sale tracking;
- Advertising;
- Vehicle/foot traffic impact and mitigation of community impact;
- Packaging and labelling;
- Complaints;
- Returns/refunds; and
- Product recalls.

The Operations Manual must demonstrate Applicant's understanding of and ability to comply with the requirements under the Act and the Regulations and include without limitation a description of:

- (a) The Applicant's biography including experience, knowledge, and training as it relates to:
 1. The marijuana industry in Rhode Island or any other state;
 2. Current role or participation in the Rhode Island Medical Marijuana Program;
 3. Past experience running a business or nonprofit;
 4. Familiarity with medical marijuana products and patients' utilization of products to treat qualifying conditions;
 5. Product testing and the use of seed to sale inventory tracking; and
 6. Any other background information or documentation Applicant believes demonstrates its qualifications to hold a compassion license.

If Applicant is currently a caregiver, licensed cultivator, or part of a licensed cooperative cultivation entity in Rhode Island, Applicant must include their registration ID number and how long they have been a caregiver or operating as a licensed cultivator or cooperative cultivation.

- (b) A list of proposed medical marijuana varieties and product types proposed to be offered.

- (c) A pricing model for how the price of products will be determined. Applicant must do this for products that will be procured from licensed cultivators as well as for products which may be manufactured by the compassion center if approved and/or applicable. This must include price ranges by categories of products (edibles, tinctures, vape cartridges, topicals, *etc.*) and/or any price structures which are based on levels of specific cannabinoids (THC, THCa, CBD, *etc.*). Applicant must state whether the compassion center would utilize pricing tiers for flower or any other categories of products and, if so, describe the general product requirements of each product as well as the price range per tier.

- (d) Any programs the compassion center would adopt to provide patients with discounted or free medicine. Applicant must include any qualifying factors it plans to use, if any, such as patient income, disability status, terminal diagnosis, or any other need-based criteria which the center may adopt.
- (e) How the Applicant would train all employees and registered compassion center agents on Federal and State medical marijuana laws and regulations as well as other laws and regulations pertinent to the compassion center agents' responsibilities.
- (f) How the Applicant would train all employees and licensed compassion center agents on standard operating procedures.
- (g) How the Applicant would train all employees and registered compassion center agents on detection and prevention of diversion of medical marijuana and medical marijuana products.
- (h) How the Applicant would establish written standard operating procedures for receipt of medical marijuana material and/or products, including how Applicant will inspect products for defects, contamination, and compliance with Regulations.
- (i) How the Applicant will use a perpetual inventory control system that identifies and tracks Applicant's stock of medical marijuana products from the time the medical marijuana is obtained by, or delivered to, a registered compassion center to the time it is sold or transferred to a patient cardholder, caregiver cardholder, or authorized purchaser in accordance with the Regulations. Applicant must address the situation in which it has access to the state approved Medical Marijuana Program Tracking System and the situation in which Applicant does not have access to the System (as specified in the Regulations).
- (j) How, as soon as is practical, if the Applicant does not have access to the state approved Medical Marijuana Program Tracking System, Applicant will, for each medical marijuana unit or product:
 - 1. Create a unique identifier;
 - 2. Enter information regarding the product/unit into an alternate inventory control system;
 - 3. Create a label with the unique identifier and batch number; and
 - 4. Securely attach the label to each unit/product.
- (k) How the Applicant will notify the Department of Business Regulation of an inventory or supply discrepancy if Applicant discerns a discrepancy between the inventory and the medical marijuana program tracking system.
- (l) How the Applicant will quarantine and not release any medical marijuana product if notified the product fails to meet all criteria for production or patient consumption in accordance with the Regulations.

- (m) In the case where faulty products have been sold or transferred to customers, how the Applicant will institute a recall and notify customers about the faulty products and what they should do if they still possess them.
- (n) How the Applicant will hold medical marijuana and medical marijuana products in secure and segregated storage.
- (o) How the Applicant, as a licensed compassion center, would establish procedures to receive, organize, store, and respond to all oral, written, electronic, or other complaints regarding medical marijuana and adverse events.
- (p) How the Applicant will ensure it does not transport medical marijuana or medical marijuana products to, or receive any medical marijuana or medical marijuana products from, any place outside of Rhode Island.
- (q) How the Applicant will have a standard operating procedure to require an employee or compassion center agent to report any personal health condition that could pose a threat to customers or compromise the cleanliness or quality of the medical marijuana products the employee/agent might handle.
- (r) How the Applicant will provide for disposal and segregated storage of any medical marijuana or product that is outdated, damaged, deteriorated, misbranded, or adulterated.
- (s) How the packaging and labeling of medical marijuana finished products will be in compliance with all applicable Regulations.
- (t) How a package of medical marijuana finished product will bear any allergen warning required by law.
- (u) How the Applicant will assure that a package of medical marijuana finished product does not bear any resemblance to the trademarked, characteristic, or product-specialized packaging of any commercially available candy, snack, baked good, or beverage.
- (v) How the Applicant will assure that a package of medical marijuana finished product does not bear any statement, artwork, or design that could mislead any person to believe that the package contains anything other than a medical marijuana finished product.
- (w) How the Applicant will assure that a package of medical marijuana finished product does not bear any cartoon, color scheme, image, graphic, or feature that might make the package attractive to children.
- (x) How the Applicant will ensure compliance with state and federal health and safety protocols, requirements and guidance with respect to the COVID-19 health pandemic.

Exhibit E Signature page

[ATTACH AND SIGN BELOW]

_____ Signature of Authorized Signatory	_____ 12/1/2020 Date
--	----------------------------

David J. DiSanto
Printed Name

Print Title: Executive Director

Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

CC Exhibit F – Compassion Center Premises Requirements

Attach hereto as CC Exhibit F, per § 1.2(C)(4)(f) of the Regulations, is all the information responsive to paragraphs (i) through (vi) below.

Is the applicant proposing **alternative locations** in the same zone under this application?

Yes ☐ No ☒

If “Yes”, then Application must provide a complete response to paragraphs (i) through (vi) below for each proposed location.

Applicant’s response must demonstrate its understanding of, and ability to comply with, the requirements under the Act and the Regulations and include without limitation:

- i. A description of the proposed Licensed Premises, including street address, plat/lot number and zoning district.
- ii. Evidence of compliance for the location(s) with the local zoning laws in the form of a certificate or letter from an authorized zoning official;
- iii. Evidence that the physical location is not located within one thousand feet (1,000’) of the property line of a preexisting public or private school in compliance with R.I. Gen. Laws § 21-28.6-12(f)(2) as demonstrated by a GIS Map or other similar municipal map showing Applicant’s property, and the 1,000 foot distance from the property line of any schools;
- iv. A draft diagram, shown to scale, no smaller than 8.5” by 11” and no larger than 11" X 17", of the proposed facilities showing:
 - (1) Where medical marijuana will be stored, processed, packaged, manufactured and dispensed;
 - (2) The restricted-access areas, limited-access areas, walls, partitions, entrances, exits and location of security alarms, cameras, and surveillance recording equipment locations;
 - (3) Patient access areas including areas designated for patient enrollment, waiting, and education;
 - (4) Any public transportation services nearby,
 - (5) A diagram of all proposed on-site and off-site parking capacity (including spaces for persons with disabilities);
 - (6) How the facility will provide ADA-compliant access for persons with disabilities; and
 - (7) The location of the facility relative to streets and other public areas, and any other relevant information;
- v. A description of objective parameters (such as distances from streets and public areas) and/or proposed measures (such as black-out window shades) that ensure that marijuana at the premises shall not be visible from the street or other public areas; and

- vi. Documents evidencing either ownership of property or lease agreement with owner of property to allow the operation of a compassion center on the property, if property has already been purchased or leased at the time of the application or a signed letter of intent for such a sale or lease.

Exhibit F Signature page

[ATTACH AND SIGN BELOW]

_____	12/1/2020
Signature of Authorized Signatory	Date

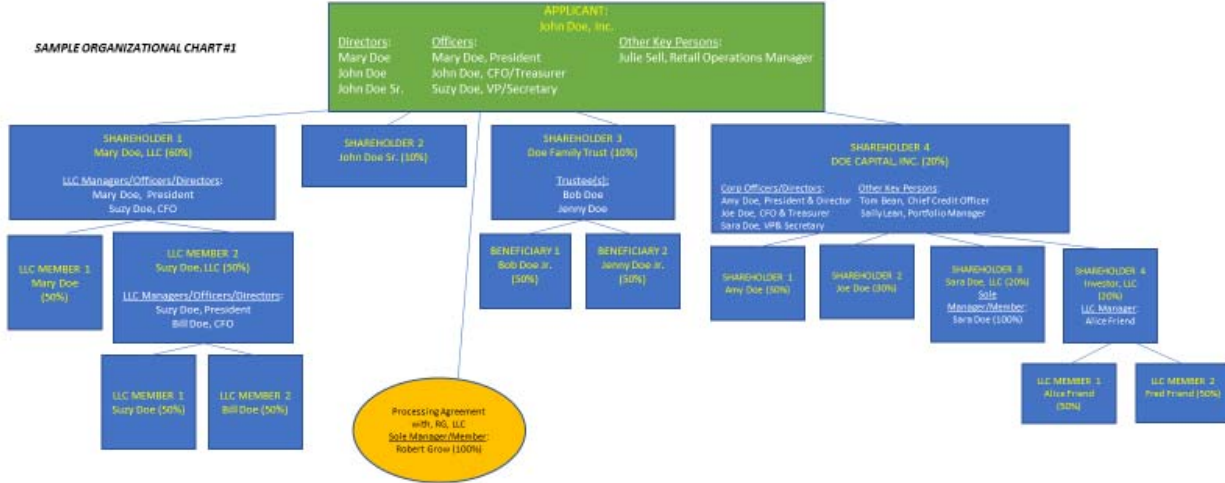
David J. DiSanto

Printed Name

Print Title: Executive Director

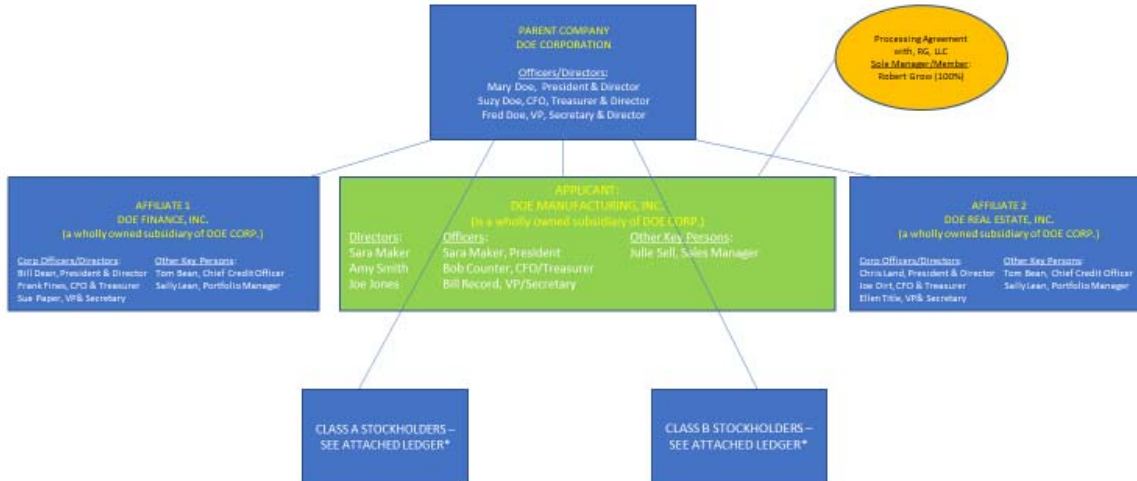
Print Name of Applicant/Licensee: Rhode Island Compassion Center, Inc.

Appendix A – CC Form 2 Organizational Chart Example



If any interest is held by a corporation, limited liability company, partnership, trust or other entity, continue to add boxes that delineate next level interest holders until the organization chart reflects all interests/roles down to the individual person level.

SAMPLE ORGANIZATIONAL CHART #2



*The list of stockholders must be to the individual person level. If any stock interest is held by a corporation, limited liability company, partnership, trust or other entity, the list must also include interest holders in each entity until the list includes all interest holders to the individual person level.

Appendix B – CC Form 2 Sample Schedule of Effective Ownership Interests

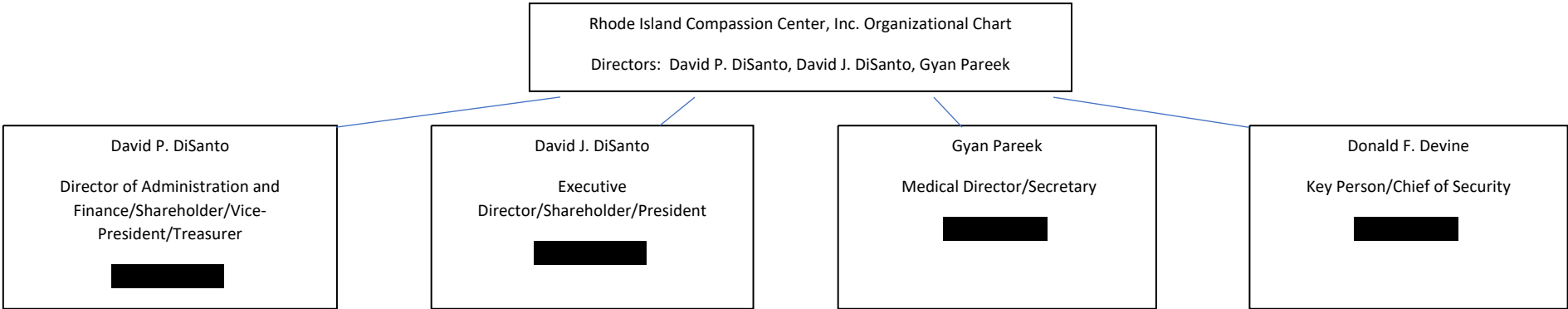
(shown in landscape only to increase font size of example)

Owners by Effective Percentage of Ownership		Effective Percentage of Ownership	Capital Contributions, if any				
Doe, Mary		30%	\$	300,000.00			
Doe, Bill		15%	\$	150,000.00			
Doe, Suzy		15%	\$	150,000.00			
Doe Sr., John		10%	\$	100,000.00			
Doe, Amy		6%	\$	60,000.00			
Doe, Joe		6%	\$	60,000.00			
Doe Jr., Jenny		5%	\$	50,000.00			
Doe Jr., Bob		5%	\$	50,000.00			
Doe, Sara		4%	\$	40,000.00			
Friend, Alice		2%	\$	20,000.00			
Friend, Fred		2%	\$	20,000.00			

Third Party Management/ Operation Agreements		2019 Comp	2018 Comp	2017 Comp	2016 Comp	2015 Comp
Entity						
RG, LLC	\$	3,000,000.00	\$ 2,750,000.00	\$ 2,000,000.00	\$ 2,000,000.00	\$ 2,000,000.00

Directors, Officers, and Key Persons		2019 Comp	2018 Comp	2017 Comp	2016 Comp	2015 Comp
Name						
Doe, Mary	\$	750,000.00	\$ 750,000.00	\$ 750,000.00	\$ 750,000.00	\$ 750,000.00
Doe Sr., John	\$	200,000.00	\$ 200,000.00	\$ 200,000.00	\$ 200,000.00	\$ 200,000.00
Doe Jr., John	\$	200,000.00	\$ 200,000.00	\$ 200,000.00	\$ 200,000.00	\$ 200,000.00
Doe, Mary	\$	150,000.00	\$ 150,000.00	\$ 150,000.00	\$ 150,000.00	\$ 150,000.00
Doe, Suzy	\$	150,000.00	\$ 150,000.00	\$ 150,000.00	\$ 150,000.00	\$ 150,000.00
Sell, Julie	\$	95,000.00	\$ 95,000.00	\$ 95,000.00	\$ 95,000.00	\$ 95,000.00

Ownership Structure of Rhode Island Compassion Center, Inc.



**Rhode Island Compassion Center, Inc.
Schedule of Effective Ownership Interests**

Owners by Effective Percentage of Ownership	Effective Percentage of Ownership	Capital Contributions, if any
David P. DiSanto		
David J. DiSanto		
Gyan A. Pareek		
Donald F. Devine Jr.		

Third Party Management/Operation Agreements	2020-2015 Compensation
None, including operations at Deep Green, LLC	

Directors, Officers and Key Persons

Name	2016*	2017*	2018*	2019*	2020*	2021 (projected)
David P. DiSanto						
David J. DiSanto						
Gyan A. Pareek						
Donald F. Devine						

*All Compensation for 2016, 2017, 2018, 2019 and 2020 is a result of work at Deep Green, LLC and is not related to the operations of Rhode Island Compassion Center, Inc.

Annex A – Non Profit Documents

The Rhode Island Compassion Center is a Rhode Island Non-Profit Corporation, founded by an experienced Board of Directors comprised entirely of local Rhode Island residents. Our team was among the first groups to apply for a compassion center license in 2011 and scored second place in the competitive rankings by the Department of Health (see attached appendix a). Our directors have since gone on to found Deep Green, LLC (MMP CV 0023) in March 2017, one of Rhode Island's leading licensed cultivators. Through Deep Green, we have gained a considerable amount of experience with the production of medical marijuana on a commercial scale, as well as developed a full line of concentrates and derivative products in our state-of-the-art laboratory. Deep Green has fully built out its 12,000 sf cultivation facility and stands ready to increase production based on market demands. We believe that this prior preparation and our currently deployed assets has positioned us to enter the market successfully. David J. DiSanto, J.D. will serve at Rhode Island Compassion Center in the role of Executive Director, David P. DiSanto, CPA will serve as Director of Administration and Finance, and Gyan Pareek, M.D. will serve as Medical Director. In addition, The Center has brought in retired Rhode Island State Police Detective Sergeant Donald F. Devine, Jr. to serve as the Chief of Security. The Rhode Island Compassion Center is not a tax-exempt organization under US Internal Revenue Code.

Board Positions/Key Persons

Executive Director – David J. DiSanto, J.D.

Biography

David J. DiSanto is an attorney and member of the Rhode Island Bar Association since 2010. He holds a degree in Business Management from Providence College and a Juris Doctorate from Roger Williams School of Law. Mr. DiSanto is currently an owner of the Rhode Island Licensed Cultivator Deep Green, LLC., where he manages the day-to-day operations of the business. Deep Green is a Class B cultivator with approximately 9,000 square feet of built-out canopy space and a fully operational laboratory with a supercritical CO₂ extractor and gas chromatography testing equipment. Deep Green currently produces over 30 medical marijuana and CBD strains in a perpetual harvest system. The laboratory produces a full line of concentrates including bubble hash, vape pens, decarboxylated CO₂ oil, Rick Simpson oil, shatter, wax, terp sauce and dab taffy. Deep Green regularly sells products to all three of the existing dispensaries. Currently Deep Green employs 10 full time and 5 part time employees, offering some of the highest compensation and benefits in the local industry. Beyond Deep Green, Mr. DiSanto has extensive experience in the medical marijuana industry beginning with [REDACTED] in the early days of Rhode Island's medical

marijuana program. Mr. DiSanto has also owned and operated a local commercial property management firm, Orion Property Management, since 2001. Mr. DiSanto lives on a small organic farm where he cultivates organic fruits and vegetables and raises livestock.

Duties and Responsibilities

The Executive Director is responsible for the overall operations of The Center. In addition to this supervisory position, the Executive Director will be responsible to maintain and develop educational curricula and manage the day-to-day cultivation operations of the Center. The Executive Director will conduct monthly inventories and audits to ensure compliance with applicable laws and policies. The Executive Director will work with Chief of Security to execute and enforce all security protocols. In addition to overseeing the cultivation operations, the Executive Director will be responsible for developing relationships with vendors and coordinating product selection and acquisition. The Executive Director will work in conjunction with the Medical Director to develop services and select product lines for The Center. The Executive Director will be responsible for providing quarterly reports to the Board of Directors.

Authority and Supervision

The Executive Director supervises all Center employees. The Executive Director will directly supervise cultivators, retail associates and periodically review the performance of managers. Responsibilities are performed without daily supervision, and performance will be reviewed on an annual basis by the Board of Directors.

Qualifications

College graduate or higher education necessary, juris doctorate preferred. Prior business/administrative/finance experience necessary. Must have familiarity with applicable laws and regulations. Experience cultivating medical marijuana commercially necessary.

Director of Administration and Finance – David P. DiSanto, CPA, MST

Biography

David P. DiSanto has been a practicing CPA for 40 years and is currently a Senior Partner and the Director of Business Development at DiSanto Priest & Co, Bentley Group and its subsidiaries. DiSanto Priest & Co. is one of the largest regional accounting firms in Southern New England, employing approximately 90 people. For ten consecutive years DiSanto Priest & Co. has been named by Providence Business News as one of “Rhode Island’s Best Companies to Work For”. During his tenure at DiSanto Priest and Co., Mr. DiSanto has gained extensive experience managing finances and inventory for a variety of manufacturing and distribution companies. In addition to his accounting firm, DiSanto Priest and Co., Mr. DiSanto manages Bentley Group and its subsidiaries which includes companies specializing in investment/wealth

management, IT Consulting, Business valuation/consulting, and charitable contributions. Mr. DiSanto also formerly served on the board of directors for Coastway Credit Union.

Duties and Responsibilities

The Director of Administration and Finance is responsible for managing the overall financial and administrative operations of The Center. The Director of Administration and Finance will develop annual budgets and financial policies, ensure financial policies and procedures are followed, develop in conjunction with the Board of Directors, a long-range strategic financial plan, prepare annual operating and capital budgets, prepare monthly statements of financial position, file all federal, state and local taxes and business licenses and audits, manage investment portfolio.

Authority and Supervision

The Director of Administration and Finance has authority over the finances and administrative procedures of The Center. The Director of Administration and Finance will report to the Executive Director of The Center. Responsibilities are performed without supervision, and performance will be reviewed on an annual basis by the Executive Director.

Qualifications

Bachelors degree in Accounting. Five+ years financial management experience with at least three years in a non-profit environment preferred. Certified Public Accountant designation required. Extensive working knowledge of financial management, word processing, spreadsheet and data base applications. Excellent written and verbal communication skills.

Medical Director – Gyan Pareek, M.D.

Biography

Gyan Pareek, M.D. is a professor of surgery (urology) at the Warren Alpert Medical School of Brown University and the director of minimally invasive urologic surgery. He completed his urology training at Lenox Hill Hospital in New York City and went on to complete a minimally invasive urology fellowship at the University of Wisconsin Medical School. In 2006, he was recognized by the editorial board of the urology "Gold Journal" as having one of the best scientific papers written by a young investigator. In 2010, Dr. Pareek and collaborators were awarded the Rhode Island Science and Technology Advisory Council (STAC) Award by Governor Carcieri for their work in improving bladder cancer detection, utilizing new 3D visual technology (Providence Business News and Providence Journal, February 2010). Since 2010, Dr. Pareek has become a member of the corporate board of Blue Cross Blue Shield, grown the Miriam urology program to being in the top 30 in the United States, and recently joined an advisory committee to the Governor's office and Department of Health on reducing the cost of healthcare in Rhode Island.

He currently serves as a reviewer for all the major urologic journals and has served as a mentor to urologists at many international urologic conferences. He has also published numerous articles in urologic literature. Dr. Pareek performed the first robotic prostate and kidney cancer operations in Rhode Island. Dr. Pareek is the co-founder and board member of Friends of Shelter Associates, a non-profit organization in Rhode Island, dedicated to providing sanitation systems to the population of India. Dr. Pareek is also the Medical Director of Bay Area Mobile Medical, a provider of cutting-edge medical technology in Rhode Island. Dr. Pareek does not currently provide medical marijuana recommendations to his patients and would not provide any for the duration of his association with The Rhode Island Compassion Center, Inc.

Duties and Responsibilities

The Medical Director is responsible for supervising the medical aspects of The Center. The Medical Director will keep The Center informed of new studies in medical marijuana research and review new patient intake information for side effects and interactions. The Medical Director is responsible for supervising and coordinating the clinical research activities of The Center. The Medical Director will work with the Executive Director to develop and update educational curricula and product lines.

Authority and Supervision

The Medical Director has authority over the medical policies of The Center. The Medical Director will report to the Executive Director periodically. Responsibilities are performed without supervision and performance will be reviewed on an annual basis by the Executive Director.

Qualifications

Must be a licensed Medical Doctor. Prior business/administrative and non-profit experience not necessary, but strongly preferred. Must have familiarity with medical marijuana treatment techniques. Cancer Specialist or Neurologist preferred. Must not engage in active recommendation of medical marijuana to patients.

Chief of Security – Donald F. Devine, Jr.

Biography

Mr. Donald Devine Jr. is a dynamic member of the Rhode Island community and retired Rhode Island State Police Detective Sergeant with over 25 years of law enforcement experience. In his tenure as a law enforcement officer, he amassed expert-level knowledge in the areas of narcotics, fraud, intelligence, and organized crime. Mr. Devine's career in law enforcement began at the Rhode Island Department of Corrections in 1980 as a corrections officer. He went on to serve on the Johnston, RI police force and then to the Rhode Island State Police. In 1992

the seasoned law officer earned his master's degree in the Administration of Justice from Salve Regina University in Newport. Mr. Devine owns and operates Teflawn Grassworks, Inc. a commercial and residential landscaping and construction company in business since 2009. Since 2016, Mr. Devine has had a part time position working for the Rhode Island Special Olympics, responsible for weekly collections and deposits.

Duties and Responsibilities

The Chief of Security is responsible for overseeing the internal and external security of The Center. The duties and responsibilities of this position include screening employees, updating background checks and arrest records, ensuring regulatory compliance, coordinate staffing of Security Officers, monitoring live and recorded surveillance footage, supervising inventory, organizing and implementing plan for Center security.

Authority and Supervision

The Chief of Security has supervisory authority over all security matters at The Center. Responsibilities are performed with considerable independence and reviewed only periodically. Performance will be reviewed on an annual basis by the Executive Director.

Qualifications

College graduate or higher education required. 5+ years of law enforcement and management experience necessary. Excellent communication and customer service skills required.



**State of Rhode Island and Providence Plantations
Office of the Secretary of State**

Fee: \$35.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Non-Profit Corporation
Articles of Incorporation**

(Chapter 7-6-34 of the General Laws of Rhode Island, 1956, as amended)

ARTICLE I

The name of the corporation is Rhode Island Compassion Center

ARTICLE II

The period of its duration is ☒ Perpetual ☐

ARTICLE III

The specific purpose or purposes for which the corporation is organized are:

CULTIVATION AND SALE OF MEDICAL MARIJUANA AND OTHER LAWFUL ACTIVITIES
PURSUANT TO RIGL SECTION 21-28.6 ET SEQ.

ARTICLE IV

Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

ARTICLE V

The street address (post office boxes are not acceptable) of the initial registered office of the corporation is:

No. and Street: 1536 WESTMINSTER ST

City or Town: PROVIDENCE

State: RI

Zip: 02909

The name of its initial registered agent at such address is DAVID P. VALLETTA, EAQ.

ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is 3
and the names and addresses of the persons who are to serve as the initial directors are:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
DIRECTOR	GYAN PAREEK	499 WASHINGTON RD BARRINGTON, RI 02806 USA
DIRECTOR	DAVID J DISANTO 6	24 1/2 WALKER RD FOSTER, RI 02825 USA
DIRECTOR	DAVID P DISANTO	80 COOLRIDGE AVENUE

GREENVILLE, RI 02828 USA

ARTICLE VII

The name and address of the incorporator is:

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
INCORPORATOR	DAVID J DISANTO	24 1/2 WALKER RD FOSTER, RI 02825 USA

ARTICLE VIIIDate when corporate existence is to begin 11/07/2019

(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Signed this 7 Day of November, 2019 at 9:47:53 PM by the incorporator(s). *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-6.*

Enter signature(s) below.DAVID J. DISANTODAVID P. DISANTOForm No. 200
Revised 09/07© 2007 - 2019 State of Rhode Island and Providence Plantations
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RHODE ISLAND COMPASSION CENTER
BYLAWS
Adopted 3/12/20 – Effective 3/12/20

ARTICLE I – INTRODUCTION

Section 1.01 Name: The Corporation shall be known as Rhode Island Compassion Center under the laws of the State of Rhode Island as a private nonprofit corporation.

Section 1.02 Offices: The principal office of the Corporation shall be in the City of Providence, Providence County, and State of Rhode Island.

Section 1.03 Purpose: The purpose of the Rhode Island Compassion Center, is to provide patients with safe access to medical marijuana and educate the Rhode Island medical community on the responsible use of the product.

Section 1.04: Our organization is organized for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 1.05 Agency Administration: The Executive Team responsible for the operation of the organization shall consist of:

1. **Executive Director** that is responsible for policy, fiscal and program development, implementation and maintenance.
2. **Medical Director** that is responsible research, testing of product as well as a liaison with local universities on research and development.
3. **Director of Administration and Finance** that is responsible for the development and maintenance of internal administrative system, financial planning and oversight.

ARTICLE II – MEMBERSHIP

Section 2.01 – Definition: The membership of this Corporation shall consist of the persons constituting from time to time the Board of Directors. The rights and privileges of members are such as shall be established by its Board of Directors from time to time.

ARTICLE III – BOARD OF DIRECTORS

Section 3.01 – Compensation: The principal representative body of this Corporation shall be the Board of Directors. At no time shall the composition of the Board of Directions be less than three (3) nor more than fifteen (15) members pursuant to **Section 3.10** of these By-Laws.

Section 3.02 – Powers: The property and business of the Corporation shall be managed by the Board of Directors who may exercise all powers of the Corporation and do all lawful acts to carry out the purposes of the Corporation, such as:

- a) Determine, subject to appropriate regulation, of major personnel, fiscal and program policies of the Corporation.
- b) Approve the agency's annual budget, goals and priorities.

- c) Enforce compliance with all conditions of federal, state, local and private sector grants.
- d) Determine subject to appropriate regulations, of rules and procedures for the Board of Directors.
- e) Elect the officers of the Board and establish committees necessary to ensure effective Board operations.
- f) Oversee the extent and quality of the involvement of the residents in the planning of, and participation in, human service programs administered by the Corporation.
- g) Hire, fire and evaluate performance of the Executive Director.
- h) Approve funding requests and proposals.
- i) Review quality improvement information throughout the fiscal year.
- j) The Board Development Committee will review the by-laws every four (4) years and recommend to the Board any necessary modifications.
- k) In the event of dissolution or final liquidation of the Agency, after the payment and discharge of or provision for all debts and obligations, the Board of Directors shall distribute its remaining assets to one or more organizations that would qualify under 501(c)(3) of the Internal Revenue Code. Such organizations must be able to accomplish the purpose and mission for which the corporation was established. No Director or Officer shall be entitled to any distribution or division of the Corporation's property of the proceeds thereof.

Section 3.03 – Removal from the Board of Directors: Any Board representative may be removed from the Board for cause by a majority vote with a quorum present. The removal action can only be taken after the member is given ten (10) days notice of the meeting and has had the opportunity to appear and be fully heard.

- a) If the Board member has had multiple excused absences for reasons such as health, family concerns of employment related matters, either the Board Chair or Executive Director will contact said member to review their status as well as interest and ability to continue to serve.
- b) Each Board member is expected to conduct himself or herself in a civil manner at meetings, respecting the rights of others to communicate their ideas, while contributing to and encouraging open and thorough discussions. Disagreements shall not result in personal comments or attacks against other Board members. If oppositional behavior by a Board member continues, the Board Chair will meeting privately with the offending Board member to try to resolve the matter. Failing that, the Board member may be removed by a majority vote with a quorum present. The removal action can only be taken after the member is given ten (10) days notice of the meeting and has had the opportunity to appear and be fully heard.

Section 3.04 – Resignation from the Board of Directors: Any director may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect at the time specified in such notice and, unless specific in such notice, acceptance shall not be necessary to make it effective.

Section 3.05 – Conflict of Interest:

- a) A duality or conflict of interest is considered to exist in any instance wherein the actions or activities of a Board member or his immediate family results directly or indirectly in personal gain, personal advantage, or where the interests are subjugated to other obligations (e.g. to another board or agency).
- b) Any duality or conflict of interest on the part of any member of the Board of Directors shall be immediately disclosed to the Board and made a matter of record. Any member of the Board with such a duality or conflict shall not use his or her personal influence regarding such a matter. This shall include, but not be limited to abstaining from all motions, discussions and subsequent votes.

- c) No person may sit on the Board who is an employee of the State of Rhode Island, or of a federal or private agency contracting with the Corporation for the delivery of services.

Section 3.06 – Petition Procedures

- a) Community agencies and representative of groups who feel they are inadequately represented on the Board may petition the Board in writing through its chairperson.
- b) The petition must be signed by fifty (50) residents of the City of Providence who are eighteen (18) years of age or older.
- c) All petitions shall be acted upon at the next regular Board meeting provided the petition is received ten days prior.
- d) After an open and full hearing, the Board shall make a final determination on the petition. The Board shall provide a written response to the petitioning group with a full justification of the final decision.
- e) Where a petition is granted, the Board shall adjust and realign its composition in order to maintain an equal number of public and private sector representatives.

Section 3.07 – Vacancies:

- a) Vacancies occur on the Board due to a removal action for cause or in the event of a resignation of a member.
- b) When a public sector vacancy occurs, the Board shall determine nominees based on their prior experience, interest or employment as related to the mission of the organization. The Board, through the Chair or Executive Director, shall inform the appropriate elected official regarding the vacancy and said nominees along with a request for written input with five (5) business days.
- c) When a private sector vacancy occurs and no alternate has been named, the Board shall request that the organization replace the vacancy. Should the organization not furnish a replacement after 30 days of the request, the Board will select another similar organization from the list established under Section 3.04 of these by-laws.
- d) When a seat of a sector representative is vacant, the remaining representatives of the sector shall caucus to select a replacement for the remainder of the term. The person selected should represent as much as possible the same constituency as the original representative.
- e) The Board shall fill all vacancies as soon as reasonably possible, but no later than sixty (60) days from the date the vacancy occurs.

Section 3.08 – Quorum: The quorum for a meeting of the Board and all committees shall be at least fifty (50) percent of the non-vacant seats on the Board, unless a greater number is required by *Non-Profit Corporation Act*.

Section 3.10 – Meetings

- a) There will be a minimum of four (4) meetings per year or at least one every thirteen (13) weeks.
- b) The Board shall provide to all its members five (5) working days notice of, and the agenda for, all Board meetings at such place as shall be specified in the notice of the meeting, or at the principal office, or at such other place as determined by the President.
- c) The Board shall provide to all committee members five (5) working days notice of, and the agenda for, committee and subcommittee meetings.
- d) The public shall be notified of all full Board meetings by posting the date, place, time and agenda in conspicuous places at least five (5) working days prior to the Board meeting.

- e) Board meetings are open to the public, provided that the person or persons consider the following in closed session:
 - 1. Discussion of job performance, provided that the person or persons involved have not asked that such sessions be open;
 - 2. Collective bargaining matters and issues;
 - 3. Matters pertaining to security, security personnel and security devices;
 - 4. Investigative proceedings regarding allegations of civil or criminal misconduct;
 - 5. Matters pertaining to the acquisition, lease or disposal of real property, wherein advance public information would be detrimental to the interest of the agency; and
 - 6. Discussions pertaining to the prospective location of a business in Rhode Island when open discussions would have a detrimental effect on the interest of the agency.
- f) Special meetings may be called at any time by the President, or in his/her absence by the Vice-President, and shall be called upon the written request of three members of the Board with same request sent to all members of the Board within three(3) working days of notice.
- g) The Annual Meeting of the Corporation shall be held in the spring of each year at a place and time specified by the Board of Directors.

Section 3.10 – Voting

- a) All motions require a simple majority vote of members present at any meeting, unless otherwise specified in these By-laws or by Non-Profit Corporation Act, in order to pass.
- b) Voting by proxy is not permitted at Board, committee or subcommittee meetings.
- c) A consent vote outside of a regular Board meeting will require a 2/3 majority to pass and duly recorded in the minutes of the next Board meeting.

Section 3.11 – Minutes of Meetings

- a) Minutes shall be prepared for all Board, committee and subcommittee meetings.
- b) The minutes shall include a record of all votes on all motions.
- c) The minutes of all committee meetings shall be distributed to all Board members prior to the next Board meeting.
- d) Minutes of all Board meetings shall be available for review by the general public at the principal office of the Corporation.
- e) Upon written request, translation of Board meeting minutes shall be available in areas where a significant portion of the population does not speak English.
- f) The Board chair and Secretary shall sign all Board approved minutes.

Section 3.12 – Attendance

- a) Regular attendance is expected of all Board members.
- b) After two (2) consecutive absences without notification, the Secretary will send a letter to the Board member informing him/her that a third absence without notification may result in removal from the Board as per Paragraph (c). Absence from three (3) consecutive meetings or absenteeism of more than 50% during any twelve (12) month period without a satisfactory reason submitted to the Board may be considered cause for removal as per *Section 3.03 – Removal from the Board of Directors*.

Section 3.13 – Committees

- a) Committee Composition and Action
 - 1. The composition of committees in terms of sector representation will parallel that of the Board. No committee will act on behalf of the Board without reporting any such action to the full Board. All such actions will be ratified or modified through subsequent Board action.
- b) Executive Committee
 - 1. There shall be three (3) Officer Executive Committee composed of the President, Vice-President, Secretary and Treasurer with any other Board members appointed by the Chair as needed.
 - 2. The Executive Committee shall have the power to act for and in place of the Board of Directors at any time when action by the Board of Directors is urgent and a quorum cannot be obtained. The Executive Committee shall report any action taken by it to the Board of Directors at its next meeting.
 - 3. The Executive Committee acts in place of a Personnel Committee and addresses policy, procedures or actions relative to specific employee circumstances as needed.
- c) Finance Committee
 - 1. There shall be a three (3) member Finance Committee. The Chairperson of the Finance Committee shall be the Treasurer of the Corporation. The remaining two members shall be appointed by the Chairperson.
 - 2. The Finance Committee shall submit for Board approval an annual budget of the central administrative component, all other program component budgets, and advise the Board on all finance related matters of the Corporation.
- d) Board Development Committee
 - 1. There shall be a three (3) member Board Development Committee appointed by the President.
 - 2. The Board Development Committee will be responsible for recruitment, training and orientation of new members. This committee will nominate replacements to the Board when there are vacant positions for the public and private sectors and be responsible for the review of the by-laws as needed or a minimum of every four (4) years.
- e) Planning Committee
 - 1. There shall be a minimum of a three (3) member planning, monitoring and evaluation committee appointed by the President
 - 2. The Planning Committee shall be responsible for the agency strategic plan and evaluating the goals and outcomes developed in this process by the Board of Directors, Executive Director and Senior Managers. This Committee shall also maintain oversight of the accreditation process.
- f) A Facilities Committee shall be responsible for the oversight of the agency's buildings and recommendations related to capital needs.
- g) The President shall appoint all committee chairpersons except as specified in section (c) above, and establish "ad hoc" committees and subcommittees as needed to carry out the business of the Corporation.
- h) Committees will be comprised of a minimum of three (3) Board members with any additional internal or external appointees being approved by the Board Chair.

Section 3.14 – Officers

- a) The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer who shall be elected annually at the Annual Meeting, for a one-year term, by the Corporation.
- b) Any elected officer may be removed from office for cause by the affirmative vote of a majority of the Board with a quorum present. The removal action can be taken only after the officer is given ten (10) days written notice of the Board meeting and has the opportunity to be fully heard and represented.
- c) The President shall preside and have the right to vote at all meetings of the Board and Executive Committee. The President shall also be a nonvoting “ex officio” member of all committees with the exception of the Nominating Committee and shall have general supervision of the management of the business of the Corporation. The President performs such other duties as may be from time to time assigned to him or her by the Board of Directors.
- d) The Vice-President shall perform the duties and exercise the powers of the President in the event that she/he is absent or unable to carry out his/her responsibilities. The Vice-President performs such other duties as may be from time to time assigned to him/her by the Board of Directors.
- e) The Secretary shall keep a true report of all proceedings of meetings and shall file and safely keep all reports of officers and committees, all official documents of such committees, all official documents and such communications as may be of importance to preserve, and shall deliver to his/her successor in office all such records, reports, papers and communications. The Secretary, or designee, shall duly notify each member of the Board of Directors of the time and place of all meetings and shall conduct such correspondence as the President may direct. The Secretary performs such other duties as may be from time to time assigned to him/her by the Board of Directors.
- f) The Treasurer shall chair the Finance Committee, ensure that all financial documents of the Corporation are kept in proper form and establish an adequate reporting system for the Finance Committee, Board of Directors or other appropriate authorities. The Treasurer performs such other duties as may be from time to time assigned to him/her by the Board of Directors.
- g) A Board member may hold up to two offices at the same time.
- h) Any officer may resign at any time by giving written notice to the Board of Directors of the Corporation or to the President or Secretary thereof. A resignation shall take effect at the time specified in such notice thereof, and unless otherwise specified in said notice, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE IV – FISCAL PROCEDURES

Section 4.01 – Fiscal Year: The fiscal year of the Corporation shall be January 1 through December 31.

Section 4.02 – Authorized Signatures: All checks of \$2,500.00 or less shall be signed by the Executive Director or in his absence the Deputy Executive Director so as to execute time sensitive payments to vendors or other critical financial support services on behalf of consumers of the organization. The Executive Director and Deputy Executive Director or another Corporation officer shall sign all checks, drafts, promissory notes and obligations of the Corporation exceeding \$2,500.00. The Director of Administration and Finance shall make available a list of checks that have been executed in excess of \$2,500.00 at minimum on a quarterly basis for the Finance Committee for review and sign-off.

Section 4.02 – Authorized Signatures (continued): The Executive Director and the Chair of the Board of Directors shall dually sign all new contracts and other legal relationships of the Corporation. The Executive Director shall be the sole signatory for continuing contracts on behalf of the Corporation.

Section 4.03 – Disbursements: The disbursements of corporation funds shall be in the form of a check.

Section 4.04 – Bonding: The President, Vice-President, Secretary, Treasurer and any other Board or staff member show shall be designated by the Board of Directors shall be bonded at the expense of the Corporation, in such sums and with sureties satisfactory to the Board for the faithful performance of their duties.

Section 4.05 – Audit: At the conclusion of each fiscal year, the Board of Directors shall have prepared a full and clear statement of the business and condition of the Corporation, as compiled by an independent Certified Public Accountant.

Section 4.06 – Annual Report: A summary of agency progress and financial information shall be prepared for distribution at each Annual Meeting.

Section 4.07 – Depository: The Board of Directors shall designate a depository in the name and credit of the Corporation for all funds and valuable effects.

ARTICLE V – INDEMNIFICATION

The Corporation shall indemnify any person who was or is a part or is threatened to be made a party to any threatened, pending, or completed action; suit; proceeding, whether civil, criminal, administrative by reason of the fact that he/she is or was a Director, officer, employee or agency of the Corporation as a Director, officer, employee or agency of another corporation, partnership, joint venture, trust or other enterprise, against expense (including attorney's fees), judgements, fines and amounts paid in settlement, to the extent permitted by law.

ARTICLE VI – AMENDMENTS

Article 6.01 – Suspension or Amendment: Any amendments of the by-laws shall be proposed at a legal meeting of the Board and shall be acted upon at the subsequent meeting. Notice of the intention to alter or amend shall be inserted one week prior to the meeting at which the vote is taken. A vote in the affirmative by two-thirds of the entire Board membership shall be required to adopt any amendments.

Section 6.02 – Governance: “Robert’s Rules of Order” will govern all meetings of the Board of Directors subject to these by-laws.

ARTICLE VII – DISSOLUTION

Section 7.01 – Dissolution: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the Federal government, or to the state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of common Pleas of the county in which the principal office of the organization is then currently located, exclusively for the purpose or to such organization(s), as said Court shall determine, which are organized and operating exclusively for such purposes.



State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, Secretary of State

CERTIFICATE OF GOOD STANDING

I, Nellie M. Gorbea, Secretary of State and custodian of the seal and corporate records of the State of Rhode Island, hereby certify that:

Rhode Island Compassion Center

is a Rhode Island Non-Profit Corporation organized on **November 07, 2019**. I further certify that revocation proceedings are not pending; articles of dissolution have not been filed; all annual reports are of record and the corporation is active and in good standing with this office.

This certificate is not to be considered as a notice of the corporation's financial condition or business practices; such information is not available from this office.



SIGNED and SEALED on

November 12, 2020

Secretary of State

Certificate Number: 20110052270

Verify this Certificate at: <http://business.sos.ri.gov/CorpWeb/Certificates/Verify.aspx>

Processed by: aalbert



State of Rhode Island and Providence Plantations

Department of State | Office of the Secretary of State

Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

January 16, 2017 11:56 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State





David J. DiSanto, J.D.

Education	2007-2010	Roger Williams School of Law	Bristol, RI
	Juris Doctor: May 2010		
	2001-2004	Providence College	Providence, RI
	Business Management		
	Bachelor of Science: May 2004		
	1996-2000	Moses Brown School	Providence, RI
Work Experience	2017-Present	Deep Green, LLC	Warwick, RI
	General Manager		
	Oversee daily operations and manage team of 12-18 employees. Develop and enforce legal policies. Product development and design.		
	2002-Present	Orion Property Management	Cranston, RI
	Property Manager/President		
	Acquire new clients; negotiate leases; maintain property directly and through subcontracting arrangements; prepare financial statements; coordinate billing for utilities, property taxes, and all other operating expenses.		
	2006-2007	Peter M. Scotti & Associates	Providence, RI
	Trainee Appraiser		
	Complete commercial, residential, and small income appraisal reports; complete educational requirements for MAI designation and state licensure; maintain relationships with clients; develop comparable databases.		
	2005-2006	Statewide Real Estate Appraisal	Johnston, RI
	Trainee Appraiser		
	Complete residential and small income appraisal reports; maintain relationships with brokers; conduct interior inspections.		
	2004	Fidelity Title and Escrow	East Providence, RI
	Title Examiner		
	Performed title examinations; constructed spreadsheets to analyze title order patterns and profitability margins for current vendors.		
	2003	Professional Mortgage Corp.	East Providence, RI
	Compliance Officer		
	Organized current broker licenses and application materials; created tracking system for renewal dates and other compliance deadlines; completed renewals for all current licenses; completed and coordinated new broker applications in six states.		
Professional Certifications	2005- Rhode Island Trainee Appraiser License		
	2004- Rhode Island Insurance Producer License (Life, Accident and Health)		
	1999- Microsoft Certified Professional TCP/IP Networking		

David P. DiSanto, CPA/CFF/PFS, MST



David P. DiSanto is a Partner with DiSanto Priest & Co. and has over forty years of experience in public accounting focusing on privately-held business and high net worth individuals. He served for over twenty-five years as the Managing Partner of DiSanto Priest & Co. and is currently the Chief Executive Officer of The Bentley Group.

Mr. DiSanto earned a Bachelor of Science degree with a concentration in accounting and a Masters of Science in Taxation degree from Bryant University. Prior to joining DiSanto Priest & Co., he served as a Manager with the Private Business Group at KPMG Peat Marwick.

He has lectured at numerous professional and academic institutions on subjects such as LIFO, pension and profit sharing plans, and wealth accumulation.

Academic and Professional Credentials

- Master of Taxation, Bryant University, Summa Cum Laude
- Bachelor of Science, Business Administration, Accounting, Bryant University, Magna Cum Laude
- Life and Accident/Health Insurance License
- Securities License (Series 65)

Professional

- Member of American Institute of Certified Public Accountants
- Member of Rhode Island Society of Certified Public Accountants
- Former Board of Directors of Alltott Group, a World-wide Alliance of Independent Accounting, Law and Consulting Firms

Other

- Member, Aurora Civic Association, Providence, Rhode Island
- Member and Former Treasurer, Alpine Country Club, Cranston, Rhode Island
- Treasurer, Shakespeare Hall Condominium Association, Providence, Rhode Island
- Former Corporator, Bristol Country Savings Bank, Pawtucket, Rhode Island

CURRICULUM VITAE

GYAN PAREEK, M.D.

Academic Address:

Academic Telephone Number:

Academic Fax Number:

Mobile Number:

Electronic Mail Address:



EDUCATION

Undergraduate: University of Pittsburgh, Pittsburgh, PA
Bachelor of Science in Neuroscience, 1991

Graduate: Roswell Park Cancer Institute, SUNY at Buffalo
Buffalo, NY
Master of Science, 1993

Brown University
Providence, RI
Master of Arts ad eundem, 2014

Harvard Medical School
Boston, MA
Harvard Scholar in Surgical Leadership, 2019

Medical School: St. George's University School of Medicine,
M.D., 1998

POSTGRADUATE TRAINING

Residency: Lenox Hill Hospital, New York, NY
Surgery (PGY1), 7/1/1998-6/30/1999

Lenox Hill Hospital, New York, NY
Surgery (PGY2), 7/1/1999-6/2000

Lenox Hill Hospital, New York, NY
Urology, 7/1/2000-6/30/2004

Fellowship: Laparoscopy and Endourology, University of Wisconsin, Madison, WI
Clinical Instructor, 7/1/2004-6/30/2005

POSTGRADUATE HONORS AND AWARDS

2004	American Urological Association Pfizer Scholar
2005	Annual Essay Contest, Second Place, “Basic Science” and “Elastographic Measurements of In-Vivo Radiofrequency Ablation Lesions of the Kidney.” Endourological Society, Amsterdam, Netherlands
2006	Urology (Gold Journal) Essay Contest, Second Place, “Shockwave Lithotripsy Success Based on Skin to Stone Distance on Computed Tomography.” American Urological Association, Atlanta, Georgia
2009	The Dean’s Excellence in Teaching Award, “ <i>Urology Clinical Elective</i> ”, Alpert Medical School of Brown University
2011	The Dean’s Excellence in Teaching Award, “ <i>Urology Clinical Elective</i> ”, Alpert Medical School of Brown University
2014	The Dean’s Excellence in Teaching Award, “ <i>Doctoring</i> ”, Alpert Medical School of Brown University
2014	Awarded Master of Arts ad eundem Brown University
2014	Rhode Island Top Doctor – RI Monthly
2015	Rhode Island Top Doctor – RI Monthly
2015	Arthur and Joyce Hurvitz Quality Improvement Award The Miriam Hospital, Providence RI 1 st Place
2016	The Miriam Hospital Foundation Grant Award on Proteomic Analysis of Urine in Stone Formers
2017	Chosen Member of Team USA: TransAtlantic Leaders in Endourologic Technologies (TALENTS) (total team 25 urologists).
2019	Rhode Island Top Doctor – RI Monthly C.A.R.E. Award, The Miriam Hospital, Excellence in Patient Care Gold Award in Patient Care Reisman Family Teaching Award, The Miriam Hospital

2020 Arthur and Joyce Hurvitz Quality Improvement Award
The Miriam Hospital, Providence RI
3rd Place

PROFESSIONAL LICENSES AND BOARD CERTIFICATION

New York #227047	Issued: 12/5/02 – Inactive
Wisconsin #46597	Issued: 3/10/04 – Inactive
American Board of Urology	Part I: 8/6/04 Part II: 3/16/07 MOC Recertification: 10/15/2015 (valid to 2027)
Diplomate, ABU#15533	3/16/07, 1/2010, 10/2015
Rhode Island, MD#11734	Issued: 3/9/05 - Active

ACADEMIC APPOINTMENTS

2004-2005	Clinical Instructor, Department of Surgery, Division of Urology, University of Wisconsin Medical School, Madison, Wisconsin.
2005-2012	Assistant Professor of Surgery (Urology), The Warren Alpert Medical School of Brown University, Providence, RI, 2005- 2013.
2012-present	Associate Professor of Surgery (Urology), The Warren Alpert Medical School of Brown University, Providence, RI, 2013-2019.
2010-present	Director, Endourology Fellowship (non-ACGME sub-specialty), The Warren Alpert Medical School of Brown University, Providence, RI 2010-present.
2019-present	Professor of Surgery (Urology) and Medicine, The Warren Alpert Medical School of Brown University, Providence, RI 2019-present

HOSPITAL APPOINTMENTS

2005- Present	Rhode Island Hospital, Staff Urologist, Division of Urology
2005-Present	Veterans Administration Hospital, 2005-present
2005-Present	Women and Infants' Hospital, Providence, Consultant
2005-Present	Memorial Hospital of Rhode Island, Courtesy Staff
2005-Present	The Miriam Hospital, Consultant
2005-Present	Hasbro Children's Hospital
2007-Present	Director: Minimally Invasive Urologic Surgery, Department of Surgery, Division of Urology, Rhode Island Hospital/The Miriam Hospital, Providence, RI
2013-Present	Director: The Kidney Stone Center, The Miriam Hospital Providence, RI
2013-Present	Co-Director: Minimally Invasive Urology Institute, The Miriam Hospital, Providence, RI

OTHER APPOINTMENTS

2000-Present	Journal Reviewer: Journal of Endourology
2005-Present	Journal Reviewer: Journal of Urology
2005-Present	Journal Reviewer: Urology
2005-Present	Journal Reviewer: Canadian Journal of Urology
2005-Present	Journal Reviewer: Journal of Pediatric Urology

HOSPITAL COMMITTEES

1993	International Community Medicine – Peritoneal Dialysis Committee St. Vincent's Hospital
1995	Co-Founder: Saint Vincent's Heart Foundation
2000-2003	Lenox Hill Hospital Annual Urology Symposium Committee

Annex A - Non Profit Documents

2005- Present	Rhode Island Hospital, Division of Urology, Continuing Medical Education Program Planning Committee,
2007-2011	Rhode Island Hospital, Operating Room Committee
2007-2014	The Miriam Hospital, Robotic Surgery Steering Committee
2009-2014	Chairman Education Committee, Rhode Island Hospital/The Miriam Hospital, Division of Urology
2014-2017	Chairman Program Evaluation Committee, Rhode Island Hospital/The Miriam Hospital, Division of Urology
2012-2014	Rhode Island Hospital, Surgical Clinical Practice & Safety Committee
2014-2016	Operations Committee, Rhode Island Medical Group
2013-Present	Clinical Competency Committee, Rhode Island Hospital/The Miriam Hospital, Division of Urology
2014-Present	Clinical Quality Council, The Miriam Hospital
2014-Present	Min Inv Urology Institute Governance Committee, Miriam Hospital
2017-Present	Brown Physicians Inc (BPI) Clinical Practice/Operations Committee

UNIVERSITY COMMITTEES

1990	HIV/AIDS Research Committee, University of Pittsburgh
1994-1995	Assistant Director of Non-Academic Student Affairs, St. George's University School of Medicine
1999-2010	Admissions Committee, Saint George's University School of Medicine
2011- Present	Admissions Committee, Alpert Medical School of Brown University

MEMBERSHIP IN SOCIETIES

1998-Present	American Urological Association Laparoscopy and New Technology Committee, 2011-2018 Abstract Review Committee 2014-Present
1998- Present	American Medical Association
1998-Present	Endourology Society, 1998 to present Web-site Committee, 2010-2014
2005- Present	American Urological Association New England Section Scientific Program Committee. New England Section, 2010,2011,2014 Co-Chairman, Scientific Program Committee (2010) Board Member, RI Representative to NEAUA 2015-17 Socio-economics Committee NEAUA 2015-17
2005-Present	American Association of Clinical Urologists
2005-Present	Society of Urology and Engineering
2005-Present	Rhode Island Urological Society, President, 2011-present
2007-Present	Society of Laparoendoscopic Surgeons
2009-Present	Rhode Island Medical Society
2012-Present	Fellow American College of Surgeons
2016-Present	Research on Calculus Kinetics (ROCK) Society
2017-Present	Blue Cross Blue Shield Corporation Board Member
2020-Present	Practice Management Committee New England Section American Urological Association Representative to American Urological Association
2020-Present	Advisory Committee on Health Care Actionable Cost State of Rhode Island Health Commissioner, Governor's Office, Brown University School of Public Health

OTHER

2010-Present	Friends of Shelter Associates, co-founder (focus on sanitizing third world countries, www.friendsofsa.org)
2008-2017	Board Member: University Urology Associates, Inc., Providence, RI
2018-Present	Board Member: Brown Urology, Inc Providence, RI
2008-Present	Medical Director: Bay Area Mobile Medical, Providence, RI
2018-Present	Vice-President of Operations, Brown Urology Inc.
2019-Present	Founder/Board Member, zestED, Providence, RI

ORIGINAL PUBLICATIONS IN PEER-REVIEWED JOURNALS

1. **Pareek G**, Armenakas NA, Fracchia JA. Periprostatic nerve blockade for transrectal ultrasound guided biopsy of the prostate: A randomized double-blind, placebo controlled study. J Urol 2001; 166(3):894-7.
2. **Pareek G**, Specht M, Lin DD, Petratos PB, Fahey TH, Soslow RA, Felsen D, Poppas DP. Hand-assisted demucosalized gastrocystoplasty comparing different tissue closure methods. Urol 2001; 58(4):625-30.
3. Hochberg DA, Basillote JB, Armenakas NA, Vasovic L, Shevchuk M, **Pareek G**, Fracchia JA. Decreased suburethral prostatic microvessel density in finasteride treated prostates: A possible mechanism of reduced bleeding in benign prostatic hyperplasia. J Urol 2002; 167(4):1731-3.
4. Specht M, **Pareek G**, Lin DD, Bleustein C, Fahey TJ, Felsen D, Poppas DP. Hand-assisted laparoscopic autoaugmentation gastrocystoplasty. Surg. Endosc 2002; 16(11):1538-41.
5. **Pareek G**, Shevchuk M, Armenakas NA, Vasjovic L, Hochberg DA, Basillote JB, Fracchia JA. The effect of finasteride on the expression of vascular endothelial growth factor and microvessel density: A possible mechanism for decreased prostatic bleeding in treated patients. J Urol 2003; 169(1):20-3.
6. **Pareek G**, Armenakas NA, Fracchia JA. Hounsfield units on computerized tomography predict stone-free rates after extracorporeal shock wave lithotripsy. J Urol 2003; 169(5):1679-81.
7. Armenakas NA, **Pareek G**, Fracchia JA. Iatrogenic bladder perforations: Long-term follow-up of 65 patients. J Am Coll Surg 2004; 198(1):78-82.

Acute Stone Management
Optimizing Stone Management
Metabolic Stone Disease

35. Grand Rounds, Rhode Island Hospital, Division of Urology, 2019
Financial Preparedness for a Career in Urology
BPH
Surgical Management of Stones

36. Grand Rounds, Rhode Island Hospital, Division of Urology, 2020
Metabolic Stone Management
Acute Stone Management

DONALD F. DEVINE JR.

A dynamic individual who is motivated to leverage my education, achievements during 25 plus years of experience in law enforcement, and post retirement activities to secure a position in a challenging and stable environment.

EXPERIENCE

RHODE ISLAND SPECIAL OLYMPICS, SMITHFIELD, RI **2016 TO PRESENT**
Part-time position, responsible for the weekly collection and deposit of donations collected at several local Dunkin Donuts.

TEFLAWN GRASSWORKS INC., SMITHFIELD, RI **2009 TO PRESENT**
Owner and operator of landscape and construction company providing services to a residential and commercial properties throughout Rhode Island.

MORRA ELECTRIC CO., JOHNSTON, RI **2009 TO PRESENT**
Property Manager of 20 apartment units including the maintenance of outside operations of all properties.

RHODE ISLAND STATE POLICE, SCITUATE, RI **1986 TO 2009**
Retired November 2009 as an accomplished Detective Sergeant with 20 plus years of experience as a pivotal member of the Rhode Island State Police.

Career Ranks: Detective Sergeant, September 2004 to November 2009
Detective Corporal, August 1999 to September 2004
Detective Trooper, March 1997 to August 1999
Trooper, January 1986 to March 1997

- As Detective Sergeant, directly supervised a team of 12 members of the Fugitive Task Force.
- A key role in many unit assignments including; the Providence Police Gang Unit, Intelligence/Organized Crime Unit, Auto Squad Insurance Fraud Unit, Narcotics Division, and Violent Fugitive Task Force.
- Possess extensive training and experience, not limited to but includes; investigative techniques, interrogation and interview, report writing, surveillance, and insurance fraud.
- Coordinated, conducted and reported on various types of criminal investigation cases.
- Attendance at North American Fugitive Investigators (NAFI) Conferences, Aetna Insurance Co. training seminars, Incident Command System seminar.

JOHNSTON POLICE DEPARTMENT, JOHNSTON, RI **1983 TO 1986**
Police Officer

RHODE ISLAND DEPARTMENT OF CORRECTIONS, CRANSTON, RI **1980 TO 1983**
Correctional Officer

EDUCATION

Master's Degree in Administration of Justice **1990 TO 1992**
Salve Regina University, Newport, RI

Bachelor's Degree in Criminal Justice **1987 TO 1990**
Roger Williams University, Bristol, RI

Part-time studies with Criminal Justice major **1981 TO 1986**
Bryant College, Smithfield, RI

Rhode Island State Police Academy **January 1986**
Rhode Island Municipal Police Academy **December 1983**
Rhode Island Department of Corrections Academy **May 1980**

Annex B
Management Companies

None.

Rhode Island Compassion Center, Inc. does not anticipate the use of any management companies to supply services, supplies, equipment and/or other goods. Rhode Island Compassion Center Inc.'s operations will be managed internally by the Directors and employees.

Annex C
Anticipated Vendors

Rhode Island Compassion Center, Inc. will not be using any vendors with a financial or familial connection to its Directors, Owners and Key Persons. All anticipated vendors supplying goods, services, supplies, and/or equipment are unrelated third parties. Having no relationship with these entities, Rhode Island Compassion Center Inc. does not have knowledge or the ability to practically ascertain ownership identities/percentages.

Real Estate Entities:

Hampton Family I, LLC – Existing Lease on Cultivation Site
Wolf Properties, LLC - Lease on Retail Site

Services:

National Grid
East Coast Labs
Green Peaks Analytical

Supplies:

MarijuanaPackaging.com (aka A&A Global Imports)
Uline
GrowersHouse.com

Equipment:

N/A – Cultivation already built out, no vendors for retail space > \$100k

Goods:

OSCC, LLC
IDBP, LLC
Evergreen Gardens, LLC
CultivatingRI, LLC (formerly Growing Green)
Best Buds Nursery, LLC
East Coast Cultivation, LLC (formerly Dirtworx)
Full Circle, INC.
Mammoth, Inc.
ICPS, LLC
Arctic Green Inc.
Good Earth Inc.
STJ, LLC d/b/a Fire Ganja (formerly Save the J)
Pinnacle Industries, LLC
RI Cultivation Company, LLC
Green Angel, LLC
OP PHARM, LLC

Annex C - Vendors

RI Tree Service Inc.
Mother Earth Creations Inc.
Heneault & Co., LLC.
Emerald Leaf Organics, LLC
St Jude's Compassion, LLC
Eden of Rhode Island, LLC
JBE Industries, LLC d/b/a/ Sweetspot Farms
Bayside Growers, LLC (Formerly IDN Enterprises)
Jardins Garden, LLC
RTG Industries, Inc. d/b/a Hank's Herbs
NICE, LLC
Ocean Grown Farms, LLC
Bonsai Buds, LLC
The Coughie Pot, LLC
ECCC, LLC d/b/a Infinite Bloom
Sidecar Nursery Inc.
Coastal Farms, LLC
Tier 401, INC.
MAD, LLC
MorrBud, LLC
Gardening for Good, LLC
Mive, LLC
Organic Bees, LLC
GreenMed Pros, Inc.
Treetop Farms, LLC
Zen Blend Farms, LLC
LiVity, LLC
Talaria, LLC
Colorado Ave, LLC
CANNA PHARM RI, LLC
High Gardens Inc.
Mediflor Organics Inc.
Natural Green Choice Consultant, LLC
S&R Gardens, LLC
Kelsy Green, LLC
Verde Inc.
New Leaf, LLC
Salt Pond Medicinal Pathways, LLC
Ocean State Botanicals, LLC
South County Cultivators, Inc.
Donovan Obair, LLC
Aquidneck Harvest Company, LLC
Blackstone Valley Group, LLC

Annex D
Contracts and Agreements

None.

Rhode Island Compassion Center, Inc. does not have any contracts, agreements, or proposals with management companies, vendors, or other contractors. The sole exceptions to this are the lease agreements included in the location section of this application for the properties related to existing cultivation and proposed retail operations.

Annex E - Related Party Transactions

Annex E

Related Party Transactions

None.

There are no financial transactions between Rhode Island Compassion Center, Inc. and any immediate family members of owners, directors or key persons.

Annex F
Real Estate

Rhode Island Compassion Center, Inc. will lease the following real estate for its operations:

Cultivation – [REDACTED], Warwick, RI 02888 (pre-existing lease held by Deep Green, LLC)

Retail – 164 Danielson Pike, Foster, RI 02825 (New Retail Space Lease)

Annex G
Equipment

None.

Rhode Island Compassion Center, Inc. does not plan to purchase or lease any equipment involving compensation/renumeration greater than \$100,000.

Deep Green, LLC will merge with Rhode Island Compassion Center, Inc. upon licensure and has preexisting equipment/deployed assets valued at approximately [REDACTED]. The only equipment previously purchased from a single supplier in excess of \$100,000 is a Supercritical CO2 Extractor from Apeks Supercritical in 2017.

Annex H - Annual Compensation

Annex H Annual Compensation

Schedule of Annual Compensation

Directors

David J. DiSanto, JD

[REDACTED]

David P. DiSanto, CPA

[REDACTED]

Gyan Pareek, MD

[REDACTED]

Officers

Chief Executive Officer, David J. DiSanto

[REDACTED]

Chief Financial Officer, David P. DiSanto, CPA

[REDACTED]

Chief Medical Officer, Gyan Pareek, MD

[REDACTED]

Managers/Persons having managerial control/10 other highest paid people

Chief of Security, Donald F. Devine Jr.

[REDACTED]

Cultivation Manager, Niki Litts (Current Deep Green, LLC Employee)

[REDACTED]

Office Manager, Paul Anderson (Current Deep Green, LLC Employee)

[REDACTED]

Lab Manager, Zachary Forsberg-Lary (Current Deep Green, LLC Employee)

[REDACTED]

Dispensary Manager, TBD

[REDACTED]

Asst. Dispensary Manager, TBD

[REDACTED]

Asst. Cultivator Manager, Candida Musanti (Current DeepGreen Employee)

[REDACTED]

Cultivator, Alexander Garzone (Current Deep Green, LLC Employee)

[REDACTED]

Cultivator, Sarah Reis (Current Deep Green, LLC Employee)

[REDACTED]

Cultivator, Ryan Rodrigues (Current Deep Green, LLC Employee)

[REDACTED]

Cultivator, Michael Marcotte (Current Deep Green, LLC Employee)

[REDACTED]

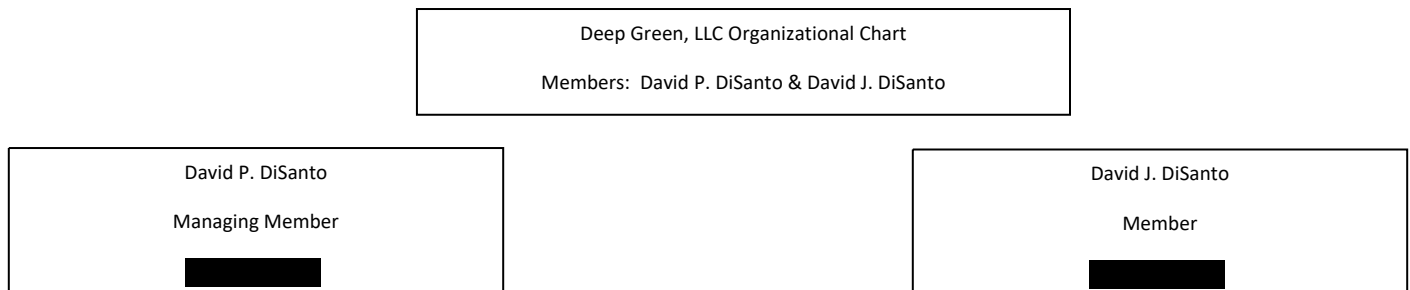
Exhibit A

Disclosure of Financial Interest and Divestiture Plan

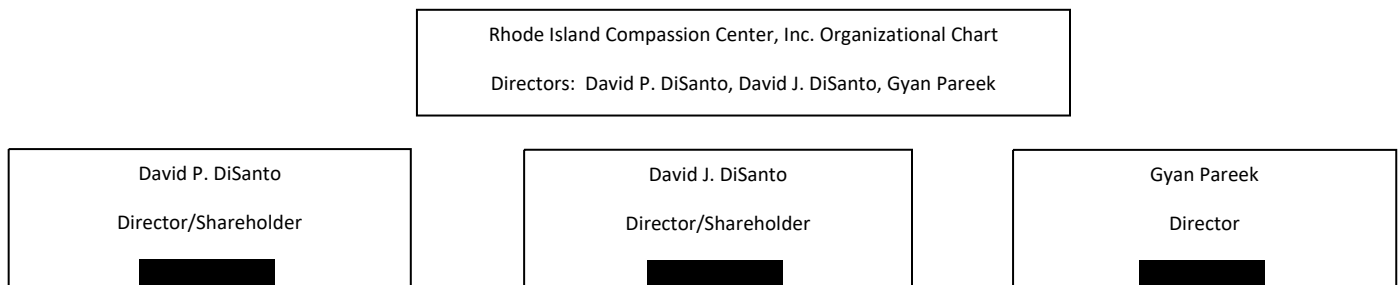
David J. DiSanto and David P. DiSanto are each a [REDACTED] owner of licensed Rhode Island Cultivator Deep Green, LLC (MMP CV 0023). There are no other financial interests in any other Rhode Island medical marijuana compassion center, cultivator, cooperative cultivator or any other marijuana establishment licensee by any director, owner or other key person of Rhode Island Compassion Center, Inc.

Should a compassion center license be granted, all ownership interests in Deep Green, LLC will convert to an equivalent ownership interest in Rhode Island Compassion Center, Inc. upon merger of the two entities. Upon issuance of a license, pursuant to R.I. Gen. Laws § 21-28.6-12(b)(10), Rhode Island Compassion Center shall provide to DBR a certificate from the Rhode Island Secretary of State as to articles of merger of Deep Green, LLC into Rhode Island Compassion Center, Inc. and/or certified articles of dissolution of Deep Green, LLC, and such other documents evidencing the merger and/or transfer of assets and operations as required by DBR. The merger will be completed in compliance with all provisions of Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6, and any other applicable regulations or laws.

Ownership Structure of Deep Green, LLC



Ownership Structure of Rhode Island Compassion Center, Inc.



Compliance Plan

Evidence of Appointment of Compliance Officer

The Center will appoint the Executive Director, David J. DiSanto, J.D. as Compliance Officer to ensure that all regulations and relevant statutes are adhered to. The responsibilities of the Compliance Officer include, but are not limited to: patient privacy, patient registration and sales restrictions, out of state patient sales, workplace drug use policies, testing procedures and policies, labelling requirements, advertising restrictions, product safety, COVID and emergency response, affiliations with local community and patient organizations, compliance with financial regulations, conflicts of interest, disclosures and nonprofit statuses.

A written description of Applicant's policies, procedures, and plan with regard to patient privacy

The Rhode Island Compassion Center is dedicated to protecting the confidential medical information of its patients. Under the Federal Health Insurance Portability and Accountability Act of 1996 (HIPAA), protected health care information (PHI) includes any information, whether oral or recorded in any form or medium that

- "[i]s created or received by a health care provider, health plan, public health authority, employer, life insurer, school or university, or health care clearinghouse"; and
- "[r]elates to the past, present, or future physical or mental health or condition of an individual; the provision of health care to an individual; or the past, present, or future payment for the provision of health care to an individual."

Under Rhode Island General Laws §5-37.3-3, confidential health care information includes all information relating to a patient's health care history, diagnosis, condition, treatment, or evaluation obtained from a health care provider who has treated the patient.

The Center's HIPAA Policies will apply to all information covered under the scope of HIPAA PHI and Rhode Island confidential health care information.

To ensure the safety and security of this information, The Center has had preliminary discussions with Gerald Barry, the owner of the local medical records management firm GBA Health Network Systems, regarding providing The Center with a comprehensive, computerized, HIPAA-compliant system for patient record keeping. The comprehensive plan will include administrative, physical and technical safeguards to ensure the privacy of patient information and health records.

Administrative Safeguards

The Center's computer system will restrict access of protected healthcare information from unauthorized employees. PHI will only be provided to Center staff on a need to know basis. All Center staff will be required to complete extensive HIPAA compliance training prior to active employment. Management will ensure that vendors and business associates comply

with any relevant HIPAA privacy restrictions and procedures. Routine security assessments will be performed by The Center's Chief of Security.

Physical Safeguards

The Center will implement document destruction procedures that ensure digital and hardcopies of records are disposed of properly and are unable to be reconstructed. Printers will be restricted to the manager's locked office. CD-ROM and USB ports will be disabled to prevent removal of PHI off of the premises. A full inventory of all computer and other equipment will be routinely performed by Center staff. The Center will also provide staff with a detailed disaster plan, and ensure that all patient records are backed-up using HIPAA compliant software and procedures

Technical Safeguards

The Center's computer system will be secured in several ways to ensure HIPAA compliance. Employee access will be restricted by the use of user accounts to only allow access to information they are allowed to view. A comprehensive security package will be installed, including an internet firewall, to prevent transmission of PHI over the internet. Encryption will be utilized to ensure that no PHI is accessed without proper authorization. All computer software relating to PHI will be assessed to ensure HIPAA compliance. Managers will be automatically notified by the system if an attempted breach is in progress.

Sales to out of state patients

Out-of-state patient cardholders will be served in accordance with R.I. Gen. Laws § 21-28.6-4(o), provided the receiving or purchasing patient has a valid medical marijuana card, or its equivalent, which has been issued by the applicable regulating authority for the medical marijuana program of the issuing U.S. state/jurisdiction/territory. The patient must also possess and present valid government issued identification matching the name on their medical marijuana card.

Each patient verified pursuant to § 1.6.3(E)(2)(a), shall complete an intake form (upon a form acceptable to DBR) which includes at a minimum the home state card registration number (or if the home state registration number is not available, a unique identifier assigned by the compassion center).

Out-of-state patient information shall be maintained confidentially in accordance with § 1.6.6(D)(2).

We shall provide each out-of-state patient cardholder with a notice regarding the requirements and prohibitions under the Act and any regulations promulgated thereunder that apply to dispensing and use of medical marijuana within the State of Rhode Island, including without limitation notice of medical marijuana dispensing and possession limits, prohibition of taking medical marijuana and medical marijuana products across state lines and prohibition of smoking in public places.

Any prospective customer who does not meet the qualifications listed above will be denied service.

Procedures for Safely Dispensing Medical Marijuana to Registered Qualifying Patients/Caregivers

All persons entering the facility must enter through the security threshold. All bags are subject to search. No person shall enter or leave the facility unless they have been processed by security/patient intake. Each patient must present their qualifying medical marijuana patient card and photo ID in order to make a purchase. Center Staff must confirm that the photograph matches the purchaser. Center Staff will be available to answer any questions about products. New Patient Intake Procedure will require staff to log patients' medical information, allowing the computer to alert the cashier about possible interactions, side effects or new medical research that should be communicated to the patient. In addition, the Medical Director will review all new patient intake information to ensure patient health and safety.

Procedures to Ensure Accurate Record Keeping

The New Patient Intake Procedure requires that patients/caregivers present their medical cards, and expiration dates which will be entered into the computer for tracking. Qualifying patients will then be issued a customer card, which will be used for both security and point of sale control. A patient must have this card present to make a purchase, and The Center computer system will alert employees when medical recommendation expires and needs renewal, preventing distribution to patients who have expired status.

The computer system will also link any patient and caregiver accounts to determine total amount purchased in the past 15-day period. If total purchases in this timeframe exceed the standard purchase limit, the computer will not allow distribution without a manager's approval. At this point, the manager must be summoned and will determine whether to allow the transaction. No patient or caregiver shall be provided more than the maximum allowable amount under Rhode Island Law under any circumstance.

The Center will implement computerized tracking of patient purchases, allowing employees to view the frequency and amount of patient purchases. The computer will not allow any distribution in excess of legal limits.

Procedures for access to restricted areas

All employees must wear a security identification card at all times. The identification card contains an electronic chip, which will allow employees access to certain restricted areas depending on their job function. All employees must swipe their security card before entering or exiting a secured doorway. The computer will automatically notify management if a security discrepancy is detected. The computerized access control system will log all movement throughout the building's restricted and non-public areas. Routine security audits will be conducted by management to ensure compliance with all security protocols. Employees may

not enter restricted areas unless accompanied by management. Patients/customers are strictly forbidden from entering the non-public side of the facility. A manager must accompany any service personnel or other individual requiring access to restricted areas. At no point will any unauthorized person be unsupervised in a restricted area. Employee violations of Center security procedures will prompt disciplinary actions that accompany infractions of other Center rules, up to and including termination.

Affiliations with local patient and community organizations

Approvals by Board

The Board of Directors will determine any affiliations that The Center has with third party patient interest groups. The reputation of the Center is of the utmost importance and as such, careful consideration will be given to which organizations are partnered with. Similarly, The Center will monitor the activities of its affiliates to ensure that regulations which apply to third party advertising are not being violated by the affiliate. Any action by an affiliate which violates DBR regulations, Rhode Island Law, or the policies and code of ethics of The Center will immediately trigger a response by the Board to terminate the affiliation or otherwise act to remedy the violation.

Center Clubs and Events

The Center will regularly host a wide variety of educational and community building events. In addition to formal classes and informational seminars, The Center employees will encourage patient-run interest groups and provide free meeting space for these groups. Patients will receive optional email alerts of upcoming events and advertisements of upcoming activities will be posted around the patient lounge. Employees and patients are encouraged to suggest new outreach ideas to the Patient Services Manager or Executive Director.

RIPAC Alliance

The Center will seek to partner with RIPAC in a variety of ways. First, The Center will contract with RIPAC to help conduct new patient information sessions where new patients are educated about applicable laws and medical marijuana safety. Second, The Center will provide a safe meeting place for RIPAC registered patient meetings. Third, The Center will work with RIPAC on joint efforts to educate the community and promote the medical benefits of marijuana.

Employee/workplace drug use policies and procedures Drug and Alcohol Policy

Purpose

The purpose of this policy is to protect the health and safety of our employees, customers and vendors. Use of alcohol or drugs impairs the ability of an employee to perform their duties and may endanger the employee, coworkers and the public as well as property. The Center seeks to prevent the use/abuse/misuse of drugs and alcohol by employees in any way, which impairs their ability to perform their duties.

Policy

The manufacture, distribution, dispensing, possession, sale, purchase, or use of illegal drugs while on Center premises is prohibited.

Being under the influence of alcohol or illegal substances on Center premises is prohibited. The unauthorized use or possession of alcohol, prescription drugs or over-the-counter drugs on Center premises is prohibited. Employees will be subject to random drug testing at any time the Executive Director feels that testing would be in the best interests of The Center.

Employees who violate this policy are subject to disciplinary action including termination.

The policy applies to all employees of the Center regardless of rank or position and includes temporary and part-time employees.

Definitions

1. **Employee** means all individuals employed by our Center in any capacity whatsoever (including management).
2. **Illegal or unauthorized controlled substances** means any substance:
 - A. the use, possession, or sale of which is illegal under Rhode Island Law; or
 - B. which cannot legally be purchased over-the-counter, and which is not prescribed or being used under the recommendation/supervision of a physician; or
 - C. which, even if purchased over-the-counter or prescribed, is being used other than as prescribed or directed.
3. **Alcohol** means any alcoholic beverage or substance containing ethyl alcohol.
4. **“Under the Influence”** means having consumed or ingested alcohol, legal or controlled substances to the extent that, in the opinion of the Center one or more of the following is true:
 - A. The employee’s reason or mental ability has been affected;
 - B. The employee’s judgment is impaired;
 - C. The employee’s emotions are visibly affected; or
 - D. The employee has, to an extent, lost control of bodily actions.

Preventive Acts

Employees taking drugs prescribed by an attending physician should advise their direct supervisor in writing of the possible side effects of such medication that may affect their job performance and physical/mental capabilities. This written information will be kept confidential and communicated to the direct supervisor prior to the employee commencing work. All prescription drugs used while on Center premises must be kept in their original containers.

Coordination with Law Enforcement Agencies

The sale, purchase, transfer or possession of an illegal drug or unauthorized controlled substance is a violation of the law. The Center will report information concerning such possession, distribution, or use to law enforcement officials and will turn over to the custody of law enforcement officials any such substances found during a search of an individual or property. The Center will cooperate fully in the prosecution and/or conviction of any violation of the law.

Safety Procedures

All employees are required to read and sign the Rhode Island Compassion Center Operations Manual. Employees will be subject to criminal background check as a condition of employment. For the safety of our workplace, employees will be required to comply with The Center's Drug-Free workplace policy, including random drug testing at the request of the Executive Director or Chief of Security.

Compliance testing policies and procedures

Rhode Island Compassion Center will maintain strict product quality standards for all medicine sold at the facility. Comprehensive compliance testing policies and procedures will be followed to ensure that only safe, authentic medicine is sold to patients. All medical marijuana flower and any other products derived from marijuana plants will be subject to the most up to date required state tests conducted by a qualified independent lab. Any product purchased from local cultivators must be accompanied by a Certificate of Authenticity from a licensed, independent laboratory indicating its potency of cannabinoids as well as guaranteeing safety relative to mold, yeast, and other organic contaminants once required. Metals and pesticide testing will also be required and enforced when state testing threshold limits are implemented. All marijuana products produced by The Center directly will be sent out to an independent lab for the same tests as any medicine purchased from cultivators. The Center will also utilize existing laboratory equipment to conduct additional testing on products purchased. The Center will send out random samples of purchased inventory to periodically verify the authenticity of the product received from third party vendors. As an existing Cultivator, the Executive Director is familiar with all current testing regulations, including randomization, labeling and quarantine requirements. Every requirement of § 1.11 [230-RICR-80-05-1](#) will be adhered to.

Product that has yet to be sampled for testing will be stored in containers sealed on all sides in a predetermined area. Each container will be affixed with a label that includes the required information listed in the regulations.

Product that is awaiting/pending test results will also be stored in sealed containers and labelled with the appropriate information for product in this phase.

If a sample's result exceeds an action level in 216-RICR-60-05-6 or otherwise is deemed unsafe or not compliant with regulations, the batch that the sample was taken from will be immediately destroyed in accordance with regulations, and the event recorded in the approved marijuana tracking system. If remediation can be accomplished in a safe manner and is deemed worthwhile, The Center may apply to the DBR for permission to remediate, as set forth in the regulations. No material will be sold or transported until the completion and successful passage of quality assurance testing as required in 216-RICR-60-05-6.

The Center will immediately comply with all requests made by DBR or DOH for product recalls by following the approved recall plan and any other instructions. Any recalled product will immediately be placed in quarantine or with a third-party custodian if directed by DBR or DOH. Any required notifications to patients or orders for destruction will be complied with immediately.

Policies and procedures mechanisms to ensure compliance with prohibited financial interest

Financial oversight and compliance plan

As a non-profit corporation, financial oversight and maintaining a focus on benefitting the patient base of Rhode Island is of the utmost importance. The board of Directors will be tasked with providing oversight and enforcing the policies and procedures established. At all times, the Board will ensure that The Center is fulfilling all the compassion center requirements set forth in The Edward O. Hawkins and Thomas C. Slater Medical Marijuana Act, Chapter 21-28.6 as well as abiding by all relevant provisions of Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6. This includes compliance with any regulations prohibiting conflicting financial interests.

A minimum board size, a requirement that Directors be independent and financially literate, and the formation of finance, charity, and audit committees are some of the ways Rhode Island Compassion Center has structured the Board of Directors to provide proper oversight and compliance with all OCR regulations and Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6. The Board will also ensure that different employees are responsible for key financial tasks, separating duties and creating redundancies where prudent to protect the funds and operations of The Center.

Adequate financial controls will be instituted including but not limited to separation of duties of employees, signature approvals on checks, required board approval of large charges/payments, monthly budget and cash flow reports, regular meetings of the audit committee, and daily oversight by the Director of Administration and Finance. These controls will ensure compliance with Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6, as well as with § 1.2 of the Regulations. Specific attention will be given to compliance with all provisions in regulation

sections §§ 1.2(C)(4)(i) & 1.2(F)(7), as well as §§ 7-6-26.1, 7-6-31, and 7-6-32 of the Rhode Island Nonprofit Corporation Act. No interest holder will be permitted to have financial interest or control in another marijuana establishment licensee. All competing interests must be completely divested prior to association with The Center. Conflicts of interest of any key persons will be prohibited in compliance with §§ 7-6-26.1. Dividends and loans to any key persons will also be prohibited. The Executive Director/Compliance Officer will be responsible for maintaining current, complete disclosures of any conflicting interests with the DBR Office of Cannabis regulations, recognizing the continuing obligation to disclose.

Personal conduct policies including, but not limited to, a clear code of ethics, conflict of interest disclosure and recusal, document retention and whistleblower protections have been developed to provide clear guidance and oversight to both employees and board members in an effort to mitigate undesirable activity, provide accountability for all parties, and compliance with all relevant laws and regulations.

To ensure that our overall mission to benefit the medical marijuana patients of Rhode Island is achieved, the Board of Directors will be tasked with providing strict financial oversight to both long- and short-term operations of The Center. The Board will determine compensation of management and employees using comparability data so that employees and managers are compensated fairly in relation to the industry. Annual budget approval as well as monthly reviews of budget and cash flow reports will be executed by our board and Director of Administration and Finance to ensure financial stability. An Audit Committee will be tasked with providing oversight and ensuring compliance with Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6, as well as with § 1.2 of the Regulations. The Board will ensure adequate financial reserves, fundraising where necessary, and develop policies governing fundraising and gift acceptance.

Retained earnings and capital contributions in excess of necessary reserves will be reinvested in the Rhode Island patient community. A Charity program will be implemented to assist the indigent and terminally ill populations, providing discounts and/or free medicine. Furthermore, once the indigent subsidy demand has been satisfied, The Center will seek to reduce its overall pricing structure for all members of the patient community.

Finally, the Board of Directors will be responsible for risk assessment. Mitigation of risk from both financial and operationally is of utmost importance to the stability of The Center. The board will regularly review policies and procedures in order to mitigate risks from internal and external threats as much as possible. The routine review and amendment of all policies will also ensure compliance at all times with Rhode Island Nonprofit Corporation Act, R.I. Gen. Laws Chapter 7-6, as well as with § 1.2 of the Regulations.

Requirements for establishing and maintaining nonprofit status

Rhode Island Compassion Center is a Rhode Island Domestic Non-Profit Corporation in full compliance with Rhode Island Law and in good standing with the Rhode Island Secretary of

State. The Center has tasked the Board of Directors to ensure continued financial and ethical compliance with the requirements in the Rhode Island Nonprofit Corporation Act. Rhode Island Compassion Center is not a 501(C)(3) non-profit and thus has no federal non-profit status requirements.

COVID Plan

COVID-19 Action Plan

UPDATED MONDAY 11/27/2020

All employees will be verbally screened for symptoms before beginning their shift. Any employees showing signs of illness will be asked not to report to work or will be sent home if they begin to show signs of illness during their shift. Management will communicate with employees reporting signs of illness regarding precautions to be taken, including advisement to be tested for Covid-19 infection if deemed appropriate. Management will report to the Department of Business regulation any employees diagnosed with Covid-19 infection or whose medical caregiver suspects Covid-19 infection if an actual test is not available.

Additionally, employees must adhere to the following guidelines:

- **WASH OR SANITIZE HANDS IMMEDIATELY BEFORE BEGINNING WORK AND OFTEN THROUGHOUT THE DAY**
- **MAINTAIN A 6-FOOT DISTANCE BETWEEN YOURSELF AND OTHERS AT ALL TIMES. WE WILL WORK WITH ONLY ONE PERSON PER ROOM WHENEVER POSSIBLE.**
- **WEAR A NEW LAB COAT EVERY DAY. USE A SPARE OR GUEST COAT IF NEEDED. PUT YOUR USED LABCOAT IN THE LAUNDRY BASKET AT THE END OF EACH SHIFT.**
- **WEAR A MASK AT ALL TIMES**
- **WEAR GLOVES AT ALL TIMES WHILE WORKING WITH FLOWER, EXTRACTS, OR ANY OTHER MEDICATED PRODUCTS. CHANGE GLOVES OFTEN THROUGHOUT THE DAY, AND ALWAYS AFTER TOUCHING FACE OR BARE SKIN OR HAIR, EATING, USING BATHROOM, BLOWING YOUR NOSE, OR TOUCHING NON-STERILE SURFACES.**
- **SANITIZE ALL COMMON SURFACES AT LEAST 2 TIMES PER DAY AND WASH LAUNDRY ON 'SANITIZE' CYCLE EVERY DAY FOR LABCOATS AND UNIFORMS. ACCEPTABLE SANITIZERS ARE ISOPROPYL ALCOHOL OF AT LEAST 70% CONCENTRATION, OR A BLEACH DILUTION OF: 5 tablespoons (1/3rd cup) bleach per gallon of water OR 4 teaspoons bleach per quart of water.**
- **DO NOT REPORT TO WORK IF YOU ARE ILL OR SUSPECT THAT YOU MAY BE. NOTIFY MANAGEMENT IMMEDIATELY IF YOU HAVE BEEN DIAGNOSED WITH COVID-19**

**INFECTION OR IF YOUR HEALTH CARE PROVIDER SUSPECTS INFECTION IN THE
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Biography related to the marijuana industry in Rhode Island or any other state:

The Rhode Island Compassion Center is a Rhode Island Non-Profit Corporation, founded by an experienced Board of Directors comprised entirely of local Rhode Island residents. Our team was among the first groups to apply for a compassion center license in 2011 and scored second place in the competitive rankings by the Department of Health (see attached appendix a). Our directors have since gone on to found Deep Green, LLC (MMP CV 0023) in March 2017, one of Rhode Island's leading licensed cultivators.

David J. DiSanto, J.D. - Executive Director

David J. DiSanto, J.D. is a member of the Rhode Island Bar Association, holds a degree in Business Management from Providence College and a Juris Doctorate from Roger Williams School of Law. He is an expert in the cultivation of medical marijuana, specializing in organic hydroponic systems and hard-to-cultivate sativa varieties. Mr. DiSanto is currently an owner of the Rhode Island Licensed Cultivator Deep Green, LLC., where he manages the day-to-day operations of the business. Deep Green is a Class B cultivator with approximately 9,000 square feet of built-out canopy space and a fully operational laboratory with a supercritical CO₂ extractor and gas chromatography testing equipment. Deep Green currently produces over 30 medical marijuana and CBD strains in a perpetual harvest system. The laboratory produces a full line of concentrates including bubble hash, vape pens, decarboxylated CO₂ oil, Rick Simpson oil, shatter, wax, terp sauce and dab taffy. Deep Green regularly sells products to all three of the existing dispensaries. Currently Deep Green employs 10 full time and 5 part time employees, offering some of the highest compensation and benefits in the local industry. Beyond Deep Green, Mr. DiSanto has extensive experience in the medical marijuana industry beginning with his role [REDACTED] in the early days of Rhode Island's medical marijuana program. Mr. DiSanto has also owned and operated a local commercial property management firm, Orion Property Management, since 2001. Mr. DiSanto lives on a small organic farm where he cultivates organic fruits and vegetables and raises livestock.

David P. DiSanto, CPA, MST, CFF, PFS – Director of Administration and Finance

David P. DiSanto, CPA serves as a senior partner at DiSanto, Priest & Co. Specializing in corporate and individual tax matters, he has forty years of experience with privately-held businesses and high net worth individuals. Mr. DiSanto is also an owner of licensed Rhode Island cultivator Deep Green, LLC and serves as its managing member overseeing the administration and finance portions of the company. David earned a B.S. with a concentration in Accounting and a Masters of Science in Taxation degree from Bryant University. In addition, Mr. DiSanto holds the designation of CFF (Certified in Financial Forensics) and PFS (Personal Financial Specialist). He has lectured at numerous professional and academic institutions on subjects such as non-profit entities, pension and profit-sharing plans, and wealth accumulation. He is a former member of the Board

of Directors for Coastway Community Bank and the Alliot Group, a world-wide network of international accounting firms. Additionally, over the past forty years he has served as a Board Member of numerous non-profit organizations.

Gyan Pareek, M.D. - Medical Director

Gyan Pareek, M.D. is a professor of surgery (urology) at the Warren Alpert Medical School of Brown University and the director of minimally invasive urologic surgery. He completed his urology training at Lenox Hill Hospital in New York City and went on to complete a minimally invasive urology fellowship at the University of Wisconsin Medical School. In 2006, he was recognized by the editorial board of the urology "Gold Journal" as having one of the best scientific papers written by a young investigator. In 2010, Dr. Pareek and collaborators were awarded the Rhode Island Science and Technology Advisory Council (STAC) Award by Governor Carcieri for their work in improving bladder cancer detection, utilizing new 3D visual technology (Providence Business News and Providence Journal, February 2010). Since 2010, Dr. Pareek has become a member of the corporate board of Blue Cross Blue Shield, grown the Miriam urology program to being in the top 30 in the United States, and recently joined an advisory committee to the Governor's office and Department of Health on reducing the cost of healthcare in Rhode Island. He currently serves as a reviewer for all the major urologic journals and has served as a mentor to urologists at many international urologic conferences. He has also published numerous articles in urologic literature. Dr. Pareek performed the first robotic prostate and kidney cancer operations in Rhode Island. Dr. Pareek is the co-founder and board member of Friends of Shelter Associates, a non-profit organization in Rhode Island, dedicated to providing sanitation systems to the population of India. Dr. Pareek is also the Medical Director of Bay Area Mobile Medical, a provider of cutting edge medical technology in Rhode Island. Dr. Pareek does not currently provide medical marijuana recommendations to his patients and would not provide any for the duration of his association with The Rhode Island Compassion Center, Inc.

Chief of Security – Donald F. Devine, Jr.

Mr. Donald Devine Jr. is a dynamic member of the Rhode Island community and retired Rhode Island State Police Detective Sergeant with over 25 years of law enforcement experience. In his tenure as a law enforcement officer, he amassed expert-level knowledge in the areas of narcotics, fraud, intelligence, and organized crime. Mr. Devine's career in law enforcement began at the Rhode Island Department of Corrections in 1980 as a corrections officer. He went on to serve on the Johnston, RI police force and then to the Rhode Island State Police. In 1992 the seasoned law officer earned his master's degree in the Administration of Justice from Salve Regina University in Newport. Mr. Devine works with charities like the Rhode Island Special Olympics in his free time. He currently lives in [REDACTED]

Current role or participation in the Rhode Island Medical Marijuana Program;

David J. and David P. DiSanto [REDACTED] owners of the Rhode Island Licensed Cultivator Deep Green, LLC. in operation since 2017. David J. DiSanto, J.D. manages the day-to-day operations of the business, while David P. DiSanto, CPA oversees the administration and finance of the company. Deep Green is a Class B cultivator with approximately 9,000 square feet of built-out canopy space and a fully operational laboratory with a supercritical CO₂ extractor and gas chromatography testing equipment. Deep Green currently produces over 30 medical marijuana and CBD strains in a perpetual harvest system. The laboratory produces a full line of concentrates including bubble hash, vape pens, decarboxylated CO₂ oil, Rick Simpson oil, shatter, wax, terp sauce and dab taffy. Deep Green regularly sells products to all three of the existing dispensaries. Currently Deep Green employs 10 full time and 5 part time employees, offering some of the highest compensation and benefits in the local industry.

Past experience running a business or nonprofit;

David P. DiSanto has been a practicing CPA for over 40 years and is currently a Senior Partner and the Director of Business Development at DiSanto Priest & Co, Bentley Group and its subsidiaries. DiSanto Priest & Co. is one of the largest regional accounting firms in Southern New England, employing approximately 90 people. For ten consecutive years DiSanto Priest & Co. had been named by Providence Business News as one of "Rhode Island's Best Companies to Work For". During his tenure at DiSanto Priest and Co., Mr. DiSanto has gained extensive experience managing finances and inventory for a variety of manufacturing and distribution companies. In addition to his accounting firm, DiSanto Priest and Co., Mr. DiSanto manages Bentley Group and its subsidiaries which includes companies specializing in investment/wealth management, Business valuation/consulting, and charitable contributions. Mr. DiSanto is also formerly on the board of directors for Coastway Credit Union. Additionally, over the past forty years he has served as a Board Member of numerous non-profit organizations.

David J. DiSanto is an attorney, member of the Rhode Island Bar Association, an owner and the person responsible for day-to-day operations of Deep Green, LLC, a Licensed Rhode Island Cultivator. Prior to his time at Deep Green, David owned and operated Orion Property Management as well as a 43-acre organic farm in [REDACTED] which produced a wide variety of fruits and vegetables, mushrooms, honey, as well as organic pork and chicken sold through a successful CSA program and directly to Providence restaurants.

Gyan Pareek, M.D. is a professor of surgery (urology) at the Warren Alpert Medical School of Brown University and the director of minimally invasive urologic surgery. Dr. Pareek is the co-founder and board member of Friends of Shelter Associates, a non-profit organization in Rhode Island, dedicated to providing sanitation systems to the

population of India. Dr. Pareek is also the Medical Director of Bay Area Mobile Medical, a provider of cutting edge medical technology in Rhode Island.

Mr. Donald Devine Jr. is a dynamic member of the Rhode Island community and retired Rhode Island State Police Detective Sergeant with over 25 years of law enforcement experience. Mr. Devine owns and operates Teflawn Grassworks, Inc. a commercial and residential landscaping and construction company in business since 2009. Since 2016, Mr. Devine has had a part time position working for the Rhode Island Special Olympics, responsible for weekly collections and deposits.

Familiarity with medical marijuana products and patients' utilization of products to treat qualifying conditions;

David J. DiSanto and David P. DiSanto have extensive experience with medical marijuana products and patients' utilization of products to treat qualifying conditions through their work at Deep Green, LLC. Deep Green's laboratory has done extensive research and testing to develop high quality concentrates and strains to target various conditions. Prior to obtaining the current cultivation license, David J. DiSanto was [REDACTED], meeting the needs of a wide variety of patients with conditions such as multiple sclerosis, cancer, epilepsy, and chronic pain.

Product testing and the use of seed to sale inventory tracking; and

Rhode Island Compassion Center, Inc., through Deep Green, LLC, currently has its own laboratory testing equipment, and has existing relationships with both state licensed laboratories. Deep Green has two years of experience using the Agrisoft state approved seed to sale tracking system and has received authorization from DBR/OCR to use the alternate seed-to-sale tracking system, BioTrack. Deep Green has successfully used BioTrack inventory for nine months to track cultivation, inventory, and laboratory conversions.

Any other background information or documentation Applicant believes demonstrates its qualifications to hold a compassion license.

David and his father have been lifelong residents of Rhode Island, owning homes in this state, operating businesses in this state, and participating in the Medical Marijuana industry through every legal avenue afforded to them. They are committed to running a fair, transparent, and compassionate business, taking care of their employees and patients. As it stands, we currently pay the employees of our cultivation center starting at \$20/hr, certainly one of the highest pay rates in the state for cultivation OR compassion center employees, as well as offering healthcare coverage. They will conduct business at the compassion center this way, with integrity, honesty, fairness, and generosity.

Proposed Varieties and Product Types

The Center plans to offer the following products at a minimum. Within each classification, The Center will strive to offer the entire spectrum of Indica/Sativa and THC/CBD variants.

- Edible ([REDACTED]):
 - Cannabinoid infused chocolate
 - Cannabinoid gummy candy
 - Cannabinoid infused baked goods
- Concentrates ([REDACTED]):
 - Bubble Hash
 - Wax
 - Shatter
 - Rosin
 - Terp Sauce
 - Keif pucks
 - Dry Sift
 - Distillate
- Pre-rolls ([REDACTED])
- Tinctures ([REDACTED])
- Topicals ([REDACTED])
 - Cannabinoid infused body butter
 - Cannabinoid infused balms
 - Cannabinoid infused roll-on oils
- Injectables ([REDACTED])
 - Rick Simpson Oil
 - CCO
- Vape oil cartridges ([REDACTED])
- In-House Produced Flower: [REDACTED]
 - Alaskan Purple
 - Astro Haze
 - Big Buddha Cheese
 - Blueberry
 - Bubble Kush
 - Candida
 - Cannatonic
 - CBD #1
 - Cinderella 99
 - Charlotte's Angel
 - Chem Dawg CBD
 - Cookies Kush
 - Delahaze
 - Forbidden Dream
 - Girl Scout Cookies

- Girl Scout Cookies CBD
- Haze Special
- Headband
- Kali Mist
- Mama Mia
- Master Kush
- Matanuska Tundra
- Moonshine Haze
- Oppy K
- Platinum Delights
- RQS Critical
- Super Lemon Haze
- Solodiol
- White Widow
- Yumboldt

The Center will also purchase many additional strains from licensed Cultivators.

Pricing Model

The Center will price procured and in-house made products using a formula reflecting current market rates. There will be no tiered price program based on certain cannabinoid potency percentages. The Center will determine the market value of each product on a case by case basis, weighing the potency and overall desirability and quality of the product to arrive at an acceptable purchase price.

The Center will use the following formulas to determine retail price:

- **Flower: wholesale price * 2%** (less than current average retail mark up for similar products in Rhode Island medical marijuana market)
- **Concentrates: wholesale price * 2** (current average retail mark up for similar products in Rhode Island medical marijuana market)
- **Edibles and Topicals: wholesale price * 2** (current average retail mark up for similar products in Rhode Island medical marijuana market)
- **Accessories : wholesale price * 2** (current average retail mark up for similar products in Rhode Island medical marijuana market)

The above formulas are subject to change based on evolving rules, regulations and normal fluctuations of the Rhode Island medical marijuana market.

Products produced by The Center will be priced similar retail prices as procured products. The Center will provide some of its own products as weekly specials featuring a selection of medicine priced below market rates to increase access to affordable medicine for all income ranges. This is in addition to the Charity Care program described below.

Services for hardship patients and charity care policy

The Center has a fully developed Charity Care program dedicated to providing subsidies of varying degrees to patients based on their individual needs. An evaluation will occur of any patient who wishes to participate in this program and a determination will be made as to the specific level of subsidy they will be eligible for. Emphasis will primarily be on those that are terminally ill or have income levels below the poverty line. In addition to the financial assistance provided by The Center, there will be a robust educational program dedicated to educating both hardship patients and the entire community. Staff will also be trained to assist hardship patients in common issues related to their medical marijuana patient licensing, as well as methods for consumption of the medicine with a focus on efficiency, safety, and cost effectiveness. Our Charity Care Policy follows below:

Rhode Island Compassion Center Charity Care Policy

Purpose:

The Rhode Island Compassion Center is dedicated to providing care based on the following principles:

- At the Center, we strive to provide care to all those in need regardless of their ability to pay. This is an important part of our Mission.
- The Center will have financial assistance procedures that are consistent with the Mission and Values of The Rhode Island Compassion Center. These procedures, which should be broadly communicated, should reflect a commitment to provide financial assistance to patients who cannot pay for part or all of the care they receive.
- Our Financial Assistance policies must maintain a careful balance between the need for fiscal stewardship and our bias toward the charitable Center mission.
- All patients should be treated fairly, with dignity, compassion and respect.
- This policy will apply to The Rhode Island Compassion Center staff, providers and agents and require adherence to its standards and scope of practices.

Policy:

It is the policy of the Center to promote the health and well being of the people in the communities that we serve. With the values of our mission, we will provide a comprehensive continuum of services in collaboration with partners who share the same vision and ideals.

It is the responsibility of the Center to respond to all patient requests for charity eligibility during any one or more patient business interactions; namely pre-registration, registration, and discharge; or at any other time the Center representative encounters information detailing the patient's financial need. Charity will be re-screened

throughout the revenue cycle when account events trigger review.

It is the responsibility of the patient to actively participate in the financial assistance screening process and in providing requested information on a timely basis, including without limitations providing the Center with information concerning actual or potentially available health benefits coverage, financial status (i.e. income, assets) and any other information that is necessary for the hospital to make a determination regarding the patient's financial and insured status. In addition, if the Center reasonably determines that coverage is available to the patient, the patient shall provide the Center with information necessary to determine the monthly premium due for said coverage and identify the patient's needed financial assistance from the Center to make any such premium payments.

Charity approval will affect all accounts for which the approved guarantor is responsible for. The approved charity percentage will be applied to all existing accounts with debit balances. Any patient credit balance created by applying the charity percentage will be refunded to the guarantor within thirty (30) days of receiving the charity care designation. Accounts may also be returned from Bad Debt status if financial circumstances warrant and charity may be applied.

The Center shall develop a set of Charity Care assessment guidelines to supplement this policy. These guidelines will be consistent with all applicable state and federal laws as well as detail the following:

- Pre-Screen triggers for admitting and pre-registration staff.
- Non-Covered Services/Products
- Procedures for Information Distribution (signage placement, pamphlet distribution, application distribution, etc.)
- Full Charity care sponsorship for those at or below 200% of the federal poverty standard
- Other self-pay options for patients denied charity based on income. (Payment plan; Payment Discount)

Eligibility Requirements

- Eligibility shall be based on financial need at the time of application.
- All resources of the family/spouses are considered together.
- All guarantors, with family income equal to or below one hundred percent of the federal poverty standard, adjusted for family size, shall be determined to be indigent persons qualifying for charity sponsorship for the full amount of Center charges related to appropriate services that are not covered by private or public third-party sponsorship. Eligibility shall be based solely on the total gross family income adjusted for family size. Assets shall not be considered.

- All guarantors, with family income between one hundred one and four hundred percent of the federal poverty standard, adjusted for family size and assets, shall be determined to be indigent persons qualifying for discounts from charges related to appropriate Center services in accordance with the sliding fee schedule in Attachment A and policies regarding individual financial circumstances based on the below criteria:
 - For those with family income greater than 100% of the federal poverty level, exempt assets listed below will not be added to family worth for charity consideration:
 - Family's principle residence.
 - Necessary motor vehicle(s). (Required for employment; required for access to treatment; or modified for operation or transport of a disabled person.)
 - Personal effects and household goods.
 - Resources necessary for self-support: All resources of both spouses are considered together. Certain resources are excluded such as the home, household goods, personal effects, a car, and life insurance with a face value not more than \$1,500. Most burial plots and prepaid, revocable burial plans not exceeding \$1,500, or irrevocable burial plans are also excluded and not counted toward the resource limit.
 - Burial space and up to [REDACTED] for burial fund.
 - Life insurance policy up to [REDACTED]
 - Earned income tax credit (EITC) in the month received and the following month
 - Income tax refunds in the month of receipt
 - Basic State issued Food benefits
 - Bona fide loans, including student loans
 - Adoption support payments
 - Foster care payments provided under Title IV-E and/or state foster care maintenance payments
 - A Trust Fund when unavailable. A trust fund is considered unavailable when:
 - A household member cannot revoke the trust or change the beneficiary;
 - The trustee administering the funds is not under the direction of a household member or is appointed by the court with court-imposed limitations on the use of the funds;
 - The funds are used solely to make investments on behalf of the trust or pay for medical or educational expenses for a specific household member; and
 - The investments made on behalf of the trust do not directly involve or assist any business or corporation under

- the control, direction, or influence of a household member; or
 - The patient must petition the court to release part or all of a resource, including funds in blocked accounts or trusts.
 - Money Market accounts, certificates of deposit, pension benefits, savings, and retirement funds. (Monthly income drawn from investments will be added as family worth for charity consideration).
- Documentation will be requested and in most cases will be required to establish eligibility for charity care; however the absence of documentation in certain circumstances deemed reasonable and understandable by the provider's billing staff (e.g., homeless person) will not necessarily require a charity denial.
- Department management or senior management may approve charity care in extenuating circumstances.

Evaluation Process

The process for determining which patients qualify for charity care will include:

- Exhausted or not eligible for any third-party payment sources
- All possible insurance payors have been billed.
- Making an initial determination whether the patient is eligible for charity care, prior to initiating any collection efforts, assuming the patient cooperates with the organization's attempt to make the determination;
- Making the initial determination prior to service, at the time of service, or as soon as practical after service has been provided to the patient;
- Making reasonable attempts to determine if a third-party payor or sponsor may pay some or all of the charges;
- Providing all patients who have been initially determined to meet the criteria for charity care with at least fourteen (14) business days, or such time as may be reasonably necessary given the patient's medical condition, to provide any required documentation before the organization reaches a final decision whether the patient is eligible for charity care. The organization will notify the patient of its final determination within fourteen (14) business days of receiving the necessary documentation;
- Not imposing any unreasonable burden upon the patient to provide relevant information when considering the application for charity care. The organization may require the patient to validate the accuracy of any information provided. Any of the following documents shall be considered sufficient evidence upon which to base a determination of eligibility for charity care: last 3 months of pay stubs, current bank statements and/or income tax return from the previous year, W-2 statements from the previous year, unemployment compensation forms, written statements from employers or welfare agencies: or federal or state award letters;

- If financial information is not provided to support a completed application for charity assistance it will be considered Charity Care Prima Facie.
- Notifying the patient of the organization's decision, (approval or denial), the grounds for reaching the decision, and the process for appealing the decision if the organization deems the patient ineligible for charity care;
- If charity care is denied, providing the patient with thirty (30) calendar days within which to appeal the decision, correct any deficiencies in documentation, or request a review of the denial. Within the first thirty (30) days following a denial, the organization may not refer the patient's account to an external collection agency. If no request for review is made during that thirty (30) day period, the organization may then initiate collection activities. If the organization has initiated collection activities and then discovers a request for review has been made, the organization will stop collection efforts until the review is completed;
- Allowing a patient to apply for charity care at any point from pre-admission to final payment of the bill, recognizing that a patient's ability to pay over an extended period may be substantially altered due to illness or financial hardship, resulting in a need for charity services. If the change in financial status is temporary, the organization can choose to suspend payments temporarily rather than initiate charity care.

How the Applicant would train all employees and registered compassion center agents on Federal and State medical marijuana laws and regulations as well as other laws and regulations pertinent to the compassion center agents' responsibilities.

All employees and registered agents will be required to read and demonstrate an understanding of the relevant federal and state laws pertinent to their responsibilities, including HIPAA regulations. This will include requiring employees and agents to read the text of applicable regulations as well as our operations manual which contains a detailed explanation of the regulations. Employees and agents will be required to demonstrate understanding of the laws prior to beginning work in any form by signing a statement attesting to their understanding of applicable laws and regulations.

How the Applicant would train all employees and licensed compassion center agents on standard operating procedures.

All employees and registered agents will be required to read and demonstrate an understanding of our operations manual which will contain a detailed explanation of our standard operating procedures. Employees and agents will be given supervised training until the point which they have shown to have mastered operating procedures.

All employees and licensed compassion center agents will undergo a required training on standard operating procedures prior to employment, including but not limited to:

Sales of marijuana and its associated products

- Marijuana plant inventory
- Uncommitted marijuana inventory
- Medical marijuana tagging
- Inventory control
- Security alarm requirements
- Emergency plans for:
 - Fire, burglary, flood
- Cyber security
- Opening and closing procedures
- Odor controls and mitigation plans
- Record-keeping and reporting
- Security-related record keeping
- Visitor logs
- Chemical application register
- Transport manifest
- Retention of records and access to records
- Product packaging and label requirements
- Transportation of medical marijuana to and from licensed cultivators
- Manufacturing and extraction
- Sanitation and workplace safety requirements
- Disposal of marijuana waste

How the Applicant would train all employees and registered compassion center agents on detection and prevention of diversion of medical marijuana and medical marijuana products.

All employees and registered agents will be required to read and demonstrate an understanding of diversion prevention techniques and detection. Employees and agents will be trained on inventory controls and procedures designed to detect and prevent diversion. This training will be based on the written policies detailed in our operations manual. The Center will have a zero-tolerance policy for employees diverting any type of medical marijuana product.

If Staff becomes aware of a theft or diversion, The Center will immediately notify DBR via email and telephone and provide DBR a follow up written report within 5 days. The Center will also immediately notify local and State law enforcement via telephone in accordance with all regulations.

How the Applicant would establish written standard operating procedures for receipt of medical marijuana material and/or products, including how Applicant will inspect products for defects, contamination, and compliance with Regulations.

The Center will develop a section of its operations manual to detail procedures for the receipt of medical marijuana and/or products. These procedures will include a quantity verification, documentation of the transaction via the approved inventory system, a physical inspection by qualified employee for mold and other pathogens, a physical inspection for contamination or debris, proper labeling and storage, generation of invoices, verification of receipt of laboratory COA/results and sample collection for internal and/or external testing.

How the Applicant will use a perpetual inventory control system that identifies and tracks Applicant's stock of medical marijuana products from the time the medical marijuana is obtained by, or delivered to, a registered compassion center to the time it is sold or transferred to a patient cardholder, caregiver cardholder, or authorized purchaser in accordance with the Regulations. Applicant must address the situation in which it has access to the state approved Medical Marijuana Program Tracking System and the situation in which Applicant does not have access to the System (as specified in the Regulations).

Currently, The Center plans to purchase BioTrack POS tracking software which is in use by existing compassion centers. The system will be updated in real-time as transactions occur. The Center has received approval from OCR to use this product in its current cultivation operation, Deep Green, LLC, for seed to sale tracking. The Center remains open to requirements/suggestions on alternate systems from the DBR. Once the state approved system is accessible, The Center will utilize the state sanctioned program to create identifying tags and maintain a perpetual inventory control system. If the State does not have an accessible tracking system, The Center will use BioTrack to create unique identifying tags for each plant, product, and sale transaction/transfer from seed to sale.

How, as soon as is practical, if the Applicant does not have access to the state approved Medical Marijuana Program Tracking System, Applicant will, for each medical marijuana unit or product:

1. Create a unique identifier;
2. Enter information regarding the product/unit in to an alternate inventory control system;

3. Create a label with the unique identifier and batch number; and
4. Securely attach the label to each unit/product

The Center will utilize an inventory tracking software, BioTrack or equivalent, which assigns each plant a unique identifier and batch number. The software will also create adhesive labels which contain identifying information and will be securely attached to each plant and product and follow from seed to sale in accordance with regulations.

How the Applicant will notify the Department of Business Regulation of an inventory or supply discrepancy if Applicant discerns a discrepancy between the inventory and the medical marijuana tracking program.

If staff discerns a meaningful discrepancy in inventory, The Center will immediately notify DBR via email and telephone and provide DBR a follow up written report within 5 days, in accordance with regulations. If the discrepancy indicates criminal activity or diversion, The Center will also immediately notify local and State law enforcement.

If Staff becomes aware of a theft or diversion, The Center will immediately notify DBR via email and telephone and provide DBR a follow up written report within 5 days. The Center will also immediately notify local and State law enforcement via telephone in accordance with all regulations.

How the Applicant will quarantine and not release any medical marijuana product if notified the product fails to meet all criteria for production or patient consumption in accordance with the Regulations.

Employees will be trained on assessing quality and contamination as well as a multitude of other parameters which will be detailed in the company's operations manual. Protocol for reporting potential quality issues will be established and enforced.

If a product is suspected to not meet all criteria for patient consumption or production, it will be returned to the quarantine area while awaiting further testing.

Furthermore, in accordance with regulations, any product that is untested or sampled awaiting testing will be held in a segregated area clearly labeled as quarantine storage. Product that has passed testing and is deemed fit for sale will be moved to a separate area. All required labels for various stages of testing will be applied to containers holding quarantined material as well as material that has passed and is cleared for sale.

If a batch's test results or physical inspection does not meet quality standards for any reason, it will be destroyed or remediated in accordance with the regulations and remain in the quarantine area, clearly labeled until destruction or remediation.

In the case where faulty products have been sold or transferred to customers, how the Applicant will institute a recall and notify customers about the faulty products and what they should do if they still possess them.

The Center will immediately comply with all requests made by DBR or DOH for product recalls if it is determined we have sold or transferred a product that poses a risk to public health, safety, and welfare by following the approved recall plan and any other instructions. Any recalled product will immediately be placed in quarantine or with a third-party custodian if directed by DBR or DOH. Any required notifications to patients or orders for destruction will be complied with immediately. Patients will select a preferred method of notification upon registration at the Center and notifications of recall will automatically be sent via the selected method. Included in this notification will be instructions of what to do with remaining product, potential risks and side effects and instructions for a refund. In addition, the Center will have the ability to notify the patient at their next POS transaction by having the POS system alert the cashier to any recalls on a previous order.

If a batch does not meet quality standards for any reason, it will be destroyed or remediated in accordance with the regulations. Employees will be trained on assessing quality and contamination as well as a multitude of other parameters which will be detailed in the company's operations manual. Protocol for reporting potential quality issues will be established and enforced.

If a product's test result exceeds an action level in 216-RICR-60-05-6 or otherwise is deemed unsafe or not compliant with regulations, the batch that the sample was taken from will be immediately destroyed in accordance with regulations, and the event recorded in the approved marijuana tracking system. If remediation can be accomplished in a safe manner and is deemed worthwhile, The Center may apply to the DBR for permission to remediate, as set forth in the regulations. No material will be sold or transported until the completion and successful passage of quality assurance testing as required in 216-RICR-60-05-6.

How the Applicant will hold medical marijuana and medical marijuana products in secure and segregated storage

Any product that is untested or awaiting testing will be held in a segregated area clearly labelled as quarantine storage. Product that has passed testing and is deemed fit for sale will be stored in a separate area. All required labels for various stages of testing will be applied to containers holding quarantined material as well as material that has passed and is cleared for sale.

The Center will store all finished products in a secure storage room. The storage room will be designed and reinforced by our security contractor Shanix, Inc.. Access to secure storage will be limited to management by access control systems.

Small amounts of products ready for sale will be moved out of the secure storage room as needed to the retail sales counter area where it will be stored in secure cabinets until dispensing to qualified patients. All product will be returned to the secure storage room during off hours.

How the Applicant, as a licensed compassion center, would establish procedures to receive, organize, store, and respond to all oral, written, electronic, or other complaints regarding medical marijuana and adverse events.

As part of our operations manual, a procedure for managing complaints and adverse events will be developed. All communications regarding complaints or adverse events will be documented in a complaint database. Any reporting or notification requirements due to the incident will immediately be complied with. Any complaint related to product quality or safety will immediately be investigated by management to ensure no additional products have been compromised.

How the Applicant will ensure it does not transport medical marijuana or medical marijuana products to, or receive any medical marijuana or medical marijuana products from, any place outside of Rhode Island

All staff and agents will be trained to understand State and Federal laws and to prevent and detect diversion. Transportation of products by employees and agents will only be permitted to licensed compassion centers located in the State of Rhode Island. All deliveries will be tracked and recorded in transportation log. Products will be tracked using the State approved inventory control system or acceptable alternative should the State system be unavailable.

How the Applicant will have a standard operating procedure to require an employee or compassion center agent to report any personal health condition that could pose a threat to customers or compromise the cleanliness or quality of the medical marijuana products the employee/agent might handle.

Our Operations manual will include a detailed procedure for employees to report any personal health conditions that would compromise the quality or cleanliness of the product. Depending on the severity of the health condition, employees will either be asked to stay home or reassigned to tasks which would not jeopardize the quality and cleanliness of a medical product.

How the Applicant will provide for disposal and segregated storage of any medical marijuana or product that is outdated, damaged, deteriorated, misbranded or adulterated.

The Center will have a secured disposal bin, with access restricted to management personnel. Any outdated, damaged, misbranded, deteriorated or adulterated medical marijuana product disposed of into the bin will be destroyed and rendered unusable in accordance with state regulations. A quarantine area in the secure storage room will be used to hold product awaiting destruction.

How the packaging and labeling of medical marijuana finished products will be in compliance with all applicable Regulations.

Any and all packaging and labeling will be in strict compliance with R.I. Gen. Laws §§ 21-28.6-12(f)(11) and 21-28.6-16(g) and OCR regulations. Required warning labels will be clearly printed on the packaging. Tracking labels with unique identifiers, testing, batch and cultivator source information will be affixed to all product packaging. No graphics will be used except a 2"x2" maximum size logo approved by DBR in accordance with regulations. Physical attributes listed in the regulations such as black and white color schemes, a greater than 4mil plastic thicknesses and tamper resistant packaging will be utilized for all products being packaged for retail. The Executive Director, David J. DiSanto, J.D., has extensive experience in creating complaint packaging through his experience at Deep Green, LLC. All packaging will be approved by the Executive Director prior to sale to assure compliance with the regulations.

How a package of medical marijuana finished product will bear any allergen warning required by law.

The Center does not currently plan to manufacture any products which would contain any known allergens. Should The Center begin to manufacture products containing any allergens, those products will be clearly labelled with allergen warnings in accordance with Rhode Island Law and DBR Regulations. Products purchased from vendors will be prescreened for allergens prior to purchase and the appropriate labeling or warnings will be affixed to any packaging in accordance with the regulations. The Center will verify that retail ready packaging received from third party vendors complies with applicable regulations and laws prior to sale to the public.

How the Applicant will assure that a package of medical marijuana finished product does not bear any resemblance to the trademarked, characteristic, or product-specialized packaging of any commercially available candy, snack, baked good, or beverage.

The Center will comply with all state requirements for packaging marijuana products. Our child resistant product packaging will be neutral colors and have no graphics which would be attractive to children. The only color or graphics on the packaging will be the

approved logo and the required warnings. All required labels and warnings will be printed clearly on the packaging in appropriate font sizes specified by the regulations. This will eliminate the possibility of confusion with a commercially available product. The Center will verify that retail ready packaging received from third party vendors complies with applicable regulations and laws prior to sale to the public.

How the Applicant will assure that a package of medical marijuana finished product does not bear any statement, artwork, or design that could mislead any person to believe that the package contains anything other than a medical marijuana finished product.

The Center will comply with all state requirements for packaging marijuana products. Our product packaging will have all required labels and warnings printed clearly on the packaging. The contents of the package will be clearly indicated on the labelling, and there will be no artwork, design or statements which could mislead someone as to the contents of the package. The Center will verify that retail ready packaging received from third party vendors complies with applicable regulations and laws prior to sale to the public.

How the Applicant will assure that a package of medical marijuana finished product does not bear any cartoon, color scheme, image, graphic, or feature that might make the package attractive to children.

The Center will comply with all state requirements for packaging marijuana products. Our child resistant product packaging will be neutral colors and have no graphics which would be attractive to children. The only color or graphics on the packaging will be the approved logo and the required warnings. All required labels and warnings will be printed clearly on the packaging in appropriate font sizes specified by the regulations. The Center will verify that retail ready packaging received from third party vendors complies with applicable regulations and laws prior to sale to the public.

How the Applicant will ensure compliance with state and federal health and safety protocols, requirements and guidance with respect to the COVID-19 health pandemic.

The Executive Director/Compliance Officer will be tasked with maintaining compliance with all State and Federal requirements and protocols regarding COVID-19. OCR's reporting requirements will be strictly adhered to and all PPE necessary will be provided to employees. A zero- tolerance policy will be applied to employees who knowingly violate COVID protocols. The Center currently has the following COVID Action Plan, but the plan will continue to evolve with the changing legal landscape.

COVID-19 Action Plan

UPDATED MONDAY 11/27/2020

All employees will be verbally screened for symptoms before beginning their shift. Any employees showing signs of illness will be asked not to report to work or will be sent home if they begin to show signs of illness during their shift. Management will communicate with employees reporting signs of illness regarding precautions to be taken, including advisement to be tested for Covid-19 infection if deemed appropriate. Management will report to the Department of Business regulation any employees diagnosed with Covid-19 infection or whose medical caregiver suspects Covid-19 infection if an actual test is not available. Additionally, employees must adhere to the following guidelines:

- **WASH OR SANITIZE HANDS IMMEDIATELY BEFORE BEGINNING WORK AND OFTEN THROUGHOUT THE DAY**
- **MAINTAIN A 6-FOOT DISTANCE BETWEEN YOURSELF AND OTHERS AT ALL TIMES. WE WILL WORK WITH ONLY ONE PERSON PER ROOM WHENEVER POSSIBLE.**
- **WEAR A NEW LAB COAT EVERY DAY.** USE A SPARE OR GUEST COAT IF NEEDED. PUT YOUR USED LABCOAT IN THE LAUNDRY BASKET AT THE END OF EACH SHIFT.
- **WEAR A MASK AT ALL TIMES**
- **WEAR GLOVES AT ALL TIMES** WHILE WORKING WITH FLOWER, EXTRACTS, OR ANY OTHER MEDICATED PRODUCTS. CHANGE GLOVES OFTEN THROUGHOUT THE DAY, AND ALWAYS AFTER TOUCHING FACE OR BARE SKIN OR HAIR, EATING, USING BATHROOM, BLOWING YOUR NOSE, OR TOUCHING NON-STERILE SURFACES.
- **SANITIZE ALL COMMON SURFACES AT LEAST 2 TIMES PER DAY AND WASH LAUNDRY ON 'SANITIZE' CYCLE EVERY DAY FOR LABCOATS AND UNIFORMS.** ACCEPTABLE SANITIZERS ARE ISOPROPYL ALCOHOL OF AT LEAST 70% CONCENTRATION, OR A BLEACH DILUTION OF: 5 tablespoons (1/3rd cup) bleach per gallon of water
OR 4 teaspoons bleach per quart of water.
- **DO NOT REPORT TO WORK IF YOU ARE ILL OR SUSPECT THAT YOU MAY BE. NOTIFY MANAGEMENT IMMEDIATELY IF YOU HAVE BEEN DIAGNOSED WITH COVID-19 INFECTION OR IF YOUR HEALTH CARE PROVIDER SUSPECTS INFECTION IN THE ABSENCE OF AVAILABLE TESTS.**

Policies Procedures and Plans

Patient intake and identification checks:

In-state patients will be admitted to the facility only after presenting a current and valid Medical Marijuana patient card issued by the state of Rhode Island that will be cross-referenced with a current and valid photo identification in one of the following categories:

- RI Driver's License or Permit
- RI Voter ID Card
- U.S. Passport
- ID issued by a U.S. educational institution
- U.S. Military ID
- ID card issued by the United States or the State of Rhode Island
- Government issued medical card
- Tribal ID

Out-of-state patient cardholders will be served in accordance with R.I. Gen. Laws § 21-28.6-4(o), provided the receiving or purchasing patient has a valid medical marijuana card, or its equivalent, which has been issued by the applicable regulating authority for the medical marijuana program of the issuing U.S. state/jurisdiction/territory. The patient must also possess, and present valid government issued identification matching the name on their medical marijuana card.

- a. Each patient verified pursuant to § 1.6.3(E)(2)(a) on this Part, shall complete an intake form (upon a form acceptable to DBR) which includes at a minimum the home state card registration number (or if the home state registration number is not available, a unique identifier assigned by the compassion center).
- b. Out-of-state patient information shall be maintained confidentially in accordance with § 1.6.6(D)(2) of the Part
- c. We shall provide each out-of-state patient cardholder with a notice regarding the requirements and prohibitions under the Act and any regulations promulgated thereunder that apply to dispensing and use of medical marijuana within the State of Rhode Island, including without limitation notice of medical marijuana dispensing and possession limits, prohibition of taking medical marijuana and medical marijuana products across state lines and prohibition of smoking in public places.

Patient Education, Feedback and Product Selection:

Each new registered qualifying patient who visits the compassion center will be provided with a frequently asked questions sheet that explains the limitations on the

right to use medical marijuana under state law in accordance with R.I. Gen. Laws § 21-28.6-12(f)(9)

Each customer service agent will complete a comprehensive training on each of the products and varieties offered by the Center, including but not limited to:

- THC and CBD percentages

- Which products are recommended for the approved qualifying debilitating medical conditions as outlined by the RI Medical Marijuana Act

- Which types of products are recommended for consumption based on the patient's individual needs, including dietary or nutritional considerations and/or any other health considerations or complicating factors.

- Communication of any potential side effects

- Upon the request of DOH and/or DBR, e-mailing or otherwise disseminating information to compassion center clients regarding changes in the medical marijuana program, or disseminating customer surveys.

Patients will be provided access to a "Medical Marijuana Reading Room" comprised of a small library of vetted and professionally-produced reading materials on all aspects of the medicinal uses of cannabis, curated and regularly updated by our Medical Director.

The website will host a form to be filled out by patients whereby they can provide specific feedback on the efficacy of the medicines they have purchased. This data will be anonymized and compiled into a searchable database and will be made available to patients to access feedback from other patients on the efficacy of the specific products provided by the facility. Customer service agents will also be trained to walk through the website form with patients if they need assistance.

Point of Sale Tracking:

All acquisitions, dispensing, and sales of marijuana will be logged in the Medical Marijuana Program Tracking System on a real time basis pursuant to R.I. Gen. Laws §§ 21-28.6-12(b)(1)(iii) and 21-28.6-16(b)(3). The Center plans to use BioTrack as its POS system but will comply with any other directive given by OCR.

Advertising:

Any advertising undertaken by the Center will be in strict compliance with R.I. Gen. Laws §§ 21-28.6-6(g)(8), 21-28.6-12(f)(1)(viii) and 21-28.6-16(b)

Any and all advertising will include the following statements:

“For use only by qualified patients”, and

The license number of the licensee

We will immediately comply with any request by the DBR to cease non-compliant advertising and remove any advertising still being published or displayed.

Vehicle/foot traffic impact and mitigation of community impact;

The center will employ an engineering firm to devise a specific plan for the physical location and surrounding area of the facility to ensure that traffic and/or congestion related to the business practices of the facility have minimal impact on the surrounding community. This plan will incorporate any feedback from the abutting property owners and any other relevant parties. Any relevant local officials will also be consulted for input regarding eliminating or minimizing any negative impacts from the business on the locality and surrounding community.

Packaging and labelling:

Any and all packaging and labelling will be in strict compliance with R.I. Gen. Laws §§ 21-28.6-12(f)(11) and 21-28.6-16(g)

All packaging will be created in accordance with the regulations. Required warning labels will be clearly printed on the packaging. Tracking labels with batch and cultivator source information will be affixed to the all product packaging before release to a compassion center. No graphics will be used except a 2"x2" maximum size logo approved by DBR in accordance with regulations. Physical attributes listed in the regulations such as black and white color schemes, a greater than 4mil plastic thicknesses and tamper resistant packaging will be utilized for all products being packaged for retail. The Executive Director, David J. DiSanto, J.D., has extensive experience in creating complaint packaging through his experience at Deep Green, LLC. All packaging will be approved by the Executive Director prior to sale to assure compliance with the regulations.

Complaints:

All complaints will be digitally logged and maintained for a minimum of five years in compliance with the Act, the DBR Regulations, and the DOH Regulations.

All complaints will be kept confidential and protected as health care information in accordance with the Federal Health Insurance Portability and Accountability Act of 1996, as amended.

The website will have a form where patients can provide feedback on products or services. Patients will have an option to receive a call back or schedule an in-person visit from a manager at the facility to resolve any issue that may arise, whether with a product or service.

Patients may also request to speak to a manager at any time by calling the facility, either over the phone or in person, regarding any issue that may arise with a product or service.

As part of our operations manual, a procedure for managing complaints and adverse events will be developed. All communications regarding complaints or adverse events will be documented in the complaint database. Any reporting or notification requirements due to the incident will immediately be complied with. Any complaint related to product quality or safety will immediately be investigated by management to ensure no additional products have been compromised.

Returns/Refunds:

Return Policy

If you find your product to be defective, please contact The Rhode Island Compassion Center, Inc. immediately by phone (401-XXX-XXXX) or email XXX@XXXXXXXXX.com and provide further details.

We will replace or refund any product found to be damaged, defective, contaminated or otherwise unfit for consumption within 14 days of purchase date. The defective product must be returned to the dispensary along with the patient's purchase receipt for a full refund or exchange. Additionally, a refund or exchange can only be given to the original purchaser

Product Recalls:

If a batch does not meet quality standards for any reason, it will be destroyed or remediated in accordance with the regulations. Employees will be trained on assessing quality and contamination as well as a multitude of other parameters which will be detailed in the company's operations manual. Protocol for reporting potential quality issues will be established and enforced.

If a product's test result exceeds an action level in 216-RICR-60-05-6 or otherwise is deemed unsafe or not compliant with regulations, the batch that the sample was taken

from will be immediately destroyed in accordance with regulations, and the event recorded in the approved marijuana tracking system. If remediation can be accomplished in a safe manner and is deemed worthwhile, The Center may apply to the DBR for permission to remediate, as set forth in the regulations. No material will be sold or transported until the completion and successful passage of quality assurance testing as required in 216-RICR-60-05-6.

The Center will immediately comply with all requests made by DBR or DOH for product recalls if it is determined we have sold or transferred a product that poses a risk to public health, safety, and welfare by following the approved recall plan and any other instructions. Any recalled product will immediately be placed in quarantine or with a third-party custodian if directed by DBR or DOH. Any required notifications to patients or orders for destruction will be complied with immediately. Patients will select a preferred method of notification upon registration at the Center and notifications of recall will automatically be sent via the selected method. In addition, the Center will have the ability to notify the patient at their next POS transaction by having the POS system alert the cashier to any recalls on a previous order.

Exhibit F – Location

Description of Licensed Premises

A description of the proposed Licensed Premises, including street address, plat/lot number and zoning district.

The proposed Licensed Premises is located at 164 Danielson Pike, Foster, RI 02825. The Foster Plat/Lot number is 10/36. The property is currently zoned GBM (General Business - Mixed Use), where Compassion Center is an approved use by-right. Rhode Island Compassion Center will lease 40,000 square feet of land and construct a 4,000sf retail space.

In addition, The Center will continue cultivation at its current licensed location, [REDACTED], Warwick, RI upon merger with Deep Green, LLC.

Evidence of compliance for the location(s) with the local zoning laws in the form of a certificate or letter from an authorized zoning official;

See Attached Title Card and Zoning Certification

Evidence that the physical location is not located within one thousand feet (1,000') of the property line of a preexisting public or private school in compliance with R.I. Gen. Laws § 21-28.6-12(f)(2) as demonstrated by a GIS Map or other similar municipal map showing Applicant's property, and the 1,000 foot distance from the property line of any schools;

See Attached GIS Map

A draft diagram, shown to scale, no smaller than 8.5" by 11" and no larger than 11" X 17", of the proposed facilities showing: Where medical marijuana will be stored, processed, packaged, manufactured and dispensed; The restricted-access areas, limited-access areas, walls, partitions, entrances, exits and location of security alarms, cameras, and surveillance recording equipment locations; Patient access areas including areas designated for patient enrollment, waiting, and education; Any public transportation services nearby, A diagram of all proposed on-site and off-site parking capacity (including spaces for persons with disabilities); How the facility will provide ADA-compliant access for persons with disabilities; and The location of the facility relative to streets and other public areas, and any other relevant information;

See Attached Diagram

A description of objective parameters (such as distances from streets and public areas) and/or proposed measures (such as black-out window shades) that ensure that marijuana at the premises shall not be visible from the street or other public areas; and

Exhibit F - Location

The entire perimeter of the property will be secured by an alarmed privacy fence. There will be a single entry point on to the premises through a monitored gate which will be secured during off hours. All guests and employees will be screened by security and center staff prior to being allowed past the check-in room.

The building faces a public street on one side only. The building will be situated 100± feet from the street. There are no other public areas abutting the property. All windows on the facility will be made opaque using window film or similar permanent covering, making it impossible to view marijuana or related products from the exterior of the building.

Documents evidencing either ownership of property or lease agreement with owner of property to allow the operation of a compassion center on the property, if property has already been purchased or leased at the time of the application or a signed letter of intent for such a sale or lease.

See Attached Permission Letter and Lease

Exhibit F - Location

164 DANIELSON PIKE

Location 164 DANIELSON PIKE

Mblu 10/ 0036/ / /

Acct# 23-2743-75

Owner WOLF PROPERTIES, LLC

PBN CommI II

Assessment

Appraisal

PID 965

Building Count 1

Current Value

Appraisal			
Valuation Year	Improvements	Land	Total
2017			

Assessment			
Valuation Year	Improvements	Land	Total
2017			

Parcel Addresses

Additional Addresses
No Additional Addresses available for this parcel

Owner of Record

Owner WOLF PROPERTIES, LLC

Co-Owner

Address 19 WALKER ROAD
FOSTER, RI 02825

Sale Price

Certificate

Book & Page 201/283

Sale Date 09/04/2019

Instrument 99

Ownership History

Ownership History					
Owner	Sale Price	Certificate	Book & Page	Instrument	Sale Date
WOLF PROPERTIES, LLC			201/283	99	09/04/2019
LINDSAY, BRENDA M. & BRAYTON, JANET L.			134/382	02	11/01/2004
HOPKINS, NANCY A (SHADY ACRES)			0/0	00	01/01/1900

Exhibit F - Location

Extra Features

Extra Features	Legend
No Data for Extra Features	

Parcel Information

Use Code 333
Description Large Bus Mdl-94
Deeded Acres 11

Land

Land Use	Land Line Valuation
Use Code 333	Size (Acres) 11
Description Large Bus Mdl-94	Frontage
Zone 0001	Depth
Neighborhood COMM	Assessed Value
Alt Land Appr No	Appraised Value
Category	

Outbuildings

Outbuildings						Legend
Code	Description	Sub Code	Sub Description	Size	Value	Bldg #
FGR1	Garage	MT	Metal	1476.00 SF		1
PAV	Paving	AS	Asphalt	20000.00 SF		1
SHD1	Shed / Workshop	FR	Frame	240.00 SF		1

Valuation History

Appraisal			
Valuation Year	Improvements	Land	Total
2018			
2018			
2016			

Assessment			
Valuation Year	Improvements	Land	Total
2018			
2018			
2016			



Exhibit F - Location

Town of Foster

Est. 1781

NOV 5 '20 AM 10:27

181 Howard Hill Road · Foster, RI 02825
Phone: (401)392-9200 · Fax: (401)702-5010

ZONING CERTIFICATE

Date: 11/4/2020

PLAT: 10 LOT: 36

POLE NO:

I. APPLICATION

Owner: WOLF PROPERTIES LLC

Lessee:

Street Address: 164 DANIELSON PIKE, FOSTER, RI

Town/State/Zip Code: FOSTER, RI

Zoning district in which premises are located: GBM. GENERAL BUSINESS MIXED USE

Existing use of premises: RESTAURANT

Proposed use of premises: COMPASSION CENTER

Dimensions of proposed building: EXISTING

Extent of proposed alterations:

Section of Zoning Ordinances which permits this use, structure, or sign: TOWN OF FOSTER

ZONING ORDINANCES - ARTICLE IV: USES, SECTION
38-191 TABLE OF USES MEDICAL MARIJUANA COMPASSION CENTER

Signed: [Signature] Address: 19 WALKER RD, FOSTER Phone No: 401-829-7471

NOTE: The Zoning Official may require that copies of plans and specifications, and such other information as may be deemed necessary, be filed with this application.

II. CERTIFICATE

I hereby certify that the proposed use, structure, or sign conforms to the provisions of the Town of Foster Zoning Ordinances.

Date: 11/9/2020

Zoning Official: [Signature]

Exhibit F - Location

GIS MAP

Red Circles depict 1,000 foot radius from property lines

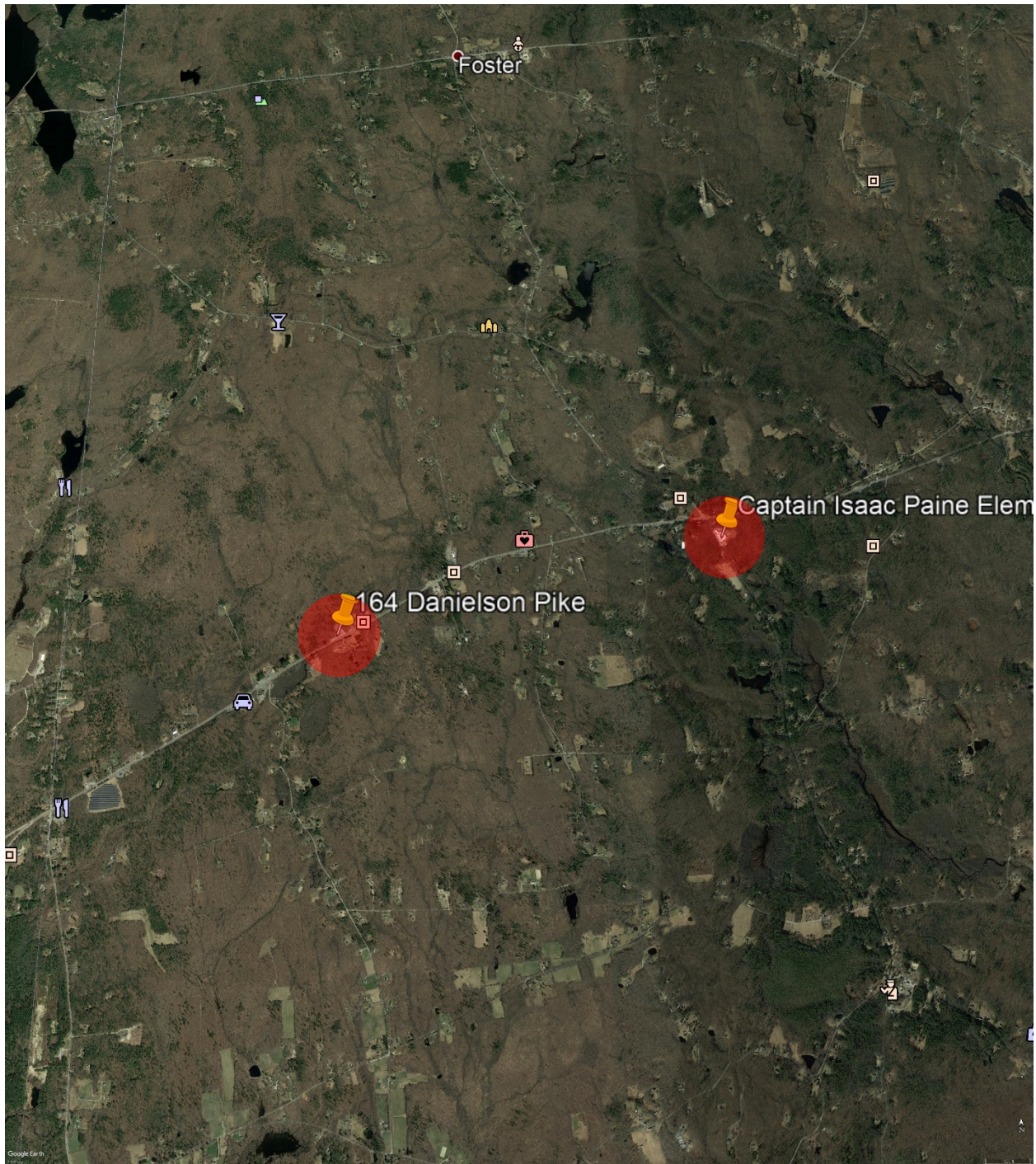


Exhibit F - Location

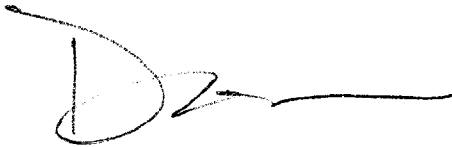
Wolf Properties, LLC
19 Walker Road
Foster, RI 02825

Ms. Erica Ferrelli
Office of Cannabis Regulation
Rhode Island Department of Business Regulations
1511 Pontiac Avenue, Bldg 68-1
Cranston, RI 02920

Dear Ms. Ferrelli,

This letter is to confirm that Mr. David J. DiSanto or his assignee has our permission to operate a state licensed medical marijuana compassion center at 164 Danielson Pike, Foster, RI 02825.

Desmonde O'Donnell-Lawson

A handwritten signature in black ink, appearing to be 'DZ' followed by a horizontal line.

LEASE

THIS LEASE made this 1st day of December, 2020, between **Wolf Properties, LLC**, a Rhode Island General Partnership, (hereinafter "Landlord") and **Rhode Island Compassion Center** (hereinafter "Tenant").

WITNESSETH:

1. **LEASED PREMISES.** In consideration of the rents and covenants herein reserved and contained on the part of the Tenant to be paid, performed and observed, the Landlord does hereby lease to the Tenant 40,000 square feet of land at 164 Danielson Pike, Foster, Rhode Island 02825 (hereinafter "Leased Premises" or "Premises").

The Landlord warrants to Tenant that he has a good and marketable title to the Unit, and that he has a good and legal right to execute and deliver this lease and to grant and convey to Tenant the leasehold estate herein provided for the term, at the rental, and upon the conditions herein set forth.

2. **TERM.** **TO HAVE AND TO HOLD** on an annual basis for a five-year period with the 1st day of December, 2020 (the "Commencement Date") and ending November 30, 2025. Tenants' obligation to pay rent shall commence upon the delivery of possession to the Tenant. Payments shall be made to the Landlord at the address set forth in Paragraph 23 of this Lease Agreement.

3. **RENT.** Yielding and paying therefore the following rental:

Beginning December 1, 2020, at the rate of [REDACTED]
[REDACTED] monthly, payable during said term in **TWELVE (12)**
equal monthly installments. Said monthly payments are payable in advance on the first
day of each calendar month.

4. **SECURITY DEPOSIT.** A refundable security deposit of [REDACTED]
[REDACTED] paid at the beginning of the lease term and
refundable upon the expiration of the lease term.

5. **TAXES.** (a) The Tenant covenants that in the event taxes on the
demised premises are increased either by an increase in valuation or by an increase in
rate, the tax increase will be paid by the Tenant. The base year for tax increase
computation shall be 2020; and the Tenant further agrees to pay said increase in tax
upon presentation of an increased tax bill by Landlord. If Landlord pays his taxes
quarterly, it will bill Tenant quarterly, if not then payment shall be paid upon presentation
of bill.

(b) The Tenant will have the right to contest the amount or validity of any Tax
Increase and Assessment by appropriate proceedings but only after payment to
Landlord of the amounts owed.

6. **QUIET ENJOYMENT.** The Tenant, upon paying the base rent and any
additional rent and other charges herein provided for, and performing all other terms of
this lease, shall quietly have and enjoy the leased property during the term of this lease

without hindrance or molestation by anyone claiming by or through the Landlord, subject, however, to the reservations and conditions of this lease.

7. **USE.** The Tenant may use and occupy the leased property as a Compassion Center under Rhode Island laws.

8. **MUTUAL NON-SUBROGATION.** The Tenant hereby releases the Landlord to the extent of its insurance coverage, from any and all liability for any loss or damage caused by fire or any casualty, even if such fire or other casualty shall be brought about by the fault or negligence of the Landlord, its servants or agents, provided, however, this release shall be in force and effect only so long as it shall not affect the right of the Tenant to recover under its said insurance policies.

Likewise, the Landlord hereby releases the Tenant to the extent of its insurance coverage, from any and all liability for any loss or damage caused by fire or any casualties, even if such fire or other casualty shall be brought about by the fault or negligence of the Tenant, its servants or agents, provided, however, this release shall be in force and effect only so long as it shall not affect the right of the Landlord to recover under said policies.

9. **SIGNS.** The Tenant may place and maintain in and about the leased premises such neat and appropriate signs as are reasonably required by law.

10. **DEFAULT AND DEFEASANCE.** In case the Tenant shall neglect or fail to pay rent or any other charge herein provided within twenty (20) days subsequent to the

time when due and payable (with notice more than one time per year of such default required from the Landlord); or in case the Tenant shall neglect or fail to perform and observe any of the other obligations in this lease on its part to be performed and observed and shall not cure such default within thirty (30) days after written notice thereof from the Landlord; and, notwithstanding any license or waiver of any former breach of covenant in any former instance, the Landlord, its successors or assigns, may lawfully, upon fifteen (15) days written prior notice to the Tenant (except in the case of default in the payment of rent or other charge, in which case no notice shall be required), at any time thereafter, and while such default, neglect or condition continues, terminate this lease without prejudice to any remedies which might otherwise be used for arrears of rent or for preceding breach of covenants, or for both; that upon notice as aforesaid this lease shall terminate, and the Tenant agrees with the Landlord that in the case of such termination as aforesaid during the period of said term, it will be responsible to the Landlord for all losses of rent or other payments which the Landlord may incur by reason of such termination of the lease, provided that nothing herein shall absolve the Landlord from its duty to attempt to re-lease or otherwise utilize the premises in mitigation of its damages.

11. FIRE AND RESTORATION OF PREMISES. It is agreed that in case the premises or the buildings containing them, or any part thereof, shall during the said term be destroyed by fire or other casualty so that the premises shall be thereby rendered unfit for occupancy, then either party may, by written notice to the other party elect to terminate this lease and such termination shall become effective as of the time of such destruction or damage.

12. EMINENT DOMAIN. If during the term of this lease, the whole or any part of the demised premises shall be taken by City, State, County or Federal authorities, or subdivisions thereof, or agencies acting pursuant to authority thereof, or by condemnation or by eminent domain or any means, for any purposes whatsoever, then the within lease shall terminate as of the day preceding such condemnation and the Tenant shall have no claim whatsoever against the Landlord and the Tenant shall not claim or be entitled to any award or any part of any awards made for damages for the taking as aforesaid of the whole or any part of the demised premises, except that any award for Tenant's trade fixtures and moving or relocation expenses and for any bonus value over the unexpired term of this lease recoverable by Tenant from the condemning authority shall belong to the Tenant.

13. LANDLORD'S RIGHT TO PERFORM TENANT'S OBLIGATIONS. If the Tenant shall be in default hereunder, the Landlord may cure such default on behalf of the Tenant, in which event the Tenant shall reimburse the Landlord for all sums paid to effect such cure. In order to collect such reimbursement the Landlord shall have all the remedies available under this lease for a default in the payment of rent.

14. LANDLORD'S RIGHT OF ACCESS. The Landlord or its agent shall be permitted to enter the leased property at all reasonable times and upon reasonable advance notice via a telephone call (except in an emergency) for the purpose of inspecting the leased property and making any necessary repairs to the leased property and performing any work therein that may be reasonably necessary.

15. **ASSIGNMENT, SUBLEASE.** The Tenant shall not have the right to assign and agrees not to assign this lease nor underlet the whole or any part of the premises without the prior written consent of the Landlord, which shall not be unreasonably withheld.

16. **SURRENDER.** At the expiration of the lease term the Tenant shall surrender the leased property in as good condition as it was in at the beginning of the term, reasonable use and wear excepted.

17. **WAIVERS.** The Tenant covenants with the Landlord that the failure of the Landlord to insist in any one or more instances upon the strict and literal performance of any of the covenants, terms or conditions of this lease or to exercise any option of the Landlord herein contained shall not be construed as a waiver or relinquishment for the future of such covenant, term, condition, or option, but the same shall continue and remain in full force and effect. The receipt by the Landlord of rent with knowledge of the breach thereof shall not be deemed to be a waiver of such breach, and no waiver by the Landlord of any covenant, term, condition or provision of this lease or of the breach thereof shall be deemed to have been made by the Landlord unless expressly acknowledged in writing by the Landlord over its signature.

18. **SUBORDINATION.** The Tenant hereby subordinates this lease to any mortgage, which the Landlord may from time to time place upon the property of which the leased premises are a part. Any such mortgage, whenever recorded, shall be superior and prior in lien to this lease. This subordination shall be self-operative and no

further instrument of subordination shall be required. The Tenant shall nevertheless execute and deliver from time to time such instruments and certificates consistent herewith affirming and confirming this subordination as the Landlord may reasonably request. Notwithstanding the foregoing provisions hereof, if the mortgagee or any other party shall take title to the leased premises through foreclosure or deed in lieu of foreclosure, Tenant shall be allowed to continue in possession of the leased premises as provided for herein so long as Tenant shall not be in default of the terms hereof.

19. NOTICES. All notices that may be given hereunder shall be in writing and shall be given by mailing the same by hand delivery for which a signed receipt is obtained or by certified, over-night or registered mail, return receipt requested, postage prepaid designate by notice to Landlord; and if given to Landlord, the same shall be mailed to Landlord at 35 Albany Road, Warwick, Rhode Island 02888, or to such other person or at such other address as Landlord may hereafter designate by notice to Tenant.

20. AMENDMENT OR MODIFICATION. The Tenant acknowledges and agrees that it has not relied upon any statement, representation, agreements or warranties except such as are expressed herein. No amendment or modification of this Indenture of Lease shall be valid or binding unless expressed in writing and executed by the parties hereto in the same manner as the execution of this Indenture of Lease.

21. SUCCESSORS AND ASSIGNS. All terms, conditions and covenants to be observed and performed by the parties hereto shall be applicable to and binding upon and inure to the benefit of their respective successors and assigns.

22. OPTION TO RENEW.

The parties agree that there is an option to renew for an additional ten (10) years, however, Landlord agrees (in the event that it does not utilize the Premises for its own purposes or for the purpose of any entity related to or controlled by the Landlord or its partners upon the expiration of this lease) that the Tenant shall have the right to continue in possession of the premises upon the same terms and conditions as would be offered to any other party, Tenant not being in default of any of the terms, covenants, conditions or obligations herein provided at the expiration of the lease term.

23. MISCELLANEOUS.

This Indenture of Lease shall be governed by, construed and enforced in accordance with the laws of the State of Rhode Island. The captions of this Indenture of Lease are inserted only as a matter of convenience and for reference, and in no way define, limit or describe the scope or intent of this Indenture of Lease, nor in any way affect this Indenture of Lease.

IN WITNESS WHEREOF, all of the General partners of the Landlord and the Tenant have caused this instrument to be executed in duplicate as of the day, month and year first above written.

LANDLORD:
Wolf Properties, LLC

By: 
Desmonde F. O'Donnell-Lawson -
General Partner

TENANT:
Rhode Island Compassion Center

By: 
David J. DiSanto - Shareholder