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▶ #4169

Criteria 1. Ability to operate a business, including but not limited to education, knowledge, and experience

Criteria 2. Plan for operating a medical marijuana dispensary in the county for which the applicant is seeking a license, including but not limited to a timeline for opening a retail dispensing location

Criteria 3. Proof of financial stability and access to financial resources

Criteria 4. Ability to comply with the security requirements of this chapter and section 329D-7, HRS

Criteria 5. Capacity to meet the needs of qualifying patients

Criteria 6. Ability to comply with criminal background check requirements pursuant to this chapter and sections 329D-7, 329D-12, and 846-2.7, HRS

Criteria 7. Ability to comply with the requirements in this chapter and chapters 329 and 329D, HRS, for inventory tracking, security, and dispensing limits for qualifying patients

Criteria 8. Ability to maintain confidentiality of a qualifying patient's medical condition, health status, and purchases of marijuana or manufactured marijuana products

Criteria 9. Ability to conduct or contract for certified laboratory testing on marijuana and manufactured marijuana products pursuant to this chapter and sections 329D-7 and 329D-8, HRS

Criteria 10. Ability to comply with requirements for packaging, labeling, and chain of custody of products

Criteria 11. A plan for secure disposal of marijuana and manufactured marijuana products

Criteria 12. Ability to ensure product safety, in accordance with this chapter and sections 329D-8, 329D-10, 329D-11, HRS

Criteria 13. No history of having a business license revoked.

Total Merit Criteria Points Awarded to Applicant

HELPFUL INFORMATION FOR FILLING OUT THIS FORM:

1. You can save your work on this form by checking the 'Save my progress and resume later' box and then clicking the 'Save form and resume later' button
IMPORTANT: Remember to do this every time you leave your application or you will lose the information you have entered.
2. To keep your information secure, remember to log out of your application each time you finish working on it.
3. Use a current version of Google Chrome or Firefox browser when completing this form.
4. Save the form every 20 minutes to avoid timing out. When entering information in a spreadsheet, save and exit the form first.
5. Do not include single or double quote marks (' or ") or more than one period (.) in your document names.

INSTRUCTIONS FOR THE MEDICAL MARIJUANA DISPENSARY LICENSE APPLICATION

Before applying for a medical marijuana dispensary license, applicants must acknowledge that they have read the statute and administrative rules on medical marijuana and be redirected to the statute and administrative rules.

Hawaii Revised Statute (HRS) 329D

Hawaii Administrative Rules (HAR) Chapter 11-850

Disclaimer:

MINIMUM REQUIREMENTS

All individual applicants and applying entities must meet the requirements listed below or the application will not be accepted. Applicants must attach proof sections.

INDIVIDUAL APPLICANT

- * Individual applicant shall be at least 21 years old.
- * Shall be a legal resident of the State of Hawaii for at least five (5) uninterrupted years immediately preceding the date of the license application.
- * Shall not have any felony convictions or any other disqualifying background history.
- * Shall be authorized by the applying entity to submit an application for a dispensary license, and act as the primary point of contact with the department.

APPLYING ENTITY

- * The applying entity must be organized under the laws of the State of Hawaii.
- * Have a Hawaii tax identification number.
- * Have a Department of Commerce and Consumer Affairs Business Registration Division number and suffix.
- * Have a federal employer identification number.
- * Not be less than fifty-one percent held by Hawaii legal residents or entities wholly controlled by Hawaii legal residents who have been legal residents for not less than ninety days immediately preceding the date of application was submitted.
- * Have financial resources under its control of not less than \$1,000,000 for each license applied for, plus not less than \$100,000 for each retail dispensing location, statements or escrow accounts, and those financial resources shall have been under the control of the applying entity for not less than ninety days immediately preceding the date of application.
- * Be composed of owners, principals, or members, each of whom is not less than twenty-one years of age and has no felony convictions or any other disqualifying background history.

APPLICATION FEE

The license application fee of \$5,000 by certified check or cashier's check payable to the State of Hawaii, Department of Health, is part of the minimum requirements for Marijuana Dispensary Licensing, Room 337, 601 Kamokila Blvd., Kapolei, HI 96707 or be postmarked by 4:30 pm Hawaii Standard Time on the last day of the application period.

Please note the application number on the check. This is found in the heading of the email confirmation you receive upon submittal, and is also visible when the application is processed.

NOTE: ALL QUESTIONS MUST BE ANSWERED TO SUBMIT YOUR APPLICATION UNLESS OTHERWISE INDICATED.

SECTION A: APPLICATION FOR COUNTY

NOTE: An applicant may apply for a license for more than one county, but may only receive one license. Indicating here that you are applying for a license in one county does not preclude you from applying for a license in another county; separate applications must be submitted. The applicant and applying entity must complete a separate application with all required information and refundable application fee of \$5,000 for each application. The financial resources required (\$1,000,000 plus not less than \$100,000 for each retail dispensing location) only apply toward one license, if granted.

1. For which county are you requesting a license?	County of Hawaii
2. Are you also applying for a dispensary license in another county?	Yes
2a. If YES, what other county or counties are you applying for a license? (NOTE: A separate application and check will be required for each county.)	<input checked="" type="checkbox"/> City & County of Honolulu

SECTION B: INDIVIDUAL APPLICANT INFORMATION**GENERAL INFORMATION**

3. Legal Name of Applicant	Mr. Adel Boushra Etinas
----------------------------	-------------------------

4. Upload Proof of Legal Name of Applicant

Scan and submit a certified copy of AT LEAST ONE (1) of the following:

- * Certified copy of a birth certificate or marriage certificate filed with a state office of vital statistics or equivalent agency in the individual's state of birth or marriage;
- * Valid, unexpired U.S. passport [inside cover and first page only] or U.S. passport card;
- * Consular report of birth abroad Form FS-240, DS-1350 or FS-545 issued by the U.S. Department of State;
- * Valid, unexpired permanent resident card (Form I-551) issued by the Department of Homeland Security (DHS) or the U.S. Citizenship and Immigration Services (USCIS);
- * Unexpired employment authorization document issued by the DHS, Form I-766 or Form I-688B;
- * Unexpired foreign passport with the following: a valid, unexpired U.S. visa affixed, and an approved I-94 form documenting the applicant's most recent admittance into the United States or a DHS admittance stamp on the passport;
- * Certified copy of the Certificate of Naturalization issued by DHS, Form N-550 or Form N-570;
- * Certificate of citizenship, Form N-560 or Form N-561, issued by DHS;
- * Court-issued, certified copy of a divorce decree;
- * Certified copy of a legal change of name order

5. Date of Birth (must be at least 21 years old)

6. Upload Proof of Date of Birth of Applicant

Scan and submit a certified copy of AT LEAST ONE (1) of the following:

- * Certified copy of a birth certificate or marriage certificate filed with a state office of vital statistics or equivalent agency in the individual's state of birth or marriage;
- * Valid, unexpired U.S. passport [inside cover and first page only] or U.S. passport card;
- * Consular report of birth abroad Form FS-240, DS-1350 or FS-545 issued by the U.S. Department of State;
- * Valid, unexpired permanent resident card (Form I-551) issued by the Department of Homeland Security (DHS) or the U.S. Citizenship and Immigration Services (USCIS);
- * Unexpired employment authorization document issued by the DHS, Form I-766 or Form I-688B;
- * Unexpired foreign passport with the following: a valid, unexpired U.S. visa affixed, and an approved I-94 form documenting the applicant's most recent admittance into the United States or a DHS admittance stamp on the passport;
- * Certificate of naturalization issued by DHS, Form N-550 or Form N-570;
- * Certificate of citizenship, Form N-560 or Form N-561, issued by DHS;
- * Valid, unexpired driver's license or government issued photo identification card.

7. Social Security No. or Identifier No. (last 4 digits only):

8. Applicant's Address

9. Daytime Phone No.

10. Fax No.

11. Email

CRIMINAL HISTORY INFORMATION

12. Has the individual applicant ever been convicted of a felony? If YES STOP, you are not an eligible applicant.

13. Has the individual applicant ever been convicted of a crime?

13a. If YES, please describe (e.g., conviction, date, disposition, etc.)

14. Has the individual applicant ever been arrested?

14a. If YES, please describe (e.g., date, disposition, etc.)

Obtain a Criminal History Report

Copy the Validation code from an eCrim report for the individual applicant generated by the Hawaii Criminal Justice Data Center no earlier than December 12, 2015 at 8:00 a.m. (Hawaii-Aleutian Standard Time).

Visit [eCrim.ehawaii.gov \(https://ecrim.ehawaii.gov/ahewa/\)](https://ecrim.ehawaii.gov/ahewa/) to obtain the eCrim report.

15. Enter the eCrim Validation Code here:

16. NOTICE: Pursuant to Chapter 329D HRS and Chapter 11-850 HAR, applicants are required to provide consent to a background check, including fingerprinting, to be conducted by the Department of Health or its designee.

Further information and instructions will be provided on <http://health.hawaii.gov/medicalmarijuana/>. If the information and instructions are not yet posted, please check the website often.

RESIDENCY INFORMATION 17. Is the Applicant a legal resident of the State of Hawaii for at least five years? If NO, STOP, you are not an eligible applicant. Yes

18. Upload Proof of Hawaii Residency:

Scan and submit AT LEAST ONE (1) of the following source documents as proof of Hawaii state residency for at least five years:

- * State of Hawaii tax return Form N-11 without schedules, worksheets, or attachments, and redacted to remove all financial information and all but the last four digits of the individual's social security number;
- * Evidence of voter registration;
- * Ownership, lease, or rental documents for place of primary domicile;
- * Billing statements including utility bills; or
- * Vehicle registration.

19. Authorized to Act on Behalf of Applying Entity

Scan and submit evidence of the authority of the individual to act on behalf of the applying entity, and supporting documentation (e.g. corporate resolution, bylaws, articles of incorporation):

SECTION C: APPLYING ENTITY INFORMATION

20. Name of Applying Entity

21. Applying Entity's Business Address

22. Entity Phone #

23. Entity Email

24. Entity Fax #

25. Is the applying entity organized under the laws of the State of Hawaii? If the answer is 'NO', STOP, you are not an eligible applicant.

26. Upload Applying Entity Incorporation or Business Status Documentation:

Upload a certified copy of applying entity's incorporation documents in the State of Hawaii.

Visit [Hawaii Business Express \(https://hbe.ehawaii.gov/documents/search.html\)](https://hbe.ehawaii.gov/documents/search.html) for available documents.

27. Provide the entity's Hawaii Department of Commerce & Consumer Affairs Business Registration Division Number & Suffix (file number).

Visit [Hawaii Business Express - Business Name Search \(https://hbe.ehawaii.gov/documents/search.html\)](https://hbe.ehawaii.gov/documents/search.html) to locate your entity's file number.

28. Upload a copy of the entity's Certificate of Good Standing from the Department of Commerce and Consumer Affairs.

29. Hawaii Tax Identification Number:

Provide the number along with a copy of the State of Hawaii Tax Identification Number (see question immediately below).

Visit [Tax ID Search \(https://dotax.ehawaii.gov/tls/app\)](https://dotax.ehawaii.gov/tls/app) for this information.

30. Upload a copy of the entity's State of Hawaii Tax Identification document.

31. Federal Employer Identification Number: Provide the Federal Employer Identification Number.

32. Upload a copy of the entity's Federal Employer Identification Number document.

OWNER(S), PRINCIPAL(S), & MEMBER(S) INFORMATION

33. Enter the total number of Owner(s), Principal(s), and Member(s) of the applying entity here:

5

34. Upload Owner, Principal, and Member Information Spreadsheet

INSTRUCTIONS: Download the EXCEL spreadsheet below, enter the following information in the format required, and upload it to attach it to your application.

Information to be provided:

1) List of Owners, Principals, and Members of the Applying Entity

For each Owner, Principal, and Member of the Applying Entity:

- A) Name, Address, Phone number, and Email Address
- B) Each individual's percent interest in the company
- C) State of primary residence
- D) Number of years each person has lived in Hawaii (the most recent, uninterrupted number of years that the person has been a resident), and
- E) A criminal background check for each Owner, Principal, and Member.

Copy the validation code from an eCrim report for the individual generated by the Hawaii Criminal Justice Data Center no earlier than December 12, 2015 at 8:00 a.m. (Hawaii-Aleutian Standard Time).

Visit [eCrim.ehawaii.gov \(https://ecrim.ehawaii.gov/ahewa/\)](https://ecrim.ehawaii.gov/ahewa/) to obtain the eCrim report.

Please include a signed statement by each Owner, Principal, or Member certifying that the information is complete and accurate. Upload the signed statements in the following question (35.)

2) Other Businesses Holding an Interest

If there are businesses that hold an interest in the company, list the business names and percent interest on a separate tab on the spreadsheet.

[Download Owner Principal Member Information Spreadsheet \(/mmjdisp/templates/Owner_Principal_Member_Report.xls\)](#)

35. Upload Proof of Name, Date of Birth, and Residency for each Officer, Principal, or Member listed on the spreadsheet

1) Proof of Legal Name of Each Owner, Principal, and Member:

Scan and submit a certified copy of AT LEAST ONE (1) of the following:

- * Certified copy of a birth certificate or marriage certificate filed with a state office of vital statistics or equivalent agency in the individual's state of birth or marriage;
- * Valid, unexpired U.S. passport [inside cover and first page only] or U.S. passport card;
- * Consular report of birth abroad Form FS-240, DS-1350 or FS-545 issued by the U.S. Department of State;
- * Valid, unexpired permanent resident card (Form I-551) issued by the Department of Homeland Security (DHS) or the U.S. Citizenship and Immigration Services (USCIS);
- * Unexpired employment authorization document issued by the DHS, Form I-766 or Form I-688B;
- * Unexpired foreign passport with the following: a valid, unexpired U.S. visa affixed, and an approved I-94 form documenting the applicant's most recent admittance into the United States or a DHS admittance stamp on the passport;
- * Certificate of naturalization issued by DHS, Form N-550 or Form N-570;
- * Certificate of citizenship, Form N-560 or Form N-561, issued by DHS;
- * Court-issued, certified copy of a divorce decree;
- * Certified copy of a legal change of name order;

2) Proof of Date of Birth

Scan and submit a certified copy of AT LEAST ONE (1) of the following:

- * Certified copy of a birth certificate or marriage certificate filed with a state office of vital statistics or equivalent agency in the individual's state of birth or marriage;
- * Valid, unexpired U.S. passport [inside cover and first page only] or U.S. passport card;
- * Consular report of birth abroad Form FS-240, DS-1350 or FS-545 issued by the U.S. Department of State;
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- * Unexpired employment authorization document issued by the DHS, Form I-766 or Form I-688B;
- * Unexpired foreign passport with the following: a valid, unexpired U.S. visa affixed, and an approved I-94 form documenting the applicant's most recent admittance into the United States or a DHS admittance stamp on the passport;
- * Certificate of naturalization issued by DHS, Form N-550 or Form N-570;
- * Certificate of citizenship, Form N-560 or Form N-561, issued by DHS;
- * Valid, unexpired driver's license or government issued photo identification card.

3) Proof of Hawaii Residency:

Scan and submit AT LEAST ONE (1) of the following source documents as proof of Hawaii state residency for at least five years:

- * State of Hawaii tax return Form N-11 without schedules, worksheets, or attachments, and redacted to remove all financial information and all but the last four digits of the individual's social security number;
- * Evidence of voter registration;
- * Ownership, lease, or rental documents for place of primary domicile;
- * Billing statements including utility bills; or
- * Vehicle registration.

Document size limit is 2 MB. Up to 10 documents may be attached.

SECTION D: FINANCIAL INFORMATION

36. FINANCIAL RESOURCES GENERAL INFORMATION

INSTRUCTIONS: Download the EXCEL spreadsheet below, enter the following information in the format required, and upload it to attach it to your application.

Information to be provided:

1) Financial Resources the applying entity has under its control. List each financial resource, amount of the resource (round to nearest dollar, no cents), and verifying information (account type, account number, account name, name of financial institution, applicant contact information) as shown on the spreadsheet

2) Date Resource/Dollar amount under the applying entity's control

[Download Financial Resources General Information Spreadsheet \(/mmjdisp/templates/Financial_Resources_General.xls\)](/mmjdisp/templates/Financial_Resources_General.xls)

Upload the completed Financial Resources General Information Spreadsheet

37. Upload Financial Resources General Information Supporting Source Documents

Upload supporting source documents, i.e. bank statements, escrow account information, balance sheets etc. Supporting source documents for Financial Resources General Information must be provided as proof of the financial resources.

Document size limit is 10 MB. Up to 5 documents may be attached.

**38. FINANCIAL RESOURCES -
RETAIL DISPENSING LOCATION INFORMATION**

INSTRUCTIONS: Download the EXCEL spreadsheet below, enter the following information in the format required, and upload it to attach it to your application.

Data to be provided:

1) Financial Resources the applying entity has under its control for each retail dispensing location allowed (2 locations maximum)

2) Dollar Amount (total aggregate for each retail dispensing location shall be not less than \$100,000, or \$200,000 for 2 locations)

3) Date Resource/Dollar amount under the applying entity's control (resources have been under the Applying Entity's control for not less than 90 days)

[Download Financial Resources - Retail Dispensing Location Information Spreadsheet \(/mmjdisp/templates/Financial_Resources_Retail_Dispensing_Location.xls\)](/mmjdisp/templates/Financial_Resources_Retail_Dispensing_Location.xls)

Upload the completed Financial Resources - Retail Dispensing Location Information Spreadsheet

39. Upload Retail Dispensary Location Supporting Source Documents

Upload supporting source documents, i.e. bank statements, escrow account information, balance sheets etc. Supporting source documents for retail dispensary locations must be provided as proof of the financial resources.

Document size limit is 10 MB. Up to 5 documents may be attached.

SECTION E: MERIT INFORMATION - OPTIONAL

Responses for each criteria shall be no longer than specified for each criteria, double spaced, font size no smaller than 12, and margins no less than 1 inch

(1) Ability to operate a business, including but not limited to education, knowledge, and experience with:

- (A) Regulated industries;
- (B) Agriculture or horticulture;
- (C) Commercial manufacturing;
- (D) Pharmaceutical companies;
- (E) Operating or working in a medical marijuana dispensary business;
- (F) Creating and implementing a business plan, including a timeline for opening a business;
- (G) Creating and implementing a financial plan;
- (H) Retail sales;
- (I) Secure inventory tracking and control;
- (J) Protecting confidential customer information;
- (K) Owning or managing a business that required twenty four hour security monitoring; and
- (L) Any other experience the applicant considers relevant;

Response to (1) shall be no longer than five (5) pages.

Upload Response to (1)

(2) Plan for operating a medical marijuana dispensary in the county for which the applicant is seeking a license, including but not limited to a timeline for opening a retail dispensing location;

Response to (2) shall be no longer than five (5) pages.

Upload Response to (2)

(3) Proof of financial stability and access to financial resources, including but not limited to:

- (A) Legal sources of finances immediately available to begin operating a dispensary;
- (B) A summary of financial statements in businesses previously or currently owned or operated by the applicant;
- (C) A financial plan for operating a medical marijuana dispensary in Hawaii;
- (D) Good credit history; and
- (E) History of bankruptcy by the applicant or entities owned or operated by the applicant;

Response to (3) shall be no longer than five (5) pages.

Upload Response to (3)

(4) Ability to comply with the security requirements of Chapter 11-850 and Section 329D-7, HRS;

Response to (4) shall be no longer than five (5) pages.

Upload Response to (4)

(5) Capacity to meet the needs of qualifying patients, including but not limited to:

- (A) Educating patients on how marijuana can be used to assist patients with debilitating medical conditions and about the marijuana and manufactured marijuana products that will be available in the applicant's retail dispensing locations;
- (B) Producing and maintaining a supply of marijuana that is sufficient to meet the needs of qualifying patients;
- (C) Providing safe, accessible retail dispensing locations; and
- (D) Measuring and improving customer satisfaction;

Response to (5) shall be no longer than five (5) pages.

Upload Response to (5)

(6) Ability to comply with criminal background check requirements pursuant to Chapter 11-850 and Sections 329D-7, 329D-12, and 846-2.7, HRS;

Response to (6) shall be no longer than three (3) pages.

Upload Response to (6)

(7) Ability to comply with the requirements in Chapter 11-850 and Sections 329 and 329D, HRS, for inventory tracking, security, and dispensing limits for qualifying patients;

Response to (7) shall be no longer than five (5) pages.

Upload Response to (7)

(8) Ability to maintain confidentiality of a qualifying patient's medical condition, health status, and purchases of marijuana or manufactured marijuana products;

Response to (8) shall be no longer than three (3) pages.

Upload Response to (8)

(9) Ability to conduct or contract for certified laboratory testing on marijuana and manufactured marijuana products pursuant to Chapter 11-850 and Sections 329D-7 and 329D-8, HRS;

Response to (9) shall be no longer than three (3) pages.

Upload Response to (9)

(10) Ability to comply with requirements for packaging, labeling, and chain of custody of products;

Response to (10) shall be no longer than three (3) pages.

Upload Response to (10)

(11) A plan for secure disposal of marijuana and manufactured marijuana products;

Response to (11) shall be no longer than five (5) pages.

Upload Response to (11)

(12) Ability to ensure product safety, in accordance with Chapter 11-850 and Sections 329D-8, 329D-10, 329D-11, HRS.

Response to (12) shall be no longer than five (5) pages.

Upload Response to (12)

(13) No history of having a business license revoked.

Response to (13) shall be no longer than three (3) pages.

Upload Response to (13)

SECTION F: CERTIFICATION AND SUBMITTAL

Certification

☒ I hereby certify under penalty of law that the information submitted as part of this application is true and accurate.

By checking the box above and entering the individual applicant's name below, the applicant has electronically signed this application.

Applicant Name

Mr. Adel Boushra Etinas

If you have previously submitted an application and this is a revision, enter the unique entry number(s) of your previous submission(s) here.

User ID

User Email

Entry Info

Date Created

29 Jan 2016 - 01:10:45 PM

Date Updated

IP Address

**HAWAII AGRI-HEALTH LLC
ACTION BY CONSENT OF THE MANAGERS
IN LIEU OF MEETING**

This Action of the Managers of **Hawaii Agri-Health LLC**, a Hawaii limited liability company (the "Company"), effective January 13, 2016, is taken by the written consent of the Managers pursuant to Section 428, Hawaii Revised Statutes, as amended, in lieu of a meeting of the Managers.

Medical Marijuana Dispensary License Application

The Managers have determined that it is in the best interests of the Company to apply for a Medical Marijuana Dispensary License under the laws of the State of Hawaii. The Managers hereby authorize and direct Adel Etinas to prepare, execute, deliver, acknowledge, submit and/or file with the State of Hawaii Department of Health, on behalf of the Company, the Company's Medical Marijuana Dispensary License Application and to act as the authorized individual on behalf of the Company as provided in Paragraph 19 of the Application with respect to the Company's Medical Marijuana Dispensary License Application.

The Managers further hereby specifically authorize and direct Adel Etinas to execute such additional documents, agreements, certificates, forms and other instruments in the name of and on behalf of the Company and to take such additional action in connection with the Company's Medical Marijuana Dispensary License Application as may be necessary or appropriate.

Any action taken or documents executed and delivered by any one Manager, or any two or more of the Managers, of the Company to date in connection with the Company's Medical Marijuana Dispensary License Application are hereby ratified, confirmed and approved as the acts of the Company.

Execution in Counterparts/Facsimile

This Action by Consent of the Managers may be executed (a) in one or more partially or fully executed counterparts, each of which will be deemed an original and will bind the signatory, but all of which together will constitute the same instrument, and (b) by facsimile or electronic mail.

FILED 10/14/2014 03:51 PM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii



STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No.(808) 586-2727



ARTICLES OF ORGANIZATION FOR LIMITED LIABILITY COMPANY
(Section 428-203 Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

The undersigned, for the purpose of forming a limited liability company under the laws of the State of Hawaii, do hereby make and execute these Articles of Organization:

I

The name of the company shall be:

PACIFIC MARINE & SUPPLY HARBOR FACILITIES LLC

(The name must contain the words *Limited Liability Company* or the abbreviation *L.L.C.* or *LLC*)

III

The company shall have and continuously maintain in the State of Hawaii a registered agent who shall have a business address in this State. The agent may be an individual who resides in this State, a domestic entity or a foreign entity authorized to transact business in this State.

- a. The name (and state or country of incorporation, formation or organization, if applicable) of the company's registered agent in the State of Hawaii is:

PACIFIC MARINE & SUPPLY COMPANY, LTD

HAWAII

(Name of Registered Agent)

(State or Country)

- b. The street address of the place of business of the person in State of Hawaii to which service of process and other notice and documents being served on or sent to the entity represented by it may be delivered to is:

IV

I HEREBY CERTIFY that this is a true and correct copy of the official record(s) of the Business Registration Division.



Michael P. O'Neil, Esq.
DIRECTOR OF COMMERCE
AND CONSUMER AFFAIRS

January 14, 2016

V

The period of duration is (check one):



At-will



For a specified term to expire on: _____

(Month Day Year)

VI

The company is (check one):

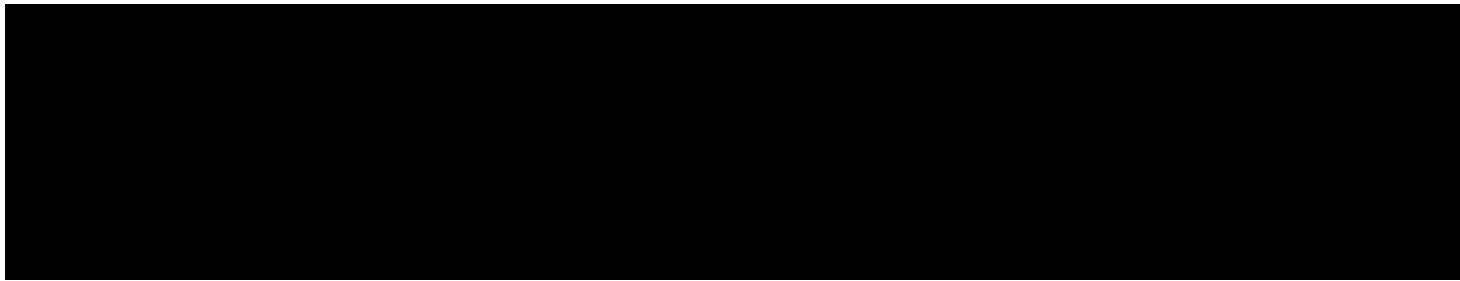
a.

Manager-managed, and the names and addresses of the initial managers are listed in paragraph "c",
and the number of initial members are:

b.



Member-managed, and the names and addresses of the initial members are listed in paragraph "c".

_____

VII

The members of the company (check one):



Shall not be liable for the debts, obligations and liabilities of the company.



Shall be liable for all debts, obligations and liabilities of the company.

Shall be liable for all or specified debts, obligations and liabilities of the company **as stated below**, and have consented in writing to the adoption of this provision or to be bound by this provision._____

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, I am authorized to sign this Articles of Organization, and that the above statements are true and correct to the best of our knowledge and belief.

14

OCTOBER 2014

Signed this

_____ day of

(Type/Print Name of Organizer)

10/14/201458288

(Signature of Organizer)

(Signature of Organizer)

10/14/201458288

Nonrefundable Filing Fee: \$25.00

STATE OF HAWAII
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS
Business Registration Division
335 Merchant Street
Mailing Address: P.O. Box 40, Honolulu, Hawaii 96810
Phone No. (808) 586-2727



FILED 12/30/2015 09:05 AM
Business Registration Division
DEPT. OF COMMERCE AND
CONSUMER AFFAIRS
State of Hawaii

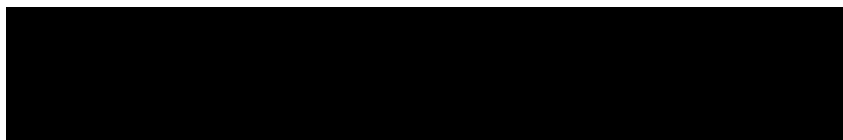


ARTICLES OF AMENDMENT OF LIMITED LIABILITY COMPANY

(Section 428-204, Hawaii Revised Statutes)

PLEASE TYPE OR PRINT LEGIBLY IN BLACK INK

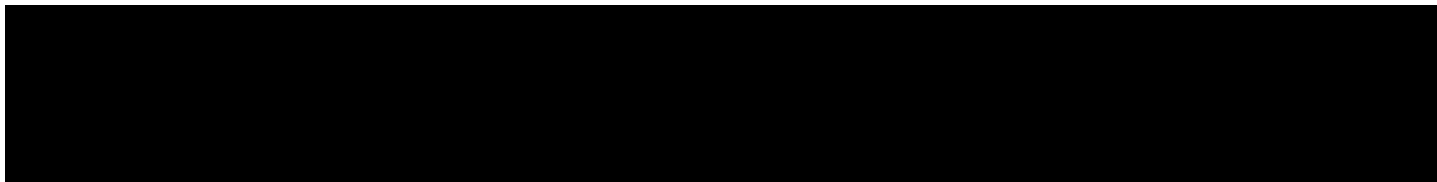
The undersigned, for the purpose of amending the Articles of Organization, do hereby certify as follows:



2. The amendment(s) adopted is attached.
3. The amendment(s) was adopted with the consent of all, or a lesser number of, the members of the limited liability company as authorized by the operating agreement.

We certify, under the penalties set forth in the Hawaii Uniform Limited Liability Company Act, that we have read the above statements, we are authorized to make this change, and that the statements are true and correct.

Signed this 29th day of December, 2015



Instructions: Articles must be typewritten or printed in **black ink**, and must be **legible**. The articles must be signed and certified by at least one manager of a manager-managed company or by at least one member of a member-managed company. All signatures must be in **black ink**. Submit original articles together with the appropriate fee.

Line 1. State the full name of the limited liability company.

Line 2. Attach the amendment(s) that was adopted by the members. The amendment(s) must be identified by the numerical or other designation used in the company's original Articles of Organization. Attachment must be typewritten or printed in black ink on 8-1/2 x 11 white, bond paper and printed only on one side.

Do not re-execute the attachment.

Filing Fees: *Filing fee (\$25.00) is not refundable.* Make checks payable to DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS. Dishonored Check Fee \$25.00.

For any questions call (808) 586-2727 Neighbor islands may call the following numbers followed by 6-2727 and the # sign:
Kauai 274-3141; Maui 984-2400; Hawaii 974-4000, Lanai & Molokai 1-800-468-4644 (toll free).
Fax: (808) 586-2733 Email Address: breg@dcca.hawaii.gov

NOTICE: THIS MATERIAL CAN BE MADE AVAILABLE FOR INDIVIDUALS WITH SPECIAL NEEDS. PLEASE CALL THE DIVISION SECRETARY, BUSINESS REGISTRATION DIVISION, DCCA, AT 586-2744, TO SUBMIT YOUR REQUEST.

ALL BUSINESS REGISTRATION FILINGS ARE OPEN TO PUBLIC INSPECTION. (SECTION 92F-11, HRS)

I HEREBY CERTIFY that this is a true and correct copy of the official record(s) of the Business Registration Division.



DIRECTOR OF COMMERCE
AND CONSUMER AFFAIRS

January 14, 2016

ATTACHMENT TO ARTICLES OF AMENDMENT**of****PACIFIC MARINE & SUPPLY HARBOR FACILITIES LLC**

The following sections are amended to read as follows:

Section I

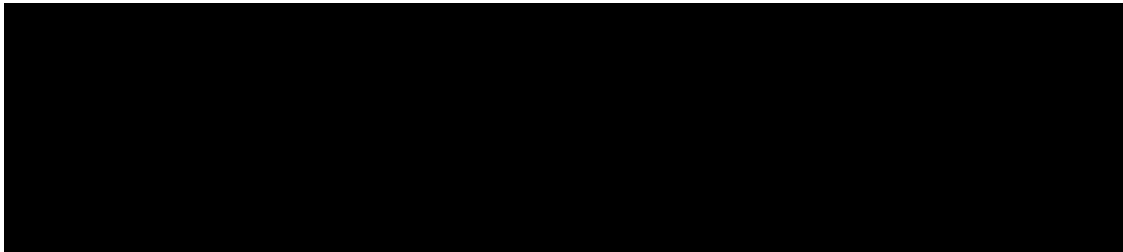
The name of the company shall be: Hawaii Agri-Health LLC.

Section V

The period of duration is for a specified term to expire on: December 31, 2113.

Section VI

- a. The company is Manager-managed, and the names and addresses of the managers are listed in paragraph "c", and the number of members are: 6.
- c. List the names and addresses of the managers if the company is Manager-managed.



HAWAII AGRI-HEALTH LLC BYLAWS

This operating agreement, to be known as the Hawaii Agri-Health LLC Bylaws, is entered into and shall be effective as of the date signed by each of the Persons executing these Bylaws as Members pursuant to the provisions of the Hawaii Limited Liability Company Act, HRS 428, as amended from time to time, or any corresponding provisions of succeeding law (the "Act"), and who are identified as Members on Exhibit A of these Bylaws, on the following terms and conditions.

SECTION 1 THE COMPANY

1.1 Formation. The Members acknowledge the formation of the Company as a limited liability company under the provisions of the Act and upon the terms and conditions set forth in the Articles of Organization and these Bylaws. Simultaneously with the execution of these Bylaws, each of the Members shall be admitted as a member of the Company and each of the Managers shall be appointed as a manager of the Company. The rights and liabilities of the Members shall be as set forth in the Articles of Organization, these Bylaws and the Act. To the extent permitted by the Act, these Bylaws and the Articles of Organization, and not the Act, shall govern the Company and its operations.

1.2 Name. The name of the Company shall be **Hawaii Agri-Health LLC** and all business of the Company shall be conducted in such name.

1.3 Purpose. The purposes of the Company are: to apply for a medical marijuana license in the State of Hawaii, to maintain such license and operate a licensed medical marijuana business in the State of Hawaii, to provide protection from creditors and other claimants with respect to the Property and the Units, to consolidate the management of the Property in a single entity, to avoid potentially expensive litigation and disputes over the Property by providing mechanisms which will provide for their management and procedures to resolve disputes, to provide mechanisms which will provide the potential for the transfer of any Member's Units, to acquire, buy, manage, protect, conserve, sell, dispose of, or otherwise deal with (directly or indirectly) any and all Property contributed by the Members or acquired by the Company and to engage in any and all activities related or incidental to the purposes described in this Section 1.3 as may be approved by the Members (the "Business").

SECTION 2 MEMBERS' CAPITAL CONTRIBUTIONS

2.1 Original Capital Contributions. The name, address, and number of Units of each Member shall be as reflected on Exhibit A, their original Capital Contributions, Percentage Interest, Designating Member Group and Units.

2.2 Additional Capital Contributions. The Members shall not be required to make additional Capital Contributions without the consent of the Members, in which event the Company shall issue to the contributing Members additional Units of an amount as agreed to by the Members.

SECTION 3 ALLOCATIONS

3.1 Profits. After giving effect to the special allocations set forth in Section 10, Profits for any Fiscal Year shall be allocated among the Units in the following order and priority:

(a) First, to the Units to the extent that such Units have been allocated losses disproportionately pursuant to Section 3.2; and

(b) The remainder, if any, to the Units proportionately.

3.2 Losses. After giving effect to the special allocations set forth in Section 10, and subject to the limitation on loss allocations contained in Section 10.3, Losses for any Fiscal Year shall be allocated to the Units proportionately to among the Units.

SECTION 4 DISTRIBUTIONS

Except in the event of dissolution and winding up, the Company shall make distributions of its Distributable Cash, if any, at such times as determined by the Management Committee, in its reasonable discretion, to the Unit Holders proportionately. "Distributable Cash" means the cash on hand and in the Company's bank accounts in excess of the reasonable cash requirements and repair, replacement, and other reserves of the Company. The cash and reserve requirements shall include, but need not be limited to, the amounts reasonably required for all taxes, insurance, debt service, and other expenses of the Company, debt payments, capital improvements, replacements, and contingencies, all as determined by the Management Committee. Distributable Cash shall not be reduced by depreciation, amortization, cost recovery deductions, or similar allowances, but shall be increased by any reductions of reserves previously established.

SECTION 5 MANAGEMENT

5.1 Management Committee. The management of the Company shall be vested in the committee of Managers (the "Management Committee") designated by the Members.

(a) The names and addresses of the initial Managers shall be as set forth on Exhibit B. The Members, by signing these Bylaws, hereby designate the Persons identified on Exhibit B hereto as the initial Managers until their successors are designated, each such Manager being deemed designated set forth below.

(b) A Manager shall remain in office until removed by the respective Members designating such Manager ("Designating Member Group"), as set forth on Exhibit A.

Each of the Designating Member Group's Members signing these Bylaws shall designate one Manager for each 240,000 Membership Units purchased. A Manager may be removed at any time, with or without cause, by the written notice of the Members in the respective Designating Member Group owning a majority in interest of the Units owned by such Members, delivered to the Company, demanding such removal. In the event any Manager dies or is unwilling or unable to serve as such or is removed from office by such Manager's Designating Member Group, the Designating Member Group that designated such Manager shall promptly designate a successor by delivering to the Company their written statement designating their Manager and setting forth such new Manager's address.

(c) In the event that one of the initial Member's Units are later held by more than one Member, such successor Members' Units shall remain part of their original Designating Member Group.

5.2 Meetings of the Management Committee. The Management Committee shall meet as necessary at the offices of the Company or at such other location or using such means of communication other than meeting in person as may be agreed upon by the Management Committee. Any Manager may call a meeting of the Management Committee upon not less than three (3) days' prior notice to the other Managers.

(a) Each Manager shall have one (1) vote. The Management Committee shall act by the affirmative vote of a majority of the total number of Managers on the Management Committee.

(b) In lieu of a meeting, the Management Committee may take any action by written consent without a meeting if such action is approved unanimously by the Managers.

(c) A Manager may authorize any Person to act for it by proxy on all matters in which such Manager is entitled to participate. A proxy must be signed and dated by the Manager or its attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date shown on the proxy unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Manager executing it.

5.3 Management Committee Powers. The Members intend that the Company be managed by the Management Committee in accordance with and subject to any restrictions set forth in these Bylaws. All powers to control and manage the business and affairs of the Company and to bind the Company shall be exclusively vested in the Management Committee, and the Management Committee may exercise all powers of the Company and do all such lawful acts as are not by statute, the Articles of Organization or these Bylaws, directed or required to be exercised or done by the Members and in so doing shall have the right and authority to take all actions that the Management Committee deems necessary, useful, or appropriate for the management and conduct of the Company's business and affairs and in the pursuit of the purposes of the Company, including exercising the specific rights and powers set out below in this Section 5.3:

(a) Execute any and all agreements, contracts, documents, certifications, and instruments necessary or convenient in connection with the management, maintenance, and operation of the Property;

(b) Engage in any kind of activity and perform and carry out contracts of any kind (including contracts of insurance covering risks to Property and Manager liability)

necessary or incidental to, or in connection with, the accomplishment of the purposes of the Company, as may be lawfully carried on or performed by a Company under the laws of each state in which the Company is then formed or qualified;

(c) Conduct the Business, carry on the operations of the Company and have and exercise the powers granted by the Act in any state, territory, district or possession of the United States, or in any foreign country, which may be necessary or convenient to effect any or all of the purposes for which the Company is organized;

(d) Execute any and all agreements, contracts, documents, certifications, and instruments necessary to or convenient for the management, maintenance, and operation of the Business, or in connection with managing the affairs of the Company, including, executing amendments to these Bylaws and the Articles of Organization in accordance with the terms of these Bylaws as Managers;

(e) In furtherance of any or all of the purposes of the Company, execute any deed, lease, mortgage, deed of trust, mortgage note, promissory note, bill of sale, contract, or other instrument purporting to convey or encumber any or all of the Company assets; and

(f) Appoint, as necessary, the officers of the Company and establish policies and guidelines for the hiring of employees to permit the Company to act as an operating company with respect to its Business. The Management Committee shall have the power to delegate authority to such officers, employees, agents and representatives of the Company as it may from time to time deem necessary or desirable.

5.4. Limitation on Authority of the Management Committee. Notwithstanding any other provision of these Bylaws, the Management Committee shall not take any action in connection with any of the following matters without the written consent signed by Members owning a majority in interest of the Units entitled to vote:

(a) An amendment of the Articles of Organization;

(b) An amendment of this Operating Agreement;

(c) Any act in contravention of these Bylaws;

(d) Authorization or ratification of acts or transactions which would otherwise violate the duty of loyalty owed to the Company by the Managers;

(e) Use of the Property to redeem any Units or portion thereof subject to a charging order;

(f) Any transaction between the Company and any Member, Manager or Affiliate which the Management Committee determines may not be an arm's length transaction; and

(g) Compromise an obligation of a Member to make a Contribution or return money or other property paid or distributed in violation of the Act.

5.5 Manager's Standard of Care. Each Manager shall perform his duties as a Manager in good faith, in a manner he reasonably believes to be in the best interests of the

Company, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. A Manager who performs his duties pursuant to the standard in this Section 5.5 shall not have any liability by reason of being or having been a Manager of the Company. A Manager shall not be personally liable under a judgment, decree or order of court, or in any other manner, for a Debt, obligation or liability of the Company. The Manager shall not have any personal liability for the repayment of any Capital Contributions of any Member.

5.6 Indemnification of the Managers. The Company shall indemnify, defend, hold harmless, and pay all judgments and claims against any Manager relating to any liability, loss or damage incurred by reason of any act performed or omitted to be performed by any Manager in connection with the Business, including reasonable attorneys' fees incurred by the Manager in connection with the defense of any action based on any such act or omission, which attorneys' fees may be paid as incurred. Notwithstanding this indemnification in the immediately preceding sentence, no Manager shall be indemnified from any liability for fraud, intentional misconduct, gross negligence, willful failure to perform in accordance with these Bylaws or a knowing violation of the law which was material to the cause of action.

5.7. Manager Compensation. The Company may pay to any Manager reasonable compensation for services rendered to the Company, including by means of a guaranteed payment.

SECTION 6 ROLE OF MEMBERS

6.1 Rights or Powers. The Members shall have no rights or powers to take part in the control of the Company and its business affairs but for the rights Members to vote on the matters set forth in these Bylaws or as required by the Act.

6.2 Procedure for Consents, Voting Majority; Meetings of the Members.

(a) Each Member shall have as many votes as Units held in the Company. Except as otherwise expressly provided in these Bylaws, the vote by Members owning a majority in interest of the Units entitled to vote on the matter shall be sufficient to constitute the act of the Members.

(b) Any Member may call a meeting of the Members upon not less than fourteen (14) days' prior notice to the other Members. Members may vote in person or by telephone at such meeting and may waive advance notice of such meeting.

(c) Each Member may authorize any Person to act for it by proxy on all matters in which such Person is entitled to participate. A proxy must be signed and dated by the Member or its attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date shown on the proxy unless otherwise provided in the proxy. A proxy shall be revocable at the pleasure of the Member executing it.

(d) In lieu of a meeting, the Members may take any action without a meeting if such action is approved by a written consent signed by Members owning a majority in interest of the Units entitled to vote on the action.

6.3 Transactions between a Member and the Company. Any Member may, but shall not be obligated to, lend money to the Company, act as surety for the Company and transact other business with the Company and have the same rights and obligations when transacting business with the Company as a Person or entity who is not a Member. A Member, any Affiliate of a Member or an employee, stockholder, agent, director or officer of a Member or any Affiliate thereof, may also be an employee or be retained as an agent of the Company. The existence of these relationships and acting in such capacities will not result in the Member being deemed to be participating in the control of the business of the Company or otherwise affect the limited liability of the Member. Nothing herein contained shall be deemed in any way or manner to prohibit or restrict the right or freedom of any Member separately, as a separate Person apart from the Company, to conduct any business or activity whatsoever.

6.4. Representations and Warranties of the Members. Each Member hereby represents and warrants to the other Members and to the Company that such Member:

(a) Is acquiring his Units for his own account for investment, and not with a view to the sale or distribution;

(b) Has read and fully understands and agrees to be bound by all of the terms and provisions of these Bylaws;

(c) To the extent that such Member has had any questions with respect to the Company, these Bylaws or any other matter bearing upon such Member's decision to become a Member of the Company, has had a full and complete opportunity to make inquiry of the Managers and has had all of its questions answered to its full and complete satisfaction; and

(d) Agrees that it will not Transfer all or any portion of its Units, or portion thereof, to any Person who does not similarly represent and warrant and similarly agree not to Transfer such Units, or portion thereof.

SECTION 7 TRANSFERS

7.1 Restrictions on Transfers. Except as otherwise permitted by Section 7.2 of these Bylaws, no Member shall Transfer all or any portion of its Units.

7.2 Permitted Transfers. Subject to the conditions and restrictions set forth in Section 7.3 and Section 7.4, a Member may at any time Transfer (such transfers being "Permitted Transfers") all or any portion of its Units to:

(a) Any other Member or descendant of a Member or to a trust for the benefit of one or more such Persons;

(b) Any Person, with the written consent signed by Members owning a majority in interest of the Units;

(c) Any revocable living trust of a Member but only in the event that such Member retains the ability to revoke or amend the trust during such Member's capacity to act, such Member is the sole lifetime beneficiary of such trust and the trustee of such trust

agreement specifically acknowledges that the trustee and any successor trustees shall be bound by this agreement including the restrictions on transfer contained;

(f) Any purchaser in accordance with Section 7.5.

7.3 Prohibited Transfers. Any purported Transfer of Units that is not a Permitted Transfer shall be null and void and of no force or effect whatsoever; provided that, if the Company is required to recognize a Transfer that is not a Permitted Transfer, the assignee shall be strictly limited to the transferor's rights to allocations and distributions as provided by these Bylaws with respect to the transferred Units. An assignee shall have no right to any information of the Company and shall not have any of the rights of a Member under these Bylaws. If the ownership of any Units is in doubt, or if there is reasonable doubt as to who is entitled to a distribution of the income realized from such Units, the Company may accumulate the income until this issue is fully determined and resolved. Accumulated income will be credited to the Capital Account of the Member whose Units are in question.

In the case of a Transfer or attempted Transfer of Units that is not a Permitted Transfer, the parties engaging or attempting to engage in such Transfer shall be liable to indemnify and hold harmless the Company and the other Members from all cost, liability, and damage that any of such indemnified Members may incur as a result of such Transfer or attempted Transfer and efforts to enforce the indemnity granted hereby, including applying any distributions to satisfy any debts, obligations, or liabilities for damages that the transferor or transferee of such Units may have to the Company.

7.4 Licensing Restrictions. Notwithstanding that a Transfer may be permitted pursuant to Section 7.2, no Transfer shall be made if the Management Committee determines that any such Transfer would endanger the Company's ability to obtain or maintain a Hawaii medical marijuana license.

7.5 Right of First Refusal. If at any time a Member (the "Offeror") desires to make a Transfer, in whole or in part, and such Transfer is not permitted pursuant to Section 7.2(a), (b) or (c), the Offeror shall send a written notice (the "Offer Notice") to the Management Committee and the other Members indicating its desire to make a Transfer of all or part of its Units (the "Offered Units"), the price and other terms at which it proposes to make such Transfer, and the identity of the proposed transferee or transferees.

(a) At any time within sixty (60) days after giving the Offer Notice, the Management Committee may cause the Company to agree to purchase the Offered Units at the price per Unit and other terms stated in the Offer Notice, or the other Members may agree to purchase the Offered Units at such price per Unit and terms, in such proportions as they may agree upon.

(b) If all of the Offered Units are not so purchased, then the Offeror may sell any portion of the Offered Units not so purchased to the proposed transferee identified in the Offer Notice at the price per Unit and upon the terms stated in the Offer Notice. If the Offeror fails to consummate the Transfer of his Offered Units within ninety (90) days after the giving of the Offer Notice, a new Offer Notice shall be required.

(c) The nonbreaching Members shall not be required to offer a Breaching Member any portion of the Offered Units pursuant to this Section 7.5.

7.6 Limitations on Payments under Section 7.5. The Members, other than an Offeror, may elect to dissolve the Company by a vote of the majority in interest of such Members in lieu of making payments under Section 7.5, provided that such election is made at any time prior to the date the first payment is due to the Offeror. No notice or request initiating the procedures contemplated by Section 7.5 may be given by any Member after a Dissolution Event has occurred. A Breaching Member may not sell any portion of its Units pursuant to Section 7.5.

SECTION 8 MEMBER BREACH

8.1 Covenant Not to Withdraw or Dissolve. Each Member hereby covenants and agrees that the Members have entered into these Bylaws based on their mutual expectation that all Members will continue as Members and carry out the duties and obligations undertaken by them hereunder and that, except with the consent of the Members, each Member hereby covenants and agrees as follows:

(a) Not to dissociate or attempt to dissociate from the Company before the expiration of the Company's fixed term except as provided in Section 7.5 and 7.6;

(b) Not to demand a return of such Member's contributions or profits;

(c) Not to withdraw or attempt to withdraw from the Company except as provided in Section 7.5;

(d) Not to take any action to dissolve the Company except as provided in Section 7.6;

(e) Not to Transfer all or any portion of its Units in the Company in violation of these Bylaws;

(f) Not to petition for judicial dissolution of the Company; and

(g) Not to commit a breach of any material covenant contained in these Bylaws or default on any material obligation provided for in these Bylaws if such breach or default continues for thirty (30) days after the date such Member has been given notice of such breach or default by the Management Committee or any other Member.

8.2 Consequences of Violation of Covenants. If a Member (a "Breaching Member") attempts to take any or has taken any action in breach of Section 8.1 (a "Breach"), the Company shall continue and such Member shall be subject to this Section 8.2. In such event, the following shall occur:

(a) The Breaching Member shall immediately be disassociated and thereby cease to be a Member, shall have no further power to act as a Member of the Company and shall become an Assignee as if he were the recipient of a prohibited Transfer of his Units under

Section 7.4;

(b) The Company, on behalf of the other Members, shall continue to have the right to possess the Company's Property and goodwill and to conduct its business and affairs;

(c) The Breaching Member shall be liable for damages, without requirement of a prior accounting, to the Company for all costs and liabilities that the Company or any Member may incur as a result of the Breach;

(d) The Company shall have no obligation to pay to the Breaching Member his contributions, capital, or profits except in conjunction with a Dissolution Event and the winding up of the Company, but may, by notice to the Breaching Member, pursuant to Section 8.3 elect to redeem the Breaching Member's Units;

(e) The Company may apply any distributions otherwise payable with respect to such Units to satisfy any claims it may have against the Breaching Member; and

(f) The Breaching Member's right to inspect the Company's books or records or obtain other information concerning the Company's operations shall be limited to the extent possible under the Act.

8.3 Redemption of Breaching Member's Units. If the Company so elects, the Breaching Member shall be deemed to have sold his Units to the Company in exchange for a promissory note with an amount equal to the value of such Units as reflected in such Member's capital account on the most recently filed federal return of partnership income. The note shall be payable in ten (10) equal annual installments of principal and interest commencing on the first anniversary of the Breach by the Breaching Member, with simple interest at the lowest applicable federal rate that could be applied to such promissory notes.

SECTION 9 DISSOLUTION AND WINDING UP

9.1 Dissolution Events. The first to occur of the following events ("Dissolution Events") shall act to initiate the dissolution of the Company.

(a) The written consent signed by Members owning a majority in interest of the Units entitled to vote to dissolve, wind up, and liquidate the Company;

(b) A judicial determination that an event has occurred that makes it unlawful, impossible or impractical to carry on the Business;

(c) If the Company fails to obtain a Hawaii medical marijuana license; or

(d) The end of the term of the Company as stated in its Articles of Organization.

9.2 Winding Up. Upon the occurrence of a Dissolution Event, the Company shall continue solely for the purposes of winding up its affairs in an orderly manner, liquidating its assets, and satisfying the claims of its creditors and Members, and no Member shall take any action that is inconsistent with, or not necessary to or appropriate for, the winding up of the

Company's business and affairs, provided that all covenants contained in these Bylaws and obligations provided for in these Bylaws shall continue to be fully binding upon the Members until such time as the Property has been distributed pursuant to this Section 9.2 and the Articles of Termination have been filed pursuant to the Act. The Management Committee shall oversee the liquidation of the Company. The Management Committee shall take full account of the Company's liabilities and Property and cause the Property or the proceeds from the sale of the Property to be applied and distributed in the following order:

(a) First, to creditors in satisfaction of all of the Company's Debts and other liabilities (whether by payment or the making of reasonable provision for payment of the Debts); and

(b) The balance, if any, to the Members in accordance with the positive balance in their Capital Accounts, after giving effect to all contributions, distributions and allocations for all periods.

9.3 Discretion on Termination. In the discretion of the Management Committee, a pro rata portion of the distributions that would otherwise be made to the Members pursuant to this Section 9 may be:

(a) Distributed to a trust established for the benefit of the Members for the purposes of liquidating Company assets, collecting amounts owed to the Company, and paying any contingent or unforeseen liabilities or obligations of the Company. The assets of any such trust shall be distributed to the Members from time to time, in the reasonable discretion of the Management Committee, in the same proportions as the amount distributed to such trust by the Company would otherwise have been distributed to the Members pursuant to Section 9.2; or

(b) Withheld to provide a reasonable reserve for Company liabilities (contingent or otherwise) and to reflect the unrealized portion of any installment obligations owed to the Company, provided that such withheld amounts shall be distributed to the Members as soon as practicable.

9.4 Form of Liquidating Distributions. For purposes of making distributions required by Section 9.2, the Management Committee may determine whether to distribute all or any portion of the Property in-kind or to sell all or any portion of the Property and distribute the proceeds.

9.5 Rights of Members. Each Member shall look solely to the Property of the Company for the return of its Capital Contribution and has no right to demand or receive Property other than cash from the Company. If the assets of the Company remaining after payment or discharge of the debts or liabilities of the Company are insufficient to return such Capital Contribution, the Members shall have no recourse against the Company or any other Member or Manager.

SECTION 10 TAX AND FINANCIAL MATTERS

10.1 Special Allocations. The following special allocations shall be made in the following order:

(a) Minimum Gain Chargeback. Except as otherwise provided in Regulations Section 1.704-2(f), notwithstanding any other provision of Section 3 or this Section 10, if there is a net decrease in Company Minimum Gain during any Allocation Year, each Member shall be specially allocated items of Company income and gain for such Allocation Year (and, if necessary, subsequent Allocation Years) in an amount equal to such Member's share of the net decrease in Company Minimum Gain, determined in accordance with Regulations Section 1.704-2(g). Allocations pursuant to the previous sentence shall be made in proportion to the respective amounts required to be allocated to each Member pursuant thereto. The items to be so allocated shall be determined in accordance with Regulations Sections 1.704-2(f)(6) and 1.704-2(j)(2). This Section 10.1(a) is intended to comply with the minimum gain chargeback requirement in Regulations Section 1.704-2(f) and shall be interpreted consistently therewith.

(b) Member Minimum Gain Chargeback. Except as otherwise provided in Regulations Section 1.704-2(i)(4), notwithstanding any other provision of Section 3 and this Section 10, if there is a net decrease in Member Nonrecourse Debt Minimum Gain attributable to a Member Nonrecourse Debt during any Allocation Year, each Member who has a share of the Member Nonrecourse Debt Minimum Gain attributable to such Member Nonrecourse Debt, determined in accordance with Regulations Section 1.704-2(i)(5), shall be specially allocated items of Company income and gain for such Allocation Year (and, if necessary, subsequent Allocation Years) in an amount equal to such Member's share of the net decrease in Member Nonrecourse Debt Minimum Gain attributable to such Member Nonrecourse Debt, determined in accordance with Regulations Section 1.704-2(i)(4). Allocations pursuant to the previous sentence shall be made in proportion to the respective amounts required to be allocated to each Member pursuant thereto. The items to be so allocated shall be determined in accordance with Regulations Sections 1.704-2(i)(4) and 1.704-2(j)(2). This Section 10.1(b) is intended to comply with the minimum gain chargeback requirement in Section 1.704-2(i)(4) of the Regulations and shall be interpreted consistently therewith.

(c) Qualified Income Offset. In the event any Member unexpectedly receives any adjustments, allocations, or distributions described in Sections 1.7041(b)(2)(ii)(d)(4), 1.7041(b)(2)(ii)(d)(5), or 1.704-1(b)(2)(ii)(d)(6) of the Regulations, items of Company income and gain shall be specially allocated to such Member in an amount and manner sufficient to eliminate, to the extent required by the Regulations, the Adjusted Capital Account Deficit of the Member as quickly as possible, provided that an allocation pursuant to this Section 10.1(c) shall be made only if and to the extent that the Member would have an Adjusted Capital Account Deficit after all other allocations provided for in Section 3 and this Section 10 have been tentatively made as if this Section 10.1(c) were not in these Bylaws.

(d) Gross Income Allocation. In the event that any Member has an Adjusted Capital Account Deficit at the end of any Allocation Year, each such Member shall be allocated items of Company income and gain in the amount of such deficit as quickly as possible, provided that an allocation pursuant to this Section 10.1(d) shall be made only if and to the extent that such Member would have an Adjusted Capital Account Deficit in excess of such sum after all other allocations provided for in Section 3 and this Section 10 have been tentatively made as if Section 10.1(c) and this Section 10.1(d) were not in these Bylaws.

(e) Nonrecourse Deductions. Nonrecourse Deductions for any Allocation Year shall be specially allocated among the Members in proportion to their Percentage Interests.

(f) Member Nonrecourse Deductions. Any Member Nonrecourse Deductions for any Fiscal Year shall be specially allocated to the Member who bears the economic risk of loss with respect to the Member Nonrecourse Debt to which such Member Nonrecourse Deductions are attributable in accordance with Regulations Section 1.704-2(i)(1).

(g) Section 754 Adjustments. To the extent an adjustment to the adjusted tax basis of any Company asset, pursuant to Code Section 734(b) or Section 743(b) is required, pursuant to Regulations Section 1.704-1(b)(2)(iv)(m)(2) or Section 1.704-1(b)(2)(iv)(m)(4), to be taken into account in determining Capital Accounts as the result of a distribution to a Member in complete liquidation of such Member's Units, the amount of such adjustment to Capital Accounts shall be treated as an item of gain (if the adjustment increases the basis of the asset) or loss (if the adjustment decreases such basis) and such gain or loss shall be specially allocated to the Members in accordance with their Percentage Interests in the Company in the event Regulations Section 1.704-1(b)(2)(iv)(m)(2) applies, or to the Member to whom such distribution was made in the event Regulations Section 1.704-1(b)(2)(iv)(m)(4) applies.

(h) Allocations Relating to Taxable Issuance of Company Units. Any income, gain, loss or deduction realized as a direct or indirect result of the issuance of Units by the Company to a Member shall be allocated among the Members so that, to the extent possible, the net amount of such issuance items, together with all other allocations under these Bylaws to each Member shall be equal to the net amount that would have been allocated to each such Member, if the issuance items had not been realized.

10.2 Curative Allocations. The allocations set forth in Sections 10.1(a), 10.1(b), 10.1(c), 10.1(d), 10.1(e), 10.1(f), 10.1(g) and 10.5 (the "Regulatory Allocations") are intended to comply with certain requirements of the Regulations. The Members intend that, to the extent possible, all Regulatory Allocations shall be offset either with other Regulatory Allocations or with special allocations of other items of Company income, gain, loss or deduction pursuant to this Section 10.2. Therefore, notwithstanding any other provision of Section 3 and this Section 10 (other than the Regulatory Allocations), the Management Committee shall make such offsetting special allocations of Company income, gain, loss or deduction in whatever manner it determines appropriate so that, after such offsetting allocations are made, each Member's Capital Account balance is, to the extent possible, equal to the Capital Account balance such Member would have had if the Regulatory Allocations were not part of these Bylaws and all Company items were allocated pursuant to Sections 3.1, 3.2, and 10.1(h).

10.3 Loss Limitation. Losses allocated pursuant to Section 3.2 shall not exceed the maximum amount of Losses that can be allocated without causing any Member to have an Adjusted Capital Account Deficit at the end of any Fiscal Year. In the event some but not all of the Members would have Adjusted Capital Account Deficits as a consequence of an allocation of Losses pursuant to Section 3 or this Section 10, the limitation set forth in this Section 10.3 shall be applied on a Member by Member basis and Losses not allocable to any Member as a result of such limitation shall be allocated to the other Members in accordance with the positive balances in such Member's Capital Accounts so as to allocate the maximum permissible Losses to each Member under Section 1.704-1(b)(2)(ii)(d) of the Regulations.

10.4 Other Allocation Rules.

(a) Profits, Losses, and any other items of income, gain, loss, or deduction shall be allocated to the Members pursuant to Section 3 and this Section 10 as of the last day of each Fiscal Year, provided that Profits, Losses, and such other items shall also be allocated at

such times as the Gross Asset Values of Property are adjusted pursuant to subparagraph (b) of the definition of "Gross Asset Value."

(b) If any Units are Transferred during any Fiscal Year, Profits, Losses, and all other items attributable to the Transferred Units for such Fiscal Year shall be divided and allocated between the transferor and the transferee by taking into account their varying Percentage Interests during the Fiscal Year in accordance with Code Section 706(d), using any conventions permitted by law and selected by the Management Committee.

(c) Solely for purposes of determining a Member's proportionate share of the "excess nonrecourse liabilities" of the Company within the meaning of Regulations Section 1.752-3(a)(3), the Members' interest in the Company's Profits are in proportion to their Percentage Interests.

(d) To the extent permitted by Regulations Section 1.704-2(h)(3), the Management Committee shall endeavor to treat distributions of Distributable Cash as having been made from the proceeds of a Nonrecourse Liability or a Member Nonrecourse Debt only to the extent that such distributions would cause or increase an Adjusted Capital Account Deficit for any Member.

(e) In the event that the Company has taxable income that is characterized as ordinary income under the recapture provisions of the Code, each Member's distributive share of taxable gain or loss from the sale of Company assets (to the extent possible) shall include a proportionate share of this recaptured income equal to the Member's share of prior cumulative depreciation deductions with respect to the assets that gave rise to the recapture income.

(f) The Members are aware of the income tax consequences of the allocations made by Section 3 and this Section 10 and hereby agree to be bound by the provisions of Section 3 and this Section 10 in reporting their shares of Company income and loss for income tax purposes.

10.5 Tax Allocations: Code Section 704(c). In accordance with Code Section 704(c) and the Regulations, income, gain, loss, and deduction with respect to any Property contributed to the capital of the Company shall, solely for tax purposes, be allocated among the Members so as to take account of any variation between the adjusted basis of such Property to the Company for federal income tax purposes and its initial Gross Asset Value (computed in accordance with the definition of "Gross Asset Value") using the "traditional method" pursuant to the Regulations under Code Section 704(c). In the event the Gross Asset Value of any Company asset is adjusted pursuant to subparagraph (b) of the definition of "Gross Asset Value," subsequent allocations of income, gain, loss, and deduction with respect to such asset shall take account of any variation between the adjusted basis of such asset for federal income tax purposes and its Gross Asset Value in the same manner as under Code Section 704(c) and the Regulations. Any elections or other decisions relating to such allocations shall be made by the Management Committee in any manner that reasonably reflects the purpose and intention of these Bylaws. Allocations pursuant to this Section 10.5 are solely for purposes of federal, state, and local Taxes and shall not affect, or in any way be taken into account in computing, any Member's Capital Account or share of Profits, Losses, other items, or distributions pursuant to any provision of these Bylaws.

10.6 Allocations during Period of Liquidation. During the period commencing on the first day of the Fiscal Year during which a Dissolution Event occurs and ending on the date on which all of the assets of the Company have been distributed to the Members pursuant to Section 9.2, the Members shall continue to share Profits, Losses, gain, loss and other items of Company income, gain, loss or deduction in the manner provided in Section 3 and this Section 10.

10.7 Character of Liquidating Distributions. All payments made in liquidation of the Units of a Member in the Company shall be made in exchange for the Units of such Member in Property pursuant to Section 736(b)(1) of the Code, including the Units of such Member in the goodwill of the Company.

10.8 Compliance with Certain Requirements of Regulations; Deficit Capital Accounts. In the event the Company is "liquidated" within the meaning of Regulations Section 1.704-1(b)(2)(ii)(g), distributions shall be made pursuant to Section 10 to the Members who have Positive Capital Accounts in compliance with Regulations Section 1.704-1(b)(2)(ii)(b)(2). If a Member has a deficit balance in its Capital Account, determined after debiting and crediting the Member's Capital Account for all income, gain, and loss allocations and distributions occurring prior to dissolution, the Member shall have no obligation to make any contribution to the capital of the Company with respect to such deficit, and such deficit shall not be considered a debt owed to the Company or to any other Person for any purpose whatsoever.

10.9 Deemed Distribution and Recontribution. Notwithstanding any other provision of Section 3 or this Section 10, in the event the Company is liquidated within the meaning of Regulations Section 1.704-1(b)(2)(ii)(g) but no Dissolution Event has occurred, the Property shall not be liquidated, the Company's Debts and other liabilities shall not be paid or discharged, and the Company's affairs shall not be wound up. Instead, solely for federal income tax purposes, the Company shall be deemed to have distributed the Property in-kind to the Members, who shall be deemed to have taken the Property subject to all Debts of the Company and other liabilities all in accordance with their respective Capital Accounts. Immediately thereafter, the Members shall be deemed to have recontributed the Property in-kind to the Company, which shall be deemed to have taken subject to all such liabilities.

10.10 Amounts Withheld. All amounts withheld pursuant to the Code or any provision of any state, local, or foreign tax law with respect to any payment, distribution, or allocation to the Company or the Members shall be treated as amounts paid or distributed, as the case may be, to the Members with respect to which such amount was withheld pursuant to this Section 10.10 for all purposes under these Bylaws. The Company is authorized to withhold from payments and distributions, or with respect to allocations, to the Members, and to pay over to any federal, state, and local government or any foreign government, any amounts required to be so withheld pursuant to the Code or any provisions of any other federal, state, or local law or any foreign law, and shall allocate any such amounts to the Members with respect to which such amount was withheld.

10.11 Accounting, Books and Records. The Company's Profits or Losses for each Fiscal Year shall be determined as soon as practicable after the close of that Fiscal Year. The Management Committee shall maintain separate books of account for the Company which shall show a true and accurate record of all costs and expenses incurred, all charges made, all credits made and received, and all income derived in connection with the conduct of the Company and the operation of its business in accordance with federal income tax accounting principles consistently applied. The Company shall use the cash method of accounting for tax

purposes, to the extent permissible, and shall keep its books and records accordingly. Necessary tax information shall be delivered to each Member within ninety (90) days after the end of each Fiscal Year.

10.12 Reimbursements. The Company shall reimburse the Managers, Members, officers and agents for all expenses incurred and paid by any of them in the organization of the Company in the conduct of the Business as may reasonably be attributable to the Company upon presentment of proper receipts and invoices. Such reimbursement shall be treated as expenses of the Company and shall not be deemed to constitute distributions to any Member.

10.13 Tax Matters Member. Except as otherwise agreed to by the Management Committee, the Member first named on Exhibit A, attached hereto, shall serve as tax matters partner, as defined in 25 U. S. C. §6231(a)(1)(7) and under any similar capacity under foreign, federal, state or local law to represent the Company and the Members before taxing authorities or courts of competent jurisdiction in tax matters affecting the Company or the Members in their capacities as Members, and to file any tax returns and execute any agreements or other documents relating to or affecting such tax matters, including agreements or other documents that bind the Members with respect to such tax matters or otherwise affect the rights of the Company and the Members.

10.14 Profits Interests – Proposed Regulations. Each Member authorizes the Tax Matters Member to elect to apply the safe harbor set forth in Proposed Regulations § 1.83-3(1) (under which the fair market value of a Company interest that is transferred in connection with the performance of services is treated as being equal to the liquidation value of that interest) if such proposed Regulation or a similar Regulation becomes a Regulation. If the Tax Matters Member determines that the Company should make such election, the Members hereby authorize the Tax Matters Member to amend these Bylaws to provide (i) the Company is authorized and directed to elect the safe harbor, (ii) the Company and each of its Members (including any person to whom a Company interest is transferred in connection with the performance of services) agrees to comply with all requirements of the safe harbor with respect to all interests transferred in connection with the performance of services while such election remains in effect and (iii) the Company and each of its Members agree to take all actions necessary, including providing the Company with any required information, to permit the Company to comply with the requirements set forth or referred to in the applicable Regulations for such election to be effective. The Members authorize the Tax Matters Member to amend these Bylaws to modify Section 3.1 (Allocations) to the extent that the Tax Matters Member determines in its discretion that such modification is necessary or desirable as a result of the issuance of Regulations relating to the tax treatment of the transfer of an interest in connection with the performance of services. Notwithstanding anything to the contrary in these Bylaws, the Tax Matters Member shall not be required to obtain the Member's consent to amend the agreement in accordance with this Section 10.14 and each Member agrees that it will be legally bound to any such amendment.

SECTION 11 DEFINITIONS

Capitalized words and phrases used in these Bylaws have the following meanings:

"Act" shall have the meaning set forth in the preamble on page one of these Bylaws.

"Adjusted Capital Account Deficit" means, with respect to any Member, the deficit balance, if any, in such Member's Capital Account as of the end of the relevant Fiscal Year, after giving effect to the following adjustments:

(a) Credit to such Capital Account any amounts that such Member is deemed obligated to restore pursuant to the penultimate sentences of Regulations Sections 1.704-2(g)(1) and 1.704-2(i)(5); and

(b) Debit to such Capital Account the items described in Regulations Sections 1.704-1(b)(2)(ii)(d)(4), 1.704-1(b)(2)(ii)(d)(5), and 1.704-1(b)(2)(ii)(d)(6).

The foregoing definition of "Adjusted Capital Account Deficit" is intended to comply with the provisions of Regulations Section 1.704-1(b)(2)(ii)(d) and shall be interpreted consistently.

"Affiliate" means, with respect to any Person (a) any Person directly or indirectly controlling, controlled by or under common control with such Person, (b) any officer, director, general partner, member or trustee of such Person, or (c) any Person who is an officer, director, general partner, member or trustee of any Person described in clauses (a) or (b) of this sentence. For purposes of this definition, the terms "controlling," "controlled by" or "under common control with" shall mean the possession, direct or indirect, of the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

"Articles of Organization" means the articles of organization of this Company filed with the Department of Commerce and Consumer Affairs of the State of Hawaii pursuant to the Act, as originally executed and as amended from time to time, as the context requires.

"Articles of Termination" means the articles of termination filed in accordance with Section 428-805 of the Act.

"Assignee" shall mean an owner of Units which is not a Member.

"Breach" shall have the meaning set forth in Section 8.2.

"Breaching Member" shall have the meaning set forth in Section 8.2.

"Business" shall have the meaning as defined in Section 1.3.

"Business Day" means a day of the year on which banks are not required or authorized to close in Honolulu, Hawaii.

"Bylaws" means this operating agreement including all Exhibits and Schedules, as amended from time to time.

"Capital Account" means, with respect to any Member, the Capital Account maintained for such Member in accordance with the following provisions:

(a) To each Member's Capital Account there shall be credited such Member's Capital Contributions, such Member's distributive share of Profits, and any items in the nature of income or gain that are specially allocated to such Member's Capital Account pursuant to

Section 10.1 or Section 10.2 of these Bylaws, and the amount of any Company liabilities assumed by such Member or that are secured by any Property distributed to such Member;

(b) To each Member's Capital Account there shall be debited the amount of money and the Gross Asset Value of any Property distributed to such Member pursuant to any provision of these Bylaws, such Member's distributive share of Losses and any items in the nature of expenses or losses that are specially allocated to such Member's Capital Account pursuant to Section 10.1 or Section 10.2 of these Bylaws, and the amount of any liabilities of such Member assumed by the Company or that are secured by any Property contributed by such Member to the Company; and

(c) In the event any Units are Transferred in accordance with the terms of these Bylaws, the transferee shall succeed to the Capital Account of the transferor to the extent it relates to the Transferred Units. The foregoing provisions and the other provisions of these Bylaws relating to the maintenance of Capital Accounts are intended to comply with Regulations Section 1.704-1(b), and shall be interpreted and applied in a manner consistent with such Regulations. In the event the Management Committee determines that it is prudent to modify the manner in which the aggregate Capital Accounts, or any debits or credits thereto are computed in order to comply with such Regulations, the Management Committee may make such modification. The Management Committee also shall (i) make any adjustments that are necessary or appropriate to maintain equality between the aggregate Capital Accounts of the Members and the amount of capital reflected on the Company's balance sheet, as computed for book purposes, in accordance with Regulations Section 1.704-1(b)(2)(iv)(q); and (ii) make any appropriate modifications in the event unanticipated events might otherwise cause these Bylaws not to comply with Regulations Section 1.704-1(b).

"Capital Contributions" means, with respect to any Member, the amount of money and the initial Gross Asset Value of any Property other than money contributed to the Company by such Member.

"Code" means the United States Internal Revenue Code of 1986, as amended from time to time.

"Company" means the limited liability company formed pursuant to these Bylaws and the Articles of Organization and the limited liability company continuing the business of this Company in the event of dissolution of the Company as herein provided.

"Company Minimum Gain" has the same meaning as "partnership minimum gain" set forth in Regulations Sections 1.704-2(b)(2) and 1.704-2(d).

"Debt" means (a) any indebtedness for borrowed money or the deferred purchase price of property as evidenced by a note, bonds, or other instruments, (b) obligations as lessee under capital leases, (c) obligations secured by any mortgage, pledge, security interest, encumbrance, lien or charge of any kind existing on any asset owned or held by the Company whether or not the Company has assumed or become liable for the obligations secured thereby, (d) accounts payable and (e) obligations under direct or indirect guarantees of (including obligations (contingent or otherwise) to assure a creditor against loss in respect of) indebtedness or obligations of the kinds referred to in clauses (a), (b), (c), (d) and (e) above, provided that Debt shall not include obligations in respect of any accounts payable that are incurred in the ordinary course of the Company's business and are not delinquent or are being contested in good faith by appropriate proceedings.

"Depreciation" means, for each Fiscal Year, an amount equal to the depreciation, amortization, or other cost recovery deduction allowable with respect to an asset for such Allocation Year for federal income tax purposes, except that, if the Gross Asset Value of an asset differs from its adjusted basis for federal income tax purposes at the beginning of such Allocation Year, Depreciation shall be an amount that bears the same ratio to such beginning Gross Asset Value as the federal income tax depreciation, amortization, or other cost recovery deduction for such Allocation Year bears to such beginning adjusted tax basis, provided, however, that if the adjusted basis for federal income tax purposes of an asset at the beginning of such Allocation Year is zero, Depreciation shall be determined with reference to such beginning Gross Asset Value using any reasonable method selected by the Management Committee.

"Designating Member Group" shall have the meaning set forth in Section 5.1(b).

"Dissolution Event" shall have the meaning set forth in Section 9.

"Distributable Cash" shall have the meaning set forth in Section 4.

"Fiscal Year" means (a) the period commencing on the date the Company begins operating the Business and ending on December 31 of the same year, (b) any subsequent twelve (12) month period commencing on January 1 and ending on December 31 or (c) any portion of the period described in clause (b) for which the Company is required to allocate Profits, Losses, and other items of Company income, gain, loss or deduction pursuant to Section 3 or Section 10.

"Gross Asset Value" means with respect to any asset, the asset's adjusted basis for federal income tax purposes, except as follows:

(a) The initial Gross Asset Value of any asset contributed by a Member to the Company shall be the gross fair market value of such asset, as determined by the Management Committee;

(b) The Gross Asset Values of all items of Property shall be adjusted to equal their respective gross fair market values, taking Code Section 7701(g) into account, as determined by the Management Committee as of the following times: (i) the acquisition of any additional Units in the Company by any new or existing Member in exchange for more than a de minimis Capital Contribution; (ii) the distribution by the Company to a Member of more than a de minimis amount of Company property as consideration for any Units in the Company; and (iii) the liquidation of the Company within the meaning of Regulations Section 1.704-1(b)(2)(ii)(g), provided that an adjustment described in clauses (i) and (ii) of this paragraph shall be made only if the Members determine that such adjustment is necessary to reflect the relative economic interests of the Members in the Company; and

(c) The Gross Asset Values of Company assets shall be increased (or decreased) to reflect any adjustments to the adjusted basis of such assets pursuant to Code Section 734(b) or Code Section 743(b), but only to the extent that such adjustments are taken into account in determining Capital Accounts pursuant to Regulations Section 1.704-1(b)(2)(iv)(m) and paragraph (f) of the definition of **"Profits"** and **"Losses"** or Section 10.1(c); provided, however, that Gross Asset Values shall not be adjusted pursuant to this paragraph (c)

to the extent that an adjustment pursuant to paragraph (b) is required in connection with a transaction that would otherwise result in an adjustment pursuant to this subparagraph (c).

If the Gross Asset Value of an asset has been determined or adjusted, such Gross Asset Value shall thereafter be adjusted by the Depreciation taken into account with respect to such asset, for purposes of computing Profits and Losses.

"Individual Member" shall mean a Member who is an individual, whether acting individually or as trustee of his revocable living trust, and shall include a legal representative acting on behalf of an Individual Member in the event that such Individual Member is deceased or Disabled provided that such legal representative has provided the Company with evidence of his status and authority.

"Losses" has the meaning set forth in the definition of **"Profits"** and **"Losses."**

"Management Committee" shall have the meaning set forth in Section 5.1.

"Manager" means any Person elected by the Members to serve on the Management Committee.

"Member" means any Person (a) who is referred to as such on Exhibit A to these Bylaws, or who has become a substituted Member pursuant to the terms of these Bylaws and (b) who has not ceased to be a Member.

"Member Nonrecourse Debt" has the same meaning as the term "partner nonrecourse debt" set forth in Regulations Section 1.704-2(b)(4).

"Member Nonrecourse Debt Minimum Gain" means an amount, with respect to each Member Nonrecourse Debt, equal to the Company Minimum Gain that would result if such Member Nonrecourse Debt were treated as a Nonrecourse Liability, determined in accordance with Regulations Section 1.704-2(i)(3).

"Member Nonrecourse Deductions" has the same meaning as the term "partner nonrecourse deductions" set forth in Regulations Sections 1.704-2(i)(1) and 1.704-2(i)(2).

"Nonrecourse Deductions" has the meaning set forth in Regulations Sections 1.704-2(b)(1) and 1.704-2(c).

"Nonrecourse Liability" "Nonrecourse Liability" has the meaning set forth in Regulations Section 1.704-2(b)(3).

"Offeror" has the meaning set forth in Section 7.5.

"Offer Notice" has the meaning set forth in Section 7.5.

"Offered Units" has the meaning set forth in Section 7.5.

"Percentage Interest" means, with respect to any Unit Holder as of any date, the ratio, expressed as a percentage, of the number of Units held by such Unit Holder on such date to the aggregate Units held by all Unit Holders on such date.

"Permitted Transfer" shall have the meaning set forth in Section 7.2.

"Person" means any individual, partnership, limited liability company, corporation, trust, estate, association, nominee or other entity.

"Profits" and **"Losses"** mean, for each Fiscal Year, an amount equal to the Company's taxable income or loss for such Fiscal Year, determined in accordance with Code Section 703(a), (for this purpose, all items of income, gain, loss, or deduction required to be stated separately pursuant to Code Section 703(a)(1) shall be included in taxable income or loss), with the following adjustments (without duplication):

(a) Any income of the Company that is exempt from federal income tax and not otherwise taken into account in computing Profits or Losses pursuant to this definition of **"Profits"** and **"Losses"** shall be added to such taxable income or loss;

(b) Any expenditures of the Company described in Code Section 705(a)(2)(B) or treated as Code Section 705(a)(2)(B) expenditures pursuant to Regulations Section 1.7041(b)(2)(iv)(i), and not otherwise taken into account in computing Profits or Losses pursuant to this definition of **"Profits"** and **"Losses"** shall be subtracted from such taxable income or loss;

(c) In the event the Gross Asset Value of any Property is adjusted pursuant to subparagraphs (b) or (c) of the definition of Gross Asset Value, the amount of such adjustment shall be treated as an item of gain (if the adjustment increases the Gross Asset Value of the Property) or an item of loss (if the adjustment decreases the Gross Asset Value of the item of Property) from the disposition of such Property and shall be taken into account for purposes of computing Profits or Losses;

(d) Gain or loss resulting from any disposition of Property with respect to which gain or loss is recognized for federal income tax purposes shall be computed by reference to the Gross Asset Value of the Property disposed of, notwithstanding that the adjusted tax basis of such Property differs from its Gross Asset Value;

(e) In lieu of the depreciation, amortization, and other cost recovery deductions taken into account in computing such taxable income or loss, there shall be taken into account Depreciation for such Allocation Year, computed in accordance with the definition of "Depreciation";

(f) To the extent an adjustment to the adjusted tax basis of any Company asset pursuant to Code Section 734(b) is required, pursuant to Regulations Section 1.704-(b)(2)(iv)(m)(4), to be taken into account in determining Capital Accounts as a result of a distribution other than in liquidation of a Member's Units, the amount of such adjustment shall be treated as an item of gain (if the adjustment increases the basis of the item of Property) or loss (if the adjustment decreases such basis) from the disposition of such item of Property and shall be taken into account for purposes of computing Profits or Losses; and

(g) Notwithstanding any other provision of this definition, any items that are specially allocated pursuant to Section 10.1 or Section 10.2 of these Bylaws shall not be taken into account in computing Profits or Losses. The amounts of the items of Company income, gain, loss, or deduction available to be specially allocated pursuant to Sections 10.1 and 10.2 of these Bylaws shall be determined by applying rules analogous to those set forth in subparagraphs (a) through (d) above.

"Property" means all real and personal property acquired by the Company, including cash, and any improvements thereto, and shall include both tangible and intangible property.

"Regulations" means the income tax regulations, including temporary regulations, promulgated under the Code, as such regulations are amended from time to time.

"Regulatory Allocations" shall have the meaning set forth in Section 10.2.

"Transfer" means, as a noun, any voluntary or involuntary transfer, sale, exchange, gift, bequest or any other alienation or disposition, excluding an assignment as security, a transfer as security, a grant or creation of a security interest, a pledge, a hypothecation or other encumbrance and, as a verb, voluntarily or involuntarily to transfer, sell, exchange, give, bequeath, grant a security interest in, or otherwise alienate or dispose of, excluding to assign as security, transfer as security, grant or create a security interest, pledge, hypothecate or otherwise encumber. The term includes any such action whether taken directly by transferor or indirectly by, for, or on behalf of the transferor by any other Person including by an executor, personal representative, receiver, trustee, custodian, administrator, or similar official.

"Units or Unit" means an ownership interest in the Company representing a Capital Contribution of \$1.00 or other such denomination as may be set by the Management Committee, including any and all benefits to which the holder of such Units may be entitled as provided in these Bylaws, together with all obligations of such Person to comply with the terms and provisions of these Bylaws.

"Unit Holder" means any Person who owns a Unit either as a Member, an assignee or by operation of law.

"Member" means any Person (a) who is referred to as such on Exhibit A to these Bylaws as a Member, or who has become a substituted Member pursuant to the terms of these Bylaws and (b) who has not ceased to be a Member.

SECTION 12 MISCELLANEOUS

12.1 Notices. Any notice, payment, demand or communication required or permitted under these Bylaws shall be in writing and shall be deemed to have been duly delivered, given, and received for all purposes (a) on the date of service, if served personally on the party to whom notice is to be given or (b) when actually received at the notice address, if (i) sent either by overnight courier, registered or certified mail, postage and charges prepaid or (ii) by facsimile, if such facsimile is followed by a hard copy of the facsimile communication sent promptly thereafter by one of the other delivery methods permitted by this clause (b) addressed as follows:

(a) If to the Company, at the Company's principal office, its registered agent for service of process at his address is as provided in the Articles of Organization of the Company, as amended, and as may further be amended by any filing with the Department of Commerce and Consumer Affairs, and

(b) If to a Member, to the address set forth in Exhibit A or at such address as such Person may from time to time specify by notice given to the Company, and

(c) If to a Manager, to the address set forth in Exhibit B.

12.2 Governing Law. This Agreement is intended to be performed in the State of Hawaii and shall in all respects be governed by and construed in accordance with, the laws of the State of Hawaii, including as to all matters of construction, validity, and performance but without giving effect to the conflict of law provisions thereof.

12.3 Consent to Jurisdiction. Each Member (i) irrevocably submits to the non-exclusive jurisdiction of any State court sitting in Honolulu, Hawaii or Federal court sitting in Honolulu, Hawaii in any action arising out of these Bylaws, (ii) agrees that all claims in such action may be decided in such court, (iii) waives, to the fullest extent it may effectively do so, the defense of an inconvenient forum, and (iv) consents to the service of process by mail in accordance with Section 12.1 hereof. A final judgment in any such action shall be conclusive and may be enforced in other jurisdictions. Nothing herein shall affect the right of any party to serve legal process in any manner permitted by law or affect its right to bring any action in any other court.

12.4 Specific Performance. Each Member agrees with the other Members and with the Company that the other Members and the Company would be irreparably damaged if any of the provisions of these Bylaws are not performed in accordance with their specific terms and that monetary damages would not provide an adequate remedy in such event. Accordingly, it is agreed that, in addition to any other remedy to which the nonbreaching Members may be entitled, at law or in equity, the nonbreaching Members shall be entitled to injunctive relief to prevent breaches of the provisions of these Bylaws and specifically to enforce the terms and provisions hereof in any action instituted in any court of the United States or any state thereof having subject matter jurisdiction thereof.

12.5 Confidentiality. Except as contemplated hereby or required by a court of competent authority, each Member shall keep confidential and shall not disclose to others and shall use its reasonable efforts to prevent its Affiliates and any of its, or its Affiliates', present or former employees, agents, and representatives from disclosing to others without the prior written consent of the Management Committee any information which pertains to confidential or proprietary information of any Member or the Company. No Member shall use, and each Member shall use its best efforts to prevent any Affiliate of such Member from using, any information which pertains to the confidential or proprietary information of any Member or the Company. The term "confidential information" is used in this Section 12.5 to describe information which is confidential, non-public or proprietary in nature, was provided to such Member or its representatives by the Company, any other Member, or their agents, representatives and employees, and relates to the Company or the Business. Information which (a) is available, or becomes available, to the public through no fault or action by such Member, its agents, representatives or employees or (b) becomes available on a non-confidential basis from any source other than the Company, any other Member, their agents, representatives or employees and that source is not prohibited from disclosing such information, shall not be deemed confidential information.

12.6 Successors. This Agreement shall be binding on and inure to the benefit of the respective Member's successors and assigns, except to the extent of any contrary provision in these Bylaws.

12.7 Severability. Except as otherwise provided in the succeeding sentence, every provision of these Bylaws is intended to be severable, and, if any term or provision of these Bylaws is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity or legality of the remainder of these Bylaws. The preceding sentence of this Section 12.7 shall be of no force or effect if the consequence of enforcing the remainder of these Bylaws without such illegal or invalid term or provision would be to cause any Member to lose the material benefit of its economic bargain.

12.8 Entire Agreement. This Agreement contains the entire agreement among all the parties hereto with respect to the subject matter hereof. This Agreement supersedes any and all other agreements, written or oral, among such parties with respect to the subject matter hereof and thereof.

12.9 Binding Effect. Except as otherwise provided in these Bylaws, every covenant, term, and provision of these Bylaws shall be binding upon and inure to the benefit of the Members and their respective heirs, legatees, legal representatives, successors, transferees, and assigns.

12.10 Construction. Every covenant, term, and provision of these Bylaws shall be construed simply according to its fair meaning and not strictly for or against any Member.

12.11 Time. In computing any period of time pursuant to these Bylaws, the day of the act, event or default from which the designated period of time begins to run shall not be included, but the time shall begin to run on the next succeeding day. The last day of the period so computed shall be included, unless it is a Saturday, Sunday or legal holiday, in which event the period shall run until the end of the next day which is not a Saturday, Sunday or legal holiday.

12.12 Headings. Section and other headings contained in these Bylaws are for reference purposes only and are not intended to describe, interpret, define, or limit the scope, extent, or intent of these Bylaws or any provision hereof.

12.13 Incorporation by Reference. No exhibit, schedule, or other appendix attached to these Bylaws and referred to herein is hereby incorporated in these Bylaws by reference except Exhibit A and Exhibit B, which are incorporated by reference.

12.14 Variation of Terms. All terms and any variations in these Bylaws shall be deemed to refer to masculine, feminine, or neuter, singular or plural, as the identity of the Person or Persons may require.

12.15 Title to Property. All Property owned by the Company shall be owned by the Company as an entity and no Member shall have any ownership interest in such Property in its individual name, and each Member's Units in the Company shall be personal property for all purposes. The Company shall hold title to all of its Property in the name of the Company and not in the name of any Member.

12.16 Counterpart Execution. This Agreement may be executed in any number of counterparts with the same effect as if all of the Members had signed the same document. All counterparts shall be construed together and shall constitute one agreement.

12.17 Further Acts. Each Member agrees to perform any further acts and to execute, acknowledge, and deliver any further documents reasonably necessary or proper to carry out the intent of these Bylaws.

12.18 Attorneys' Fees. If an action is instituted to enforce the provisions of these Bylaws, the prevailing party or parties in such action shall be entitled to recover from the losing party or parties its or their reasonable attorneys' fees and costs as set by the Court.

12.19 Elections Made by the Company. All elections required or permitted to be made by the Company under the Code shall be made by the Management Committee in such manner as will in their judgment be most advantageous to a majority in interest of the Members.

12.20 No Third-Party Beneficiaries. This Agreement shall not confer any rights or remedies upon any Person other than the parties and their respective successors and permitted assigns. Without limiting the foregoing, any obligation of the Members to satisfy their respective obligations to make Capital Contributions under these Bylaws is an agreement only among Members and no other Person shall have any rights to enforce such obligations.

12.21 Material Impairment. No Member shall take any action that could impair materially such Member's ability to perform his or her duties and obligations under these Bylaws.

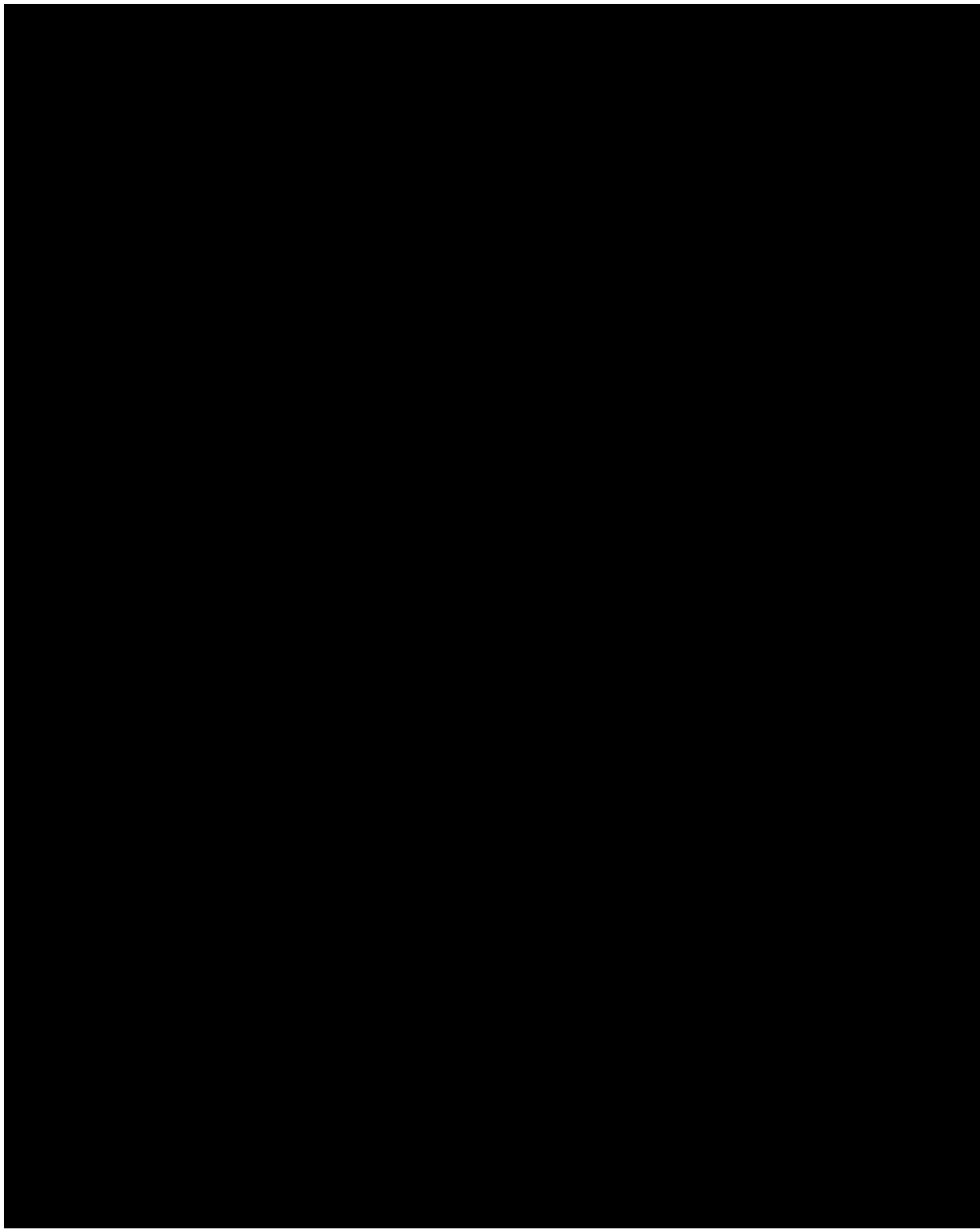
12.22 Mediation and Arbitration. The Members and Managers agree, at the option of any Member or Manager, to try in good faith to settle any difference arising out of or relating to the terms or conditions or subject matter of these Bylaws by mediation and that, if agreement cannot be reached by mediation, to submit the difference to binding arbitration. Any arbitration shall be conducted before one arbitrator, which the parties shall attempt to select by mutual agreement. If the parties cannot reach an agreement on the selection of an arbitrator, a single arbitrator shall be selected in accordance with Chapter 658A of the Hawaii Revised Statutes. The parties agree that the decision of the arbitrator shall be binding, final, enforceable and not subject to an appeal to any court except as provided in Chapter 658A of the Hawaii Revised Statutes. All proceedings shall be held in Island of Hawaii, Hawaii. The cost of arbitration shall be borne by the losing party or in such proportion as the arbitrators shall decide.

12.23 Waiver. Any term or provision of these Bylaws may be waived, or the time for its performance may be extended, by the party or parties entitled to the benefit thereof. Any such waiver shall be validly and sufficiently authorized for the purposes of these Bylaws if, as to any party, it is authorized in writing by an authorized representative of such party. The failure of any party hereto to enforce at any time any provision of these Bylaws shall not be construed to be a waiver of such provision, nor in any way to affect the validity of these Bylaws or any part hereof or the right of any party thereafter to enforce each and every such provision. No waiver of any breach of these Bylaws shall be held to constitute a waiver of any other or subsequent breach.

[Signature page follows]

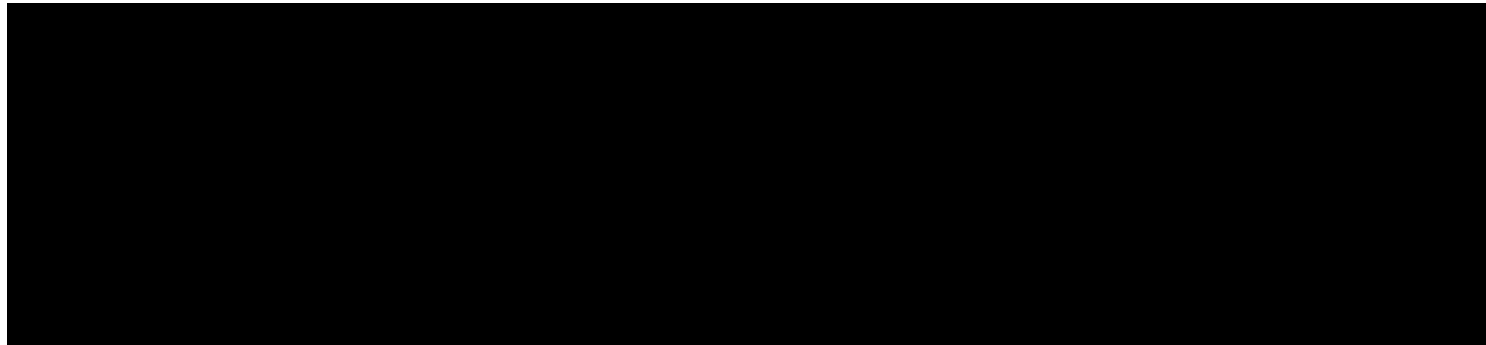
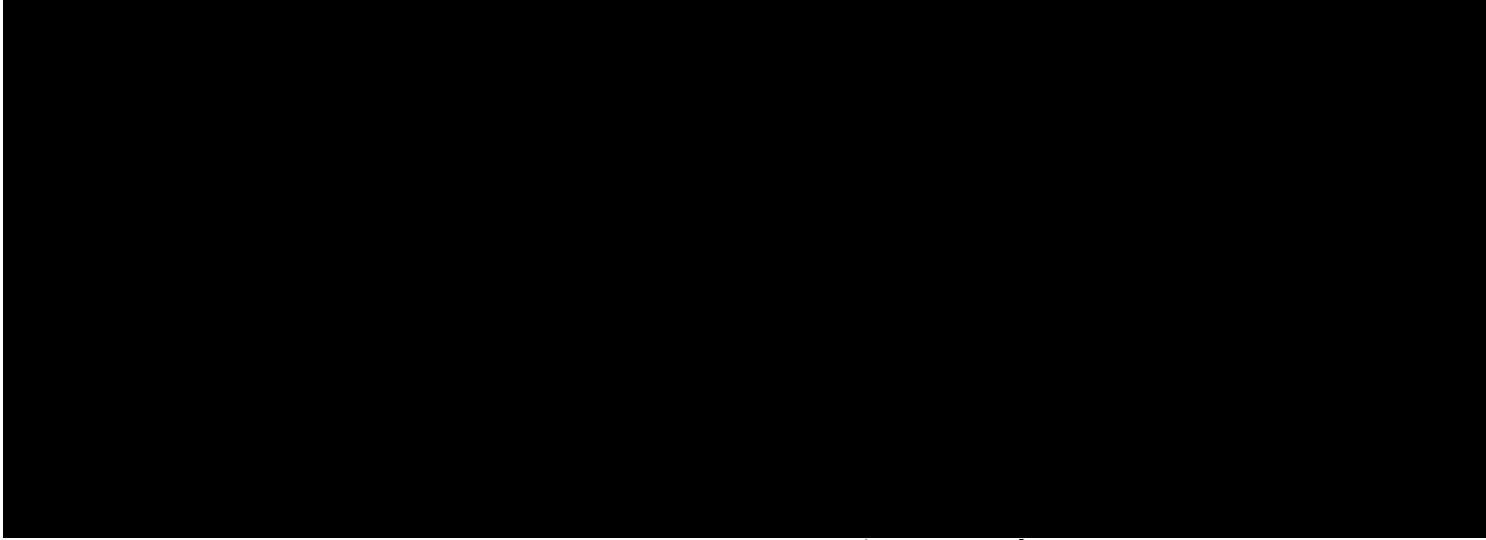
IN WITNESS WHEREOF, the parties have executed and entered into this Hawaii Agri-Health LLC Bylaws effective the 30th day of September, 2015.





PACIFIC MARINE & SUPPLY HARBOR FACILITIES LLC

**ASSIGNMENT OF
LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST**



**ACTION BY CONSENT OF THE MANAGERS
OF
HAWAII AGRI-HEALTH LLC
IN LIEU OF THE INITIAL MEETING**

This Action of the Managers of **Hawaii Agri-Health LLC**, a Hawaii limited liability company (the "Company"), effective September 30, 2015, is taken by the written consent of the Managers pursuant to Section 428, Hawaii Revised Statutes, as amended, in lieu of the initial meeting of the Managers.

Commencement of Business


It was resolved that the proper officers of the Company be authorized to file all proper documents and to secure all necessary licenses for conducting the business of the limited liability company within the State of Hawaii.

Tax Filing Status

It is resolved that the proper officers of the limited liability company be authorized to elect to have the Company treated as a partnership for tax purposes, in accordance with the appropriate requirements of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder.

Counterparts

This Action of the Managers may be executed in any number of counterparts with the same effect as if all of the parties had signed the same document. All counterparts shall be construed together and shall constitute one action.



**ACTION BY CONSENT OF THE MEMBERS
OF
HAWAII AGRI-HEALTH LLC
IN LIEU OF THE INITIAL MEETING**

This Action of the Members of **Hawaii Agri-Health LLC**, a Hawaii limited liability company (the "Company"), effective September 30, 2015, is taken by the written consent of the Members pursuant to Section 428, Hawaii Revised Statutes, as amended, in lieu of the initial meeting of the Members.

Unitization

The Members confirm that the membership interest shall be denominated into 1,450,000 membership Units and the assignment of Units to the Members are as reflected on the Exhibit A of the Operating Agreement.

Adoption of Operating Agreement

The Members have reviewed the proposed Operating Agreement and adopt such Operating Agreement as the Operating Agreement of this limited liability company. A copy of the Operating Agreement was ordered filed with the record of this Action.

Election of Managers

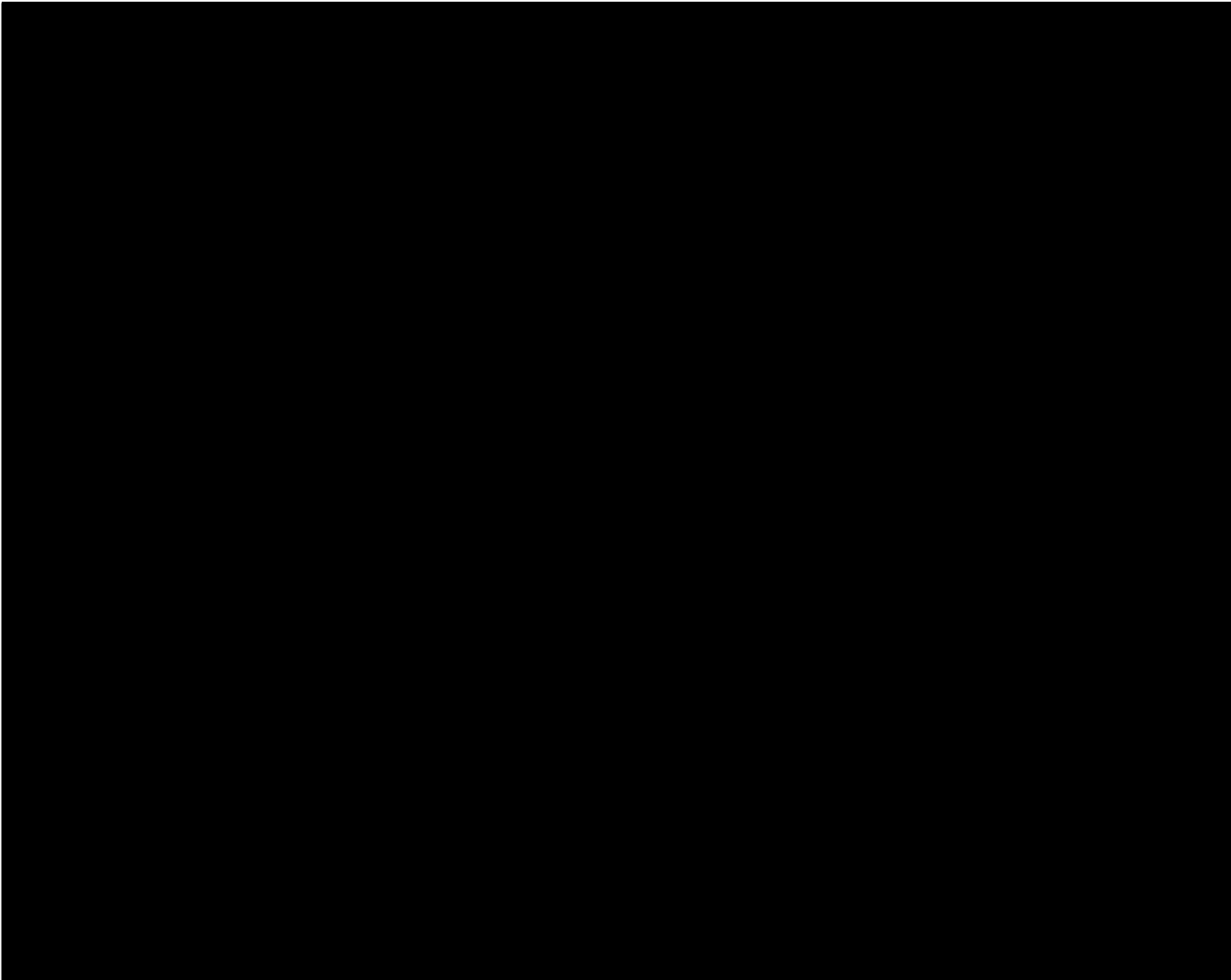
The Members confirm the appointment of the original five (5) Managers listed on Exhibit B of the Operating Agreement (copy attached) until their successor(s) should be duly elected or appointed.

Amendment

The Members approve and confirm the attached amendment to the Articles of Organization changing the term of the Company from at-will to a term ending December 31, 2113 and changing the Company to manager-managed.

Counterparts

This Action by Consent may be executed in any number of counterparts with the same effect as if all of the parties had signed the same document. All counterparts shall be construed together and shall constitute one.



HAWAII AGRI-HEALTH LLC

**ASSIGNMENT OF
LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST**

HAWAII AGRI-HEALTH LLC

**ASSIGNMENT OF
LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST**

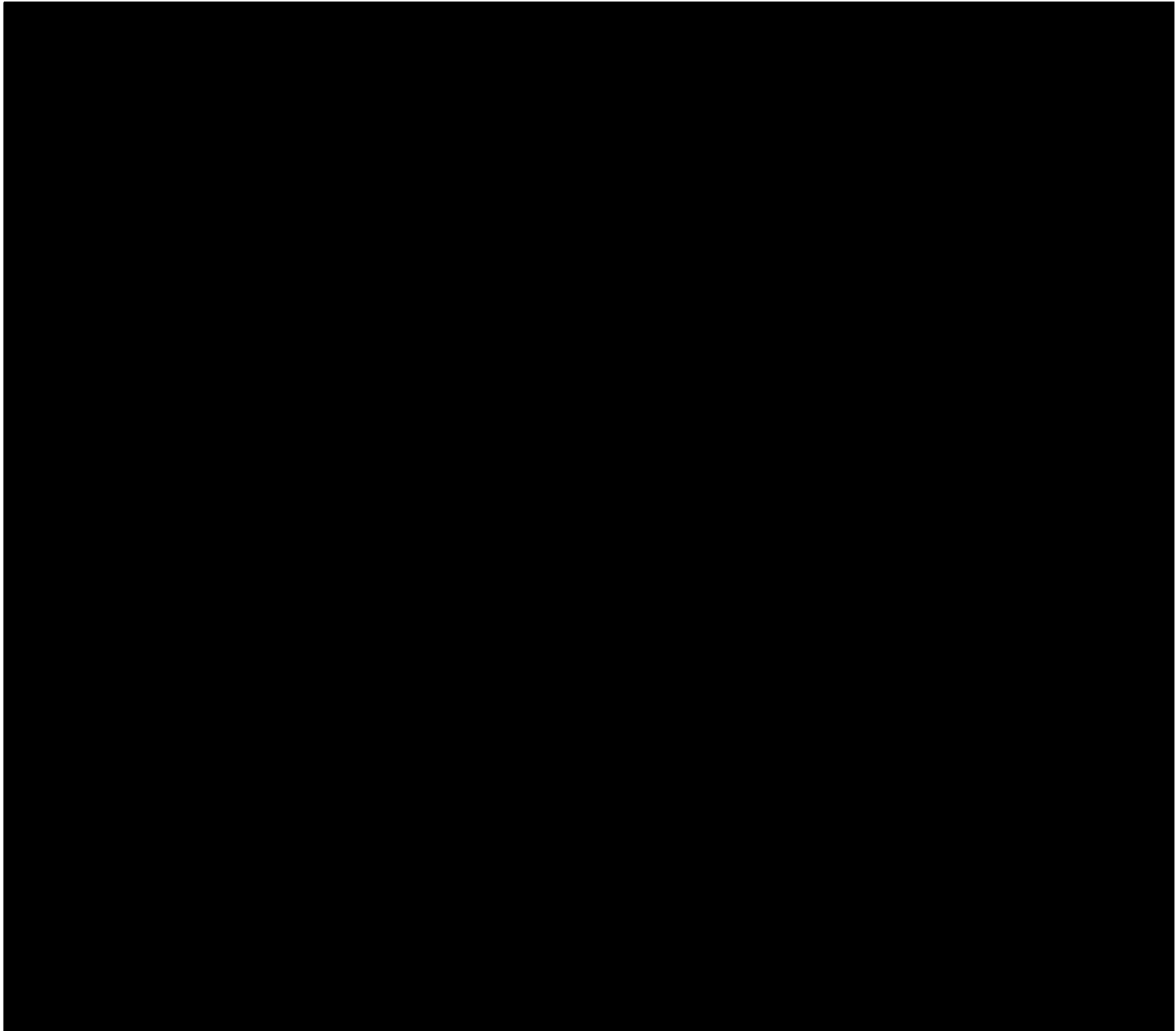


HAWAII AGRI-HEALTH LLC

**ASSIGNMENT OF
LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST**

HAWAII AGRI-HEALTH LLC

**ASSIGNMENT OF
LIMITED LIABILITY COMPANY
MEMBERSHIP INTEREST**



HAWAII AGRI-HEALTH LLC

AGREEMENT AMONG MEMBERS

This Agreement among the Members of **Hawaii Agri-Health LLC**, a Hawaii limited liability company (the "Company"), is entered into by each Member of the Company in its individual capacity.

1. Restrictions on Transfers. No Member shall assign as security, transfer as security, grant or create a security interest in, pledge, hypothecate or otherwise encumber all or any portion of its Units ("Prohibited Transfers").

2. Prohibited Transfers Null and Void. Any purported Prohibited Transfer shall be null and void and of no force or effect whatsoever; provided that, if the Company is required to recognize a Prohibited Transfer, the Members agree that the assignee shall be strictly limited to the transferor's rights to allocations and distributions with respect to the transferred Units. The Members agree that an assignee shall have no right to any information of the Company and shall not have any of the rights as a Member of the Company.

3. Indemnification. In the case of a Prohibited Transfer, the parties engaging or attempting to engage in such Transfer shall be liable to indemnify and hold harmless the other Members from all cost, liability, and damage that any of such indemnified Members may incur (including, without limitation, incremental tax liabilities, lawyers' fees and expenses) as a result of such Transfer or attempted Transfer and efforts to enforce the indemnity granted hereby.

4. Consequences of Violation of Covenants. If a Member (a "Breaching Member") attempts to take any or has taken any action in breach of these Bylaws (a "Breach"), the Company shall continue and such Member shall be subject to this Section 4. In such event, the following shall occur:

(a) The Breaching Member shall immediately cease to be a Member, shall have no further power to act as a Member of the Company and shall become an Assignee subject to Sections 2 and 3;

(b) The Company, on behalf of the other Members, shall continue to have the right to possess the Company's Property and goodwill and to conduct its business and affairs;

(c) The Breaching Member shall be liable for damages, without requirement of a prior accounting, to the Company for all costs and liabilities that the Company or any Member may incur as a result of the Breach;

(d) The Company shall have no obligation to pay to the Breaching Member his contributions, capital, or profits except in conjunction with a Dissolution Event under the terms of the Operating Agreement for the Company and the winding up of the Company, but may, by notice to the Breaching Member, pursuant to Section 5 elect to redeem the Breaching Member's Units;

(e) The Company may apply any distributions otherwise payable with respect to such interest to satisfy any claims it may have against the Breaching Member; and

(f) The Breaching Member's right to inspect the Company's books or records or obtain other information concerning the Company's operations shall be limited to the extent possible under the Act.

5. Redemption of Breaching Member's Units. If the Company so elects, the Breaching Member shall be deemed to have sold his Units to the Company in exchange for a promissory note with an amount equal to the value of such Units as reflected in such Member's capital account on the most recently filed federal return of partnership income. The note shall be payable in ten (10) equal annual installments of principal and interest commencing on the first anniversary of the Breach by the Breaching Member, with simple interest at the lowest applicable federal rate that could be applied to such promissory notes.

6. Definitions.

"Assignee" shall mean an owner of Units which is not a Member.

"Person" means any individual, partnership, limited liability company, corporation, trust, estate, association, nominee or other entity.

"Transfer" means, as a noun, any voluntary or involuntary (including pursuant to judicial order (including a qualified domestic relations order), legal process, execution, attachment or enforcement of any pledge, trust, or other security interest) transfer, sale, exchange, assignment, pledge, hypothecation, other encumbrance, gift, bequest, grant of a security interest, or any other alienation or disposition and, as a verb, voluntarily or involuntarily (including pursuant to judicial order (including a qualified domestic relations order), legal process, execution, attachment, or enforcement of any pledge, trust, or other security interest) to transfer, sell, exchange, assign, pledge, hypothecate, encumber, give, bequeath, grant a security interest in, or otherwise alienate or dispose of. The term includes any such action whether taken directly by transferor or indirectly by, for, or on behalf of the transferor by any other Person including by an executor, personal representative, receiver, trustee, custodian, administrator, or similar official.

"Units or Unit" means an ownership interest in the Company representing a Capital Contribution of \$1.00 or other such denomination as may be set by the Management Committee, including any and all benefits to which the holder of such Units may be entitled as provided in these Bylaws, together with all obligations of such Person to comply with the terms and provisions of these Bylaws.

7. Miscellaneous.

(a) Notices. Any notice, payment, demand or communication required or permitted under these Bylaws shall be in writing and shall be deemed to have been duly delivered, given, and received for all purposes (a) on the date of service, if served personally on the party to whom notice is to be given or (b) when actually received at the notice address, if (i) sent either by overnight courier, registered or certified mail, postage and charges prepaid or (ii) by facsimile, if such facsimile is followed by a hard copy of the facsimile communication sent promptly thereafter by one of the other delivery methods permitted by this clause (b) addressed as set forth on Schedule 1 attached hereto and made a part hereof.

(b) Governing Law. This Agreement is intended to be performed in the State of Hawaii and shall in all respects be governed by and construed in accordance with, the laws of

the State of Hawaii, including as to all matters of construction, validity, and performance but without giving effect to the conflict of law provisions thereof.

(c) Consent to Jurisdiction. Each Member (i) irrevocably submits to the non-exclusive jurisdiction of any State court in Honolulu, Hawaii, or Federal court in Honolulu, Hawaii in any action arising out of these Bylaws, (ii) agrees that all claims in such action may be decided in such court, (iii) waives, to the fullest extent it may effectively do so, the defense of an inconvenient forum, and (iv) consents to the service of process by mail in accordance with Section 7.a hereof. A final judgment in any such action shall be conclusive and may be enforced in other jurisdictions. Nothing herein shall affect the right of any party to serve legal process in any manner permitted by law or affect its right to bring any action in any other court.

(d) Specific Performance. Each Member agrees with the other Members that the other Members would be irreparably damaged if any of the provisions of these Bylaws are not performed in accordance with their specific terms and that monetary damages would not provide an adequate remedy in such event. Accordingly, it is agreed that, in addition to any other remedy to which the nonbreaching Members may be entitled, at law or in equity, the nonbreaching Members shall be entitled to injunctive relief to prevent breaches of the provisions of these Bylaws and specifically to enforce the terms and provisions hereof in any action instituted in any court of the United States or any state thereof having subject matter jurisdiction thereof.

(e) Confidentiality. Except as contemplated hereby or required by a court of competent authority, each Member shall keep confidential and shall not disclose to others and shall use its reasonable efforts to prevent its Affiliates and any of its, or its Affiliates', present or former employees, agents, and representatives from disclosing to others without the prior written consent of all of the other Members any information contained herein.

(f) Successors. This Agreement shall be binding on and inure to the benefit of the respective Member's successors and assigns, except to the extent of any contrary provision in these Bylaws.

(g) Severability. Except as otherwise provided in the succeeding sentence, every provision of these Bylaws is intended to be severable, and, if any term or provision of these Bylaws is illegal or invalid for any reason whatsoever, such illegality or invalidity shall not affect the validity or legality of the remainder of these Bylaws. The preceding sentence of this Section shall be of no force or effect if the consequence of enforcing the remainder of these Bylaws without such illegal or invalid term or provision would be to cause any Member to lose the material benefit of its economic bargain.

(h) Entire Agreement. This Agreement contains the entire agreement among only the Members hereto with respect to the subject matter hereof. This Agreement supersedes any and all other agreements, written or oral, among only such parties with respect to the subject matter hereof and thereof.

(i) Construction. Every covenant, term, and provision of these Bylaws shall be construed simply according to its fair meaning and not strictly for or against any Member.

(j) Headings. Section and other headings contained in these Bylaws are for reference purposes only and are not intended to describe, interpret, define, or limit the scope, extent, or intent of these Bylaws or any provision hereof.

(k) Variation of Terms. All terms and any variations in these Bylaws shall be deemed to refer to masculine, feminine, or neuter, singular or plural, as the identity of the Person or Persons may require.

(l) Counterpart Execution. This Agreement may be executed in any number of counterparts with the same effect as if all of the Members had signed the same document. All counterparts shall be construed together and shall constitute one agreement.

(m) Further Acts. Each Member agrees to perform any further acts and to execute, acknowledge, and deliver any further documents reasonably necessary or proper to carry out the intent of these Bylaws.

(n) Attorneys' Fees. If an action is instituted to enforce the provisions of these Bylaws, the prevailing party or parties in such action shall be entitled to recover from the losing party or parties its or their reasonable attorneys' fees and costs as set by the Court.

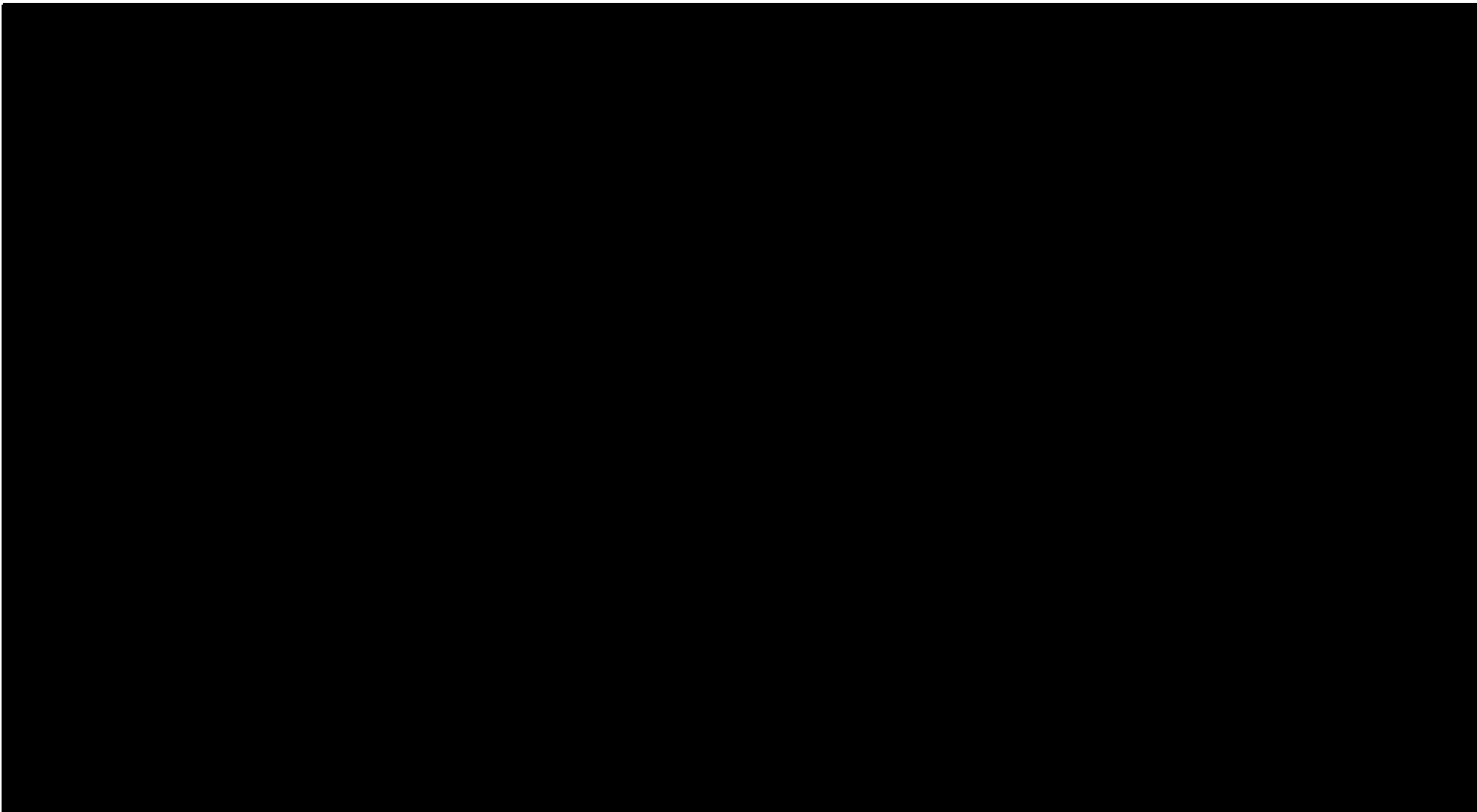
(o) No Third-Party Beneficiaries. This Agreement shall not confer any rights or remedies upon any Person other than the parties and their respective successors and permitted assigns. Without limiting the foregoing, any obligation of the Members to satisfy their respective obligations to make Capital Contributions under these Bylaws is an agreement only among Members and no other Person shall have any rights to enforce such obligations.

(p) Material Impairment. No Member shall take any action that could impair materially such Member's ability to perform his or her duties and obligations under these Bylaws.

(q) Mediation and Arbitration. The Members agree, at the option of any Member, to try in good faith to settle any difference arising out of or relating to the terms or conditions or subject matter of these Bylaws by mediation and that, if agreement cannot be reached by mediation, to submit the difference to binding arbitration. Any arbitration shall be conducted before one arbitrator, which the parties shall attempt to select by mutual agreement. If the parties cannot reach an agreement on the selection of an arbitrator, a single arbitrator shall be selected in accordance with Chapter 658A of the Hawaii Revised Statutes. The parties agree that the decision of the arbitrator shall be binding, final, enforceable and not subject to an appeal to any court except as provided in Chapter 658A of the Hawaii Revised Statutes. All proceedings shall be held in Honolulu, Hawaii. The cost of arbitration shall be borne by the losing party or in such proportion as the arbitrators shall decide.

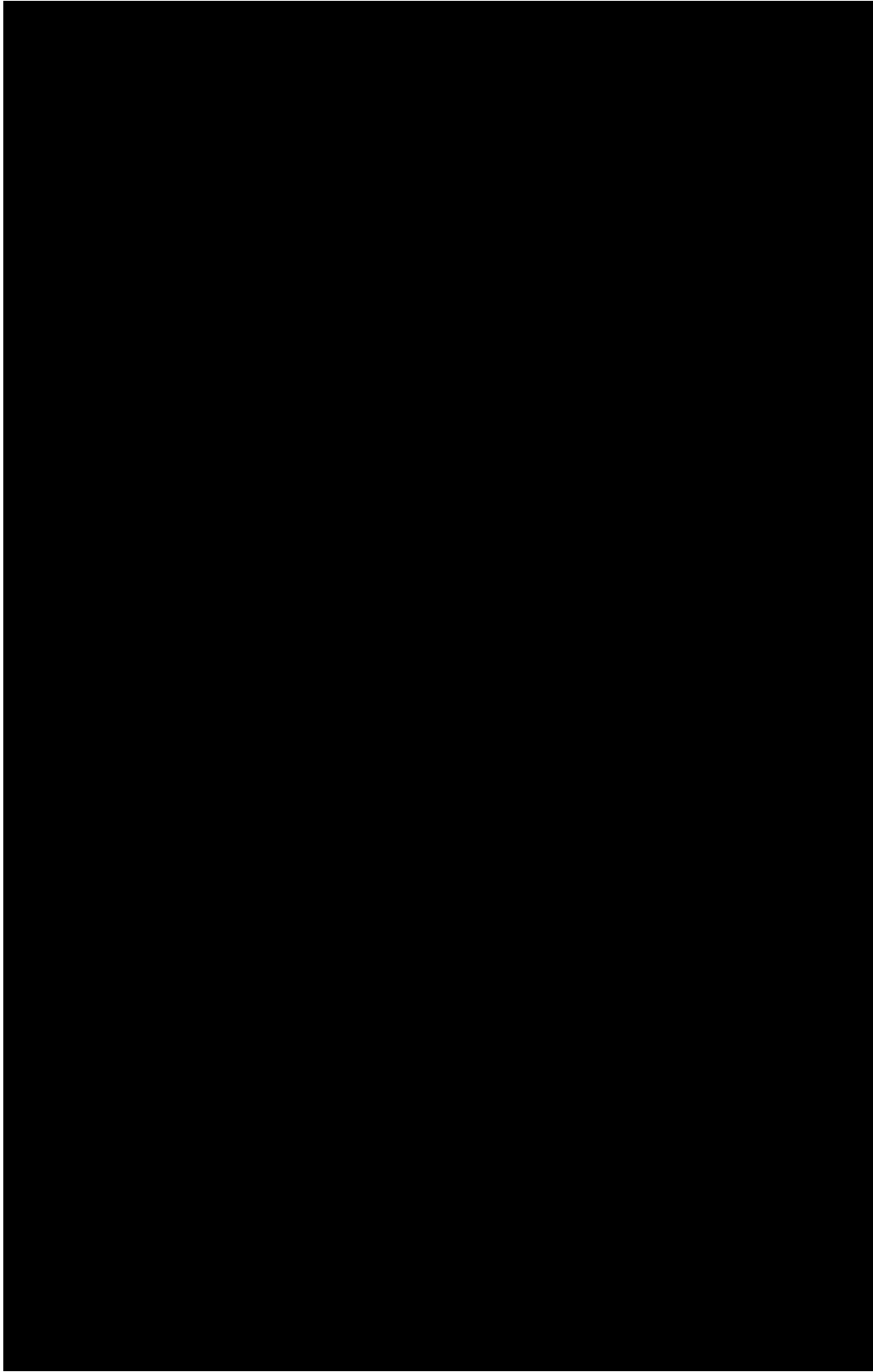
(r) Waiver. Any term or provision of these Bylaws may be waived, or the time for its performance may be extended, by the party or parties entitled to the benefit thereof. Any such waiver shall be validly and sufficiently authorized for the purposes of these Bylaws if, as to any party, it is authorized in writing by an authorized representative of such party. The failure of any party hereto to enforce at any time any provision of these Bylaws shall not be construed to be a waiver of such provision, nor in any way to affect the validity of these Bylaws or any part hereof or the right of any party thereafter to enforce each and every such provision. No waiver of any breach of these Bylaws shall be held to constitute a waiver of any other or subsequent breach.

(s) Transferee. Each Member shall not Transfer his Units to any other Person, unless such Person shall become bound by these Bylaws.



HAWAII AGRI-HEALTH LLC
AGREEMENT AMONG THE MEMBERS

SCHEDULE 1
(September 30, 2015)



**HAWAII AGRI-HEALTH LLC
ACTION BY CONSENT OF THE MANAGERS
IN LIEU OF MEETING**

This Action of the Managers of **Hawaii Agri-Health LLC**, a Hawaii limited liability company (the "Company"), effective January 13, 2016, is taken by the written consent of the Managers pursuant to Section 428, Hawaii Revised Statutes, as amended, in lieu of a meeting of the Managers.

Medical Marijuana Dispensary License Application

The Managers have determined that it is in the best interests of the Company to apply for a Medical Marijuana Dispensary License under the laws of the State of Hawaii. The Managers hereby authorize and direct Adel Etinas to prepare, execute, deliver, acknowledge, submit and/or file with the State of Hawaii Department of Health, on behalf of the Company, the Company's Medical Marijuana Dispensary License Application and to act as the authorized individual on behalf of the Company as provided in Paragraph 19 of the Application with respect to the Company's Medical Marijuana Dispensary License Application.

The Managers further hereby specifically authorize and direct Adel Etinas to execute such additional documents, agreements, certificates, forms and other instruments in the name of and on behalf of the Company and to take such additional action in connection with the Company's Medical Marijuana Dispensary License Application as may be necessary or appropriate.

Any action taken or documents executed and delivered by any one Manager, or any two or more of the Managers, of the Company to date in connection with the Company's Medical Marijuana Dispensary License Application are hereby ratified, confirmed and approved as the acts of the Company.

Execution in Counterparts/Facsimile

This Action by Consent of the Managers may be executed (a) in one or more partially or fully executed counterparts, each of which will be deemed an original and will bind the signatory, but all of which together will constitute the same instrument, and (b) by facsimile or electronic mail.

Owner_Principal_Member_Report (2)

[illegible]

Hawaii Agri-Health LLC (“HAH”) is uniquely qualified to be the safest and most reliable source of medical marijuana for patients on Oahu. HAH is a locally-owned group comprised of veteran business leaders whose leadership and acumen—embracing all of the Hawaii Department of Health’s (“DOH”) itemized sub-criteria (1)(A) through (1)(K)—has been clearly demonstrated through the ownership and operation of more than forty (40) successful businesses, employing over 1,300 Hawaii residents, and bringing an aggregate net worth of nearly \$52 million (Fifty-two Million U.S. Dollars) to the HAH enterprise. The HAH team brings together unrivalled expertise in: pharmaceuticals, medicine, and mental health; government and land use; engineering and construction; marijuana horticulture and processing, and applied botany; food science; retail sales; and marijuana cultivation, processing, and dispensary operations. (See Appendix 1.A for a list of acronyms used throughout HAH’s responses to the Merit Criteria.)

HAH principals include Adel Etinas (RPh) and Hany Guirguis (RPh, PhD, CCN), co-founders of Mina Pharmacy (Hawaii); John Farias, former Director and Chairman of Hawaii’s Department of Agriculture; Steven Loui, President and CEO of Pacific Marine and Supply, Co. Ltd., and Keith Kurahashi, President of Kusao & Kurahashi, Inc., a consulting firm specializing in planning and zoning. The HAH principals are joined by a Board of Advisors (“BOA”) that includes Dr. Jean Talleyrand, founder of MediCann (Oakland, CA); David Shin, Chairman of the Board of Directors and Chief Executive Officer of Kinder Understanding for Sensitive Healing Collective, Inc. (Van Nuys, CA); Dr. Lucas Morgan, Ph.D. in clinical psychology; Jenny Perez of the American Botanical Council; and Dirk Koeppenkastrop, Ph.D. in physical chemistry. Additionally, HAH has retained Calyx King Consulting and CannaGuard Security to provide professional expertise in the fields of medical marijuana production and security. All members of the team are committed to building an operation that compassionately, efficiently, and safely meets Hawaii patients’ needs and does so through rigorous attention to the regulatory standards defined by the State of Hawaii. See

Appendix 1.B. (Org Chart), Appendix 1.C. (Subject Matter Expertise), and Appendix 1.D. (Biographies).

Each of the HAH Principals has significant experience in creating and implementing business plans and operations timelines (sub-criterion (1)(F)) and in creating and implementing financial plans to appropriately manage those businesses (sub-criterion (1)(G)). See Appendix 1.E for HAH’s Business Plan. Many of these businesses operated in highly regulated industries (sub-criterion (1)(A)). Principal Steven Loui alone has acquired or built over 25 businesses in his 44-year career as President and CEO of Pacific Marine and Supply, Co. Ltd. These businesses included Hawaii’s first EPA-licensed environmental remediation and laboratory facilities, and engineering companies that were awarded over 25 U.S. and international patents. Under the leadership of Principals Adel Etinas and Hany Guirguis, Mina Pharmacy grew to be the second largest pharmacy operation in Hawaii, including 10 retail pharmacies and drug compounding facilities certified by the Professional Compounding Center of America (“PCCA”).

As they each have before, the five HAH Principals once again intend to build a new business that brings new jobs and enhanced economic opportunity to their community. The HAH Principals are unified by their commitment to provide best-in-class medical marijuana and patient-care to the people of Hawaii, and they will devote significant amounts of their private finances, their executive direction, and their leadership and social capital to the realization of this compassionate objective.

Mina Pharmacy’s success and expansion under Messrs. Etinas and Guirguis meant nearly two decades of careful navigation of and compliance to the regulatory requirements imposed by the U.S. Drug Enforcement Agency (“DEA”), the Hawaii Narcotics Enforcement Division (“NED”), the Health Insurance Portability and Accountability Act (“HIPAA”), and the Occupational Safety and Health Administration (“OSHA”), among others. Messrs. Etinas and Guirguis can simply and proudly point to the fact that all audits of Mina Pharmacy’s inventory and narcotics controls—by

Hawaii State Medicaid, medical insurance companies, and the NED—showed flawless operations and compliance. While running Mina Pharmacy, they negotiated, implemented, and executed complex agreements with pharmaceutical companies, such as Merck and McKesson, Independent Pharmacy Coop, Bergen, Bellco, Anda, Sterling, and many more. These relationships were instrumental in delivering the best quality and value to their clients, and ensuring patient safety through the intelligent projection and maintenance of a ready supply of necessary medications and the efficient and effective management of any drug recalls.

Mina Pharmacy was entrusted by the U.S. Federal government and the State of Hawaii to handle the possession and distribution of controlled substances. Perhaps more importantly, Mina Pharmacy was entrusted by the people of Hawaii – over 100,000 patients overall – with their health and well-being for nearly 20 years. Now, Messrs. Etinas and Guirguis are leading HAH in the development of a patient-centric medical marijuana dispensary that parallels their former business in practice, philosophy, and professionalism.

CEO Etinas’s and CCO Guirguis’s incomparable pharmacy knowledge and expertise are complemented by specific experience in medical marijuana dispensary operations. HAH benefits from the Board of Advisors counsel of Dr. Jean Talleyrand, founder of MediCann, the largest provider of medical cannabis evaluations in California. Dr. Talleyrand is nationally recognized as an expert on and advocate for the safe treatment of recognized medical conditions with marijuana. His clinic has served more than 200,000 patients over the last decade. Additionally, David Shin, J.D., Chairman of the Board of Directors and Chief Executive Officer of Kinder Understanding for Sensitive Healing (KUSH) Collective, Inc. (Van Nuys, CA) brings his years of experience owning and operating one of California’s leading medical marijuana collectives to HAH’s BOA. Mr. Shin provides extensive expertise in all aspects of day-to-day dispensary operations, and his experienced perspective will enable HAH to efficiently initiate dispensary operations and deliver medicine to

Hawaii's patients as promptly as practical.

HAH is extraordinarily qualified in terms of its agricultural (sub-criterion B) and commercial manufacturing expertise (sub-criterion C). Principal John Farias held the highest agricultural office in the state of Hawaii, serving as Director and Chairman of Hawaii's Department of Agriculture. As a member of the Governor's Cabinet, Director Farias ensured compliance with state and federal regulations governing food safety, including scrupulous management of herbicides and pesticides.

Director Farias's outstanding agricultural leadership is complemented by leading national marijuana operations consulting firm Calyx King Consulting (CKC), which has been retained by HAH to advise the group on all aspects of marijuana indoor (and greenhouse, when applicable) horticulture and processing. CKC has assisted clients in the design, construction, and operation of highly-regulated, health-centric facilities (both indoor and greenhouses) in California, Oregon, Nevada, New York, Maryland, and Washington. CKC principals own and operate licensed medical and recreational marijuana facilities in Washington State, including a 38,000 square foot indoor farm and processing laboratory. CKC's meticulous cultivation methodology is premised on best practices from the American Herbal Pharmacopoeia, the American Herbal Products Association, the USDA Organic Standards, and available FDA standards. CKC also provides extensive expertise in extraction, fractional distillation, and the commercial manufacturing of pharmaceutical-grade medical marijuana products, including workflow procedures for scalable production, analytical testing, and uncompromising quality control. CKC will advise HAH in the design and construction of state-of-the-art medical marijuana production and processing facilities and work side-by-side in developing an operations plan focused on public and patient safety.

HAH's Board of Advisors provides even broader perspectives on agricultural and commercial manufacturing matters (sub-criteria B and C). Mr. Paul Mayeda's horticulture expertise is the result of 44 years of experience with tropical foliage plants, including containerized operations

and the development of industry-leading Integrated Pest Management (IPM) programs. Ms. Jenny Perez, of the American Botanical Counsel, has more than a decade of experience in the horticulture and commercial production of naturopathic herbs and plants, including herb-infused oils, herbal cough syrups, herbal extracts, and therapeutic salves. Dr. Koeppenkastrop served as the former Managing Director and Vice President of the Hawaii Analytical and Environmental Laboratory of the Pacific, increasing operational efficiency through automation. Dr. Koeppenkastrop also has considerable experience manufacturing consumable goods, as the founder and owner of one of the largest commercial gelato manufacturers in Hawaii (IL Gelato Hawaii and IL Gelato Café).

HAH knows that security is paramount to the success of their enterprise and several of the principals have owned businesses requiring 24-hour security monitoring (sub-criterion K), including Mina Pharmacy and Pacific Marine and Supply. HAH has engaged CannaGuard Security, a cannabis security company to provide custom-designed alarm, video, and access control systems.

HAH is committed to developing a business premised on: delivering quality marijuana medicines; regulatory compliance; leadership integrity; cultural integration; financial transparency; public safety; and compassion for patients. We are confident in our ability to adapt and comply with current and evolving Hawaii regulations regarding every stage of the medical marijuana program.

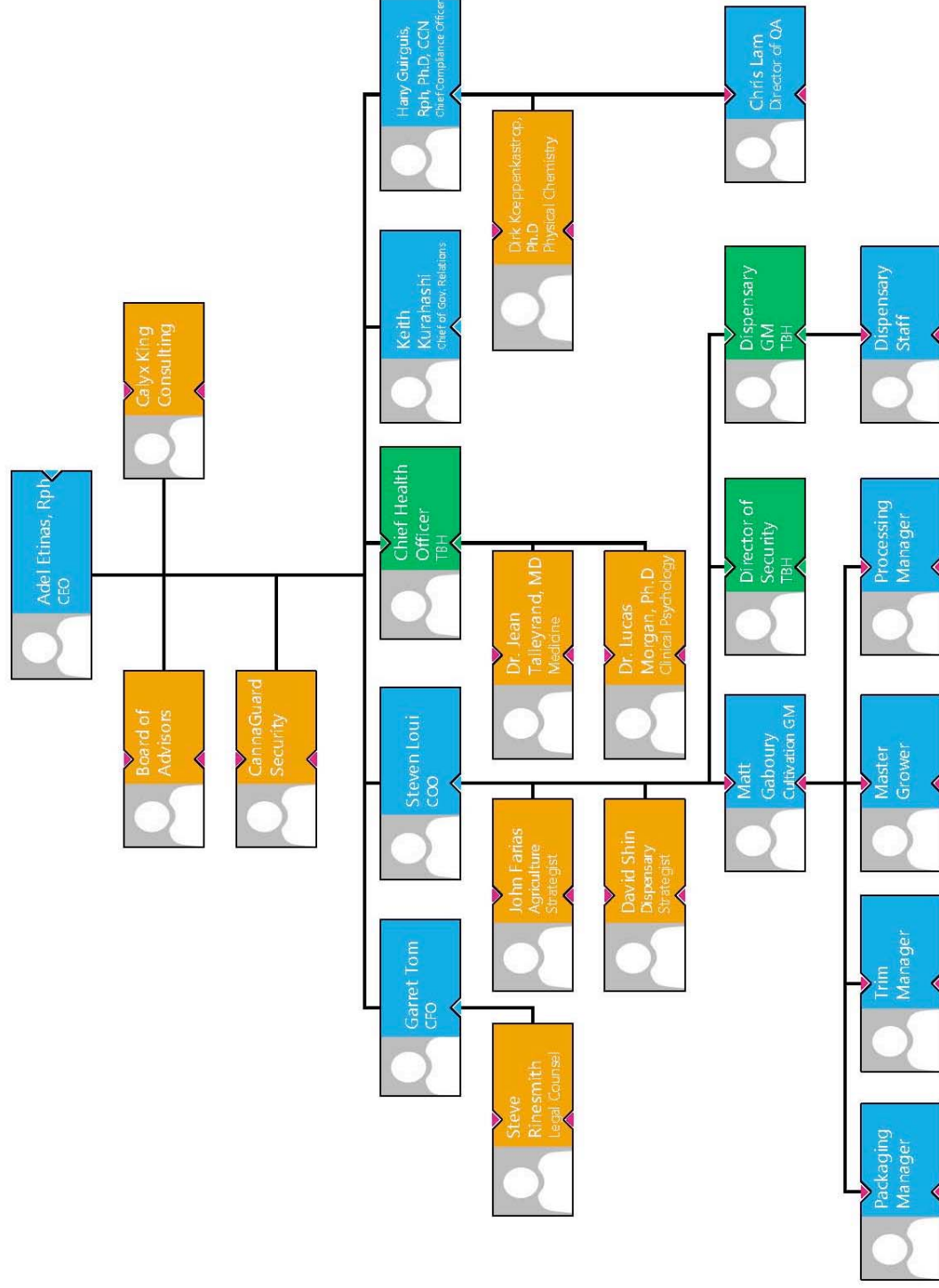
APPENDICES – In accordance with the DOH instruction offered in the Frequently Asked Questions guidance, HAH includes the following supporting documentation as appendices, labeled clearly and uploaded as part of HAH's response:

- 1.A. Acronym List – defining various acronyms used throughout this application.
- 1.B. Org Chart – depicting HAH's executive management and critical staff structure
- 1.C. Leadership SME Chart – mapping HAH's subject matter expertise to DOH-queried areas
- 1.D. Leadership Biographies – narrative details on HAH executive team members
- 1.E. Business Plan – HAH's Business Plan

APPENDIX 1.A LIST OF ABBREVIATIONS AND ACRONYMS

Term	Meaning
CBD	Cannabidiol
CCO	Chief Compliance Officer
CEO	Chief Executive Officer
CFR	Code of Federal Regulations
CHO	Chief Health Officer
COA	Certificate of Analysis
COP	Cultivation Operations Plan
DEA	Drug Enforcement Administration
DOH	Hawaii Department of Health
ERP	Enterprise Resource Planning (software)
FDA	Food and Drug Administration
GAP	Good Agricultural Practices
GHP	Good Handling Practices
GMP	Good Manufacturing Practices
GSM	Global System Mobile Communications (cellular padlock)
HAH	Hawaii Agri-Health
HAR	Hawaii Administrative Rules
HIPAA	Health Insurance Portability and Accountability Act
HRS	Hawaii Revised Statutes
HVAC	Heating, Ventilation, Air Conditioning
ISO	International Standards Organization
LOI	Letter of Intent
NED	Hawaii Narcotics Enforcement Division
OSHA	Occupational Safety and Health Administration
PCCA	Professional Compounding Centers of America
QA	Quality Assurance
QC	Quality Control
POP	Processing Operations Plan
RFI	Request for Information
RFP	Request for Proposal
THC	Tetrahydrocannabinol
VMS	Video Management System

APPENDIX 1.B HAWAII AGRI-HEALTH ORGANIZATIONAL CHART



APPENDIX 1.C
Leadership Subject Matter Expertise Chart

MERIT CRITERIA ONE: EDUCATION, KNOWLEDGE, EXPERIENCE	Team Subject Expertise												Principals	Board of Advisors	HAH Lead Staff	Consultants
	John Faras	CEO Akel Etnas	CCO Hany Gulligis	CCO Steven Lail	CCO Keith Kurahashi	Lucas Morgan, MD	Dirk Koepfpenstrop, PhD	Jenny Perez	David Shim	Matthew Gaboury	Steve Rhesnith	Chris Lam	Calix King Consulting	Camaguard Security		
A: Regulated Industries	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
B: Agriculture or Horticulture	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
C: Commercial manufacturing	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
D: Pharmaceutical companies	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
E: Marijuana Dispensary	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
F: Business Plans and Management	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
G: Financial Plans and Management	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
H: Retail Sales	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
I: Inventory Controls and Tracking	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
J: Protecting Customer Information	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
K: 24- Hour Security Monitoring	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
Additional: Medicine and Psychology	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
Additional: Legal Issues and Tax Law	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○
Additional: Laboratory Science	✓	○	○	○	○	○	○	○	○	○	○	○	○	○	○	○

APPENDIX 1.D

LEADERSHIP TEAM BIOGRAPHIES

Introducing the Hawaii Agri-Health Principals and Leadership Team

Hawaii Agri-Health (HAH) is a locally owned group comprised of top-level business leaders in the pharmacy sector, government leadership, international business, marijuana horticulture and processing, applied botany, food science and technology, retail sales, medicine, mental health, engineering, construction, and land use. The proven experience of HAH principals and advisors across multiple industries provides the level of education, knowledge, and experience necessary to produce safe, quality medical marijuana for Hawaii patients.

JOHN FARIAS, JR. **Principal**

John Farias, Jr. has held numerous positions over the years in government, private business and charitable organizations. He joins the HAH team as a visionary and close advisor on the opportunity for the medical marijuana industry to positively impact the agriculture sector in Hawaii.

Mr. Farias was elected to the Hawaii County Council in 1972 and chaired the Committee on Planning, Research and Development. He served as the youngest Chair of the University of Hawaii Board of Regents under Governor John A. Burns while simultaneously directing Hawaii County's Department of Research and Development, where he was instrumental in the establishment of the Ocean Thermal Energy Conversion (OTEC) facility at Keahole. He was appointed as the Director and Chair of the State Board of Agriculture under Governor George Ariyoshi in 1974. During his term on the Board of Regents (1968-1972), he chaired the Planning Committee, East-West Center Committee, and the Student Relations Committee.

In the private sector, John has continued to champion Hawaii's agriculture, aquaculture and energy-related industries as engines of economic opportunity and stability for Hawaii, mentoring innovative and productive projects. As an example, he realized decades ago that a very safe, innovative and non-polluting tourist attraction would provide jobs and revenue to Hawaii, and worked with the inventors to establish Atlantis Submarines in Hawaii. With his lengthy government experience and familiarity with regulations and procedures, he was instrumental in guiding the project through public hearings, permits and ocean leasing. Today they operate on three islands, and over the years have provided a thrilling educational experience to thousands of Hawaii's schoolchildren while maintaining its status as one of Hawaii's premier tourist attractions. Under his leadership as Chief Operating Officer of the Borthwick Group, John oversaw the maintenance and line personnel, revised cash management procedures, oversaw exhaustive internal audits to eliminate costly redundancies, revamped sales programs and commissions, increased revenues and implemented statewide cost containment measures. The revitalized company attracted acquisition interest from several industry operators, and he led the successful lengthy and intensive negotiations with three separate parties

In addition to his numerous projects, John served as a director and chair of St. Francis Medical Center for a combined twenty-four years, including ten years as director and chair of the Hospital Association of Hawaii. He has received numerous awards, including the Center for Asia-Pacific Exchange Special Service Award, the Distinguished Service Award from the University of Hawaii, and an Outstanding Service Award from St. Francis Healthcare. He graduated from the University of Hawaii with a Bachelors Degree in Business Administration.

ADEL ETINAS (RPh)**Principal****Chief Executive Officer**

Adel Etinas (RPh) is a seasoned executive with a broad range of business skills from teambuilding to developing successful business opportunities. Mr. Etinas is a leader with proven experience in pharmacy, business development, and financial management.

As the co-founder and CEO of Mina Pharmacy, Mr. Etinas has a proven track record in superior customer service, innovation, and team leadership. With over 25 years of experience providing quality pharmacy services in a retail setting, Mr. Etinas is known for his interpersonal skills and history of establishing positive relationships with customers, pharmaceutical representatives and manufacturers, medical professional, healthcare organizations, and insurance providers. His career in leadership is built on a superior ability to train and manage diverse teams to deliver peak performance. Under his leadership Mina Pharmacy grew from one retail store on Oahu to ten retail stores on Oahu, Maui, and the Big Island in Hilo and Kona, four pharmacies serving long-term care facilities, and one PCCA certified compounding pharmacy.

Prior to opening Mina Pharmacy Mr. Etinas worked at and managed several high-volume pharmacies on the mainland and in Hawaii. His career is dedicated to providing quality patient care and fast and accurate medication dispensing, values that he brings to the “HAH” team and the medical marijuana dispensary business.

Mr. Etinas has a Bachelor of Science degree in Pharmaceutical Science from the University of Colorado at Denver. Mr. Etinas and Mina Pharmacy co-founder, Hany Guirguis (below), were honored in 2014 by the Daniel K. Inouye College of Pharmacy for their continuous support of the school and investment in Hawaii community health.

HANY GUIRGUIS (RPh, PhD, CCN)**Principal****Chief Compliance Officer**

Hany Guirguis, Rph, Ph.D, CCN is one of the two co-founders of Mina Pharmacy, and served as the Chairman and Executive Vice President from 1997 to 2015. Mr. Guiguis has over 40 years of experience operating within the highly regulated pharmacy industry, both in the United States and abroad.

Under his leadership Mina Pharmacy grew to become the second largest pharmacy chain in the state of Hawaii, with 11 independent pharmacies on the Big Island, Maui and Oahu employing 135 people. Mina pharmacy is built on innovation, customer service, and patient satisfaction; they were one of the first in Hawaii to use a robotic medication system that greatly increased the speed and efficiency of dispensing medications and virtually eliminated human error. Their complimentary mail-delivery service allowed faster service and increased access for their patients.

Mr. Guirguis received his Bachelors Degree of Science in Pharmaceutical Science at the University of Alexandria in Egypt. He has served as a Board of Directors member of the St. Mark Coptic Orthodox Church in Honolulu, currently in his fifth term of service. Prior to moving to Hawaii, Guirguis served as the Assistant Director of Drug Registration and Pricing for the United Arab Emirates Department of Health from 1980-1990, the equivalent of the American FDA, acting as an expert in drug approvals and pricing. As a Senior Medical Representative for Eli Lilly Pharmaceutical Corporation from 1978-1980, he was responsible for drug promotion and working with physicians and hospitals in lower Egypt.

STEVEN LOUI

Principal

Chief Operating Officer

Steven Loui is an experienced Hawaii based engineer, inventor and proven entrepreneur that has started, acquired or built over 25 businesses in his 44 year career as President and CEO of Pacific Marine and Supply, Co. Ltd., the business his father started in 1944. Mr. Loui is leading the “HAH” team in developing and implementing short- and long term operational plans and strategies for delivering medical marijuana products to the patients of Hawaii. He has been instrumental in bringing positive results to the businesses under his control through dedicated adherence to his values of technological innovation, process improvement, and adaptable teams.

After his appointment as CEO of Pacific Marine & Supply Co. Ltd. Mr. Loui oversaw a major corporate diversification program that successfully repositioned the \$8 million Company from a narrow-based, ship repair operation into a broad-based group of industrial and service companies whose sales have grown ten-fold. He has been responsible for over a dozen startup businesses or acquisitions and was honored by U.S. Senator Daniel Inouye at the 1993 U.S. Senate Productivity Awards for his efforts to improve the ship construction industry in Hawaii. Mr. Loui’s strategies and employment of innovative technologies have transformed Pacific Marine into a multi-industry Hawaii top 250 company. These businesses included Hawaii’s first EPA licensed environmental remediation and laboratory facilities, recycling and pollution control enterprises and research, development, test and engineering companies that were awarded over 25 US and international patents. Mr. Loui’s inventions covering advanced ship and hull designs and renewable and alternative energy technologies received over a dozen patents. While some of these companies have been typically sold to their managers or partially divested, the continuing operations from the companies started or built up by Pacific Marine, employ over a thousand workers today.

Mr. Loui received his Bachelors of Science Degree in engineering from Stanford University.

KEITH KURAHASHI**Principal****Chief of Government Relations**

Keith Kurahashi has a proven track record of success in both the public and private sectors. His career began in public service, working for 14 years in the public sector as a city planner, traffic technician and zoning expert for the City and County of Honolulu. In these roles Mr. Kurahashi developed substantial experience in the detail-oriented work necessary to comply with governmental regulations around land use and development. Mr. Kurahashi will bring his extensive experience working within and with governmental agencies as the “HAH” Chief of Government Relations.

Mr. Kurahashi’s work for the government included four years with the Department of Transportation Services and eight years with the City working for the Department of General Planning as a land use planner, leaving that agency in 1990 as a senior planner and acting chief for the Plans Revision. Mr. Kurahashi moved away from a career in public service following two years as the chief of the Zoning District Changes Branch at the Department of Land Utilization.

Since 1994, Mr. Kurahashi has served as President of the firm Kusao & Kurahashi, Inc. a planning and zoning consulting firm that he joined in 1992. His firm provides planning services to a diverse range of clients including receiving land use and environmental permits for master planned communities, golf courses, hospitals, theme parks, hotels, industrial centers, commercial centers, residential developments, churches, schools, cemeteries, recycling plants, botanical gardens, and many others. Their work in processing the permits includes coordination with various City and State agencies responsible for reviewing and commenting on these permits and applications.

Mr. Kurahashi received his Bachelors of Business Administration from the University of Hawaii in 1976. He is a member of the Hawaii Chapter and national organization of the American Planning Association.

GARRETT TOM**Chief Financial Officer**

Garrett Tom has a diverse range of financial and management experience and a proven track record of establishing sound financial controls and practices to ensure business success. He will be acting as HAH Chief Financial Officer.

Mr. Tom is experienced in developing financial controls, analyzing and establishing company long range planning goals, and establishing policies and procedures to ensure that his client’s meet their future expansion and growth opportunities. He also brings strategic and business planning, cash forecasting and control, receivables and payables management, margin improvement, cost accounting, as well as extensive tax and treasury experience to “HAH.” Over his extensive career at

a variety of Hawaii businesses Mr. Tom has managed the operations of a diverse group of companies with gross revenues in excess of \$39 million.

Mr. Tom received his Bachelor of Business Administration in Accounting from the University of Hawaii and is a Certified Public Accountant in the State of Hawaii. He currently serves as member of the Board of Directors for Oahu Arts and Culture and is a past board member for the Honolulu Chapter of the Alzheimer Association.

DR. JEAN TALLYRAND, MD
Board of Advisors Member

Dr. Talleyrand is the founder and Chairman of MediCann Media Group, LLC; the CEO and Vice Chairman of MotionHealth, a personalized and integrative health program for the underserved; and the CMO and Vice Chairman of the Clinical Endocannabinoid System Consortium (CESC), a medical marijuana research group. Dr. Talleyrand founded these organizations in order to provide advanced alternative care therapy and education to a greater number of patients. Since its inception in 2004, MediCann has served more than 200,000 patients in California.

Dr. Talleyrand's interest in health and the community stem from a family history of medical professionals. Born in Port-Au-Prince, Haiti, he and his family immigrated to the United States yet kept strong ties serving the underserved communities in Haiti. Dr. Talleyrand received his Bachelor of Arts from Brown University and his medical degree from Boston University School of Medicine. While there, he served on the Massachusetts Medical Society Ethics Committee and helped organize a community health symposium on Human Health and the Environment. He was a member of the Physicians for Social Responsibility and co-founded Boston University Chapter of the American Medical Student Association.

As a resident of the UCF Family Medicine Program, he expanded his approach to health in the community to include complementary and alternative medicine for the underserved. Dr. Talleyrand has participated in research, including participating in publishing "An Analysis of Applicants Presenting to a Medical Marijuana Specialty Practice" in the *Journal of Drug Policy* in 2010.

DAVID SHIN
Board of Advisors Member

David Shin is the founder, CEO and Chairman of the Kinder Understanding for Sensitive Healing (KUSH) Collective, Inc. in California and the COO of Sky Hydroponics. "HAH" will be utilizing Mr. Shin's deep expertise in delivering safe, affordable medical marijuana to his customers and patients, while complying with state and local laws, as it continues to develop dispensary operations plans. Mr. Shin's expertise running a successful marijuana dispensary includes managing all aspects of the operations and administrative tasks, including managing legal and financial compliance, monitoring and managing the performance of personnel, ensuring the safety and security of all inventory and physical premises, overseeing the selection of strains and ensuring efficient supply chain management.

As the COO of Sky Hydroponics Mr. Shin leads the operations team at one of the premier indoor garden supply stores in Los Angeles. He has played an instrumental role in managing all facets of this retail location, including managing all financial, legal, tax compliance and reporting matters.

Mr. Shin brings his professional experience as an attorney to both of these roles, along with nine years of experience running his own law office. He has represented over five medical marijuana dispensaries and their owners with respect to civil, financial, tax, criminal, and regulatory matters including Federal, State and local jurisdiction tax audits, Drug Enforcement Administration (DEA) inquiries and raids, and compliance with local ordinances and regulation. He has also consulted and assisted medical marijuana dispensary clients with the implementation of accounting systems, standard operating policies and procedures, corporate structure, security issues related to financial matters and marketing campaigns, social media, public relations, branding and sales strategies and supply chain management.

Mr. Shin has his law degree from Southwestern University Law School and a Bachelor of Science in accounting from University of Southern California.

PAUL MAYEDA

Board of Advisors Member

Paul Mayeda brings 44 years of experience in nursery management and the day-to-day operations of growing containerized plants with the utmost regard for environmental safety and preservation. As the founder of Paul Mayeda Distributors, a wholesale nursery supply distributor, and Hiromi's Nursery, an export tropical foliage nursery on the Island of Hawaii, Mr. Mayeda has tremendous expertise in the insect and disease monitoring, nutrition, weed control and pest control maintenance necessary to successfully produce healthy plants that meet the rigorous certification requirements of the Hawaii Department of Agriculture, the state of California Department of Agriculture, and the Canada Department of Agriculture.

Mr. Mayeda has specialized knowledge of growing plants in the unique Hawaii environment and will advise "HAH" in the best techniques to grow plants with minimal environmental impact. Mr. Mayeda has a Masters of Science degree in horticulture and a Bachelor of Science degree in biology from the University of Hawaii Manoa.

LUCAS MORGAN, Ph.D.

Board of Advisors Member

Lucas Morgan, Ph.D. is a seventh-generation Hawaiian with a focus in community psychology. He is currently engaged at the I Ola Lahui Rural Hawai'i Behavioral Health Program as a post-doctoral fellow, where his focus is geropsychology, integrated primary care psychology, and rural, Native Hawaiians, and underserved mental health populations. Dr. Morgan's work has focused on mindfulness and working to make psychological processes and therapies more relevant and accessible to underserved communities.

Dr. Morgan's research into substance abuse treatment and comorbid anxiety disorders informs his expertise in the safe administration of controlled medical substances like marijuana for the treatment of various medical conditions. He brings this wisdom to the table as a member of the "HAH" Board of Advisors.

Dr. Morgan has been published in over a dozen national peer-reviewed publications and has made sixteen presentations at scientific meetings nationally. He holds a Bachelors of Science Degree in Natural Resource Management from Cornell University, and both a Masters Degree and Ph.D. in Clinical Psychology from the University of Massachusetts, Boston. He has received numerous awards for his work, including the Craig R. Bollinger Memorial Research Grant and the Clinical Psychology Master's Book Award. He is currently a member of the American Psychological Association (APA), the Hawaii Pacific Gerontological Society (HPGS), Psychologists in Long-Term Care (PLTC), Anxiety and Depression Association of America (ADAA), Association for Behavioral and Cognitive Therapies (ABCT), and Hawai'i Psychological Association (HPA).

DIRK KOEPPENKASTROP, PhD

Board of Advisors Member

Dirk Koeppenkastrop, PhD is a chemist with an extensive international career in business management, research and development, and laboratory science. He joins the "HAH" board of advisors to lend his expertise in product development, chemistry, and food science to ensure that "HAH" utilizes best-practice standard operating procedures, manufacturing practices, and laboratory practices in the development of all products, guaranteeing that they are safe, effective, and easy to use for registered patients.

As the Managing Director and Vice President for Hawaii Analytical and Environmental Laboratory of the Pacific, Dr. Koeppenkastrop founded and managed two commercial analytical laboratories, including M&A activities and increasing operation efficiency through automation. He has worked for a variety of European companies. As the Managing Director of EnviteC-Wismar GmbH by Honeywell he led the improvement of their integrated supply chain management by introducing benchmarking and the implementation of improved initiatives. In his capacities he also developed and improved drug testing kits and EnviteC's blood alcohol testing equipment (breathalyzer). For the past five years Dr. Koeppenkastrop has turned his attention to start-up entrepreneurship, founding IL Gelato LLC in Hawaii and successfully growing wholesale and retail operations to over \$2 million in sales with 35 employees.

Dr. Koeppenkastrop has a Bachelor of Science Diplom II in Chemistry from the Gesamthochschule Wuppertal Bergische Universitat in Germany and a Ph.D in Physical Chemistry from the University of Hawaii. Dr. Koeppenkastrop served as the Chairman of the Board of the Hawaii Restaurant Association, and as Director of the American Culinary Federation Honolulu chapter.

JENNY PEREZ**Board of Advisors Member****Candidate for Chief Health Officer**

Jenny Perez is a Board of Advisors Member and a top candidate for our XXXX position. Her extensive experience and education in the horticulture of medicinal herbs and plants and botanical medicines make her a vital resource in the production of safe, medically sound marijuana products and educating the staff of “HAH” on their safe therapeutic use.

Ms. Perez has deep expertise in the commercial production of herbal products and their proper use, with over a decade of education and practice. She currently coordinates the American Botanical Council’s educational program. Ms. Perez has also worked as adjunct faculty in the Botanical Medicine Department at Bastyr University, an accredited, globally respected institution of natural health arts and sciences, teaching classes to medical students in the therapeutic preparation of medicinal plants, proper laboratory models, herb use and therapeutic effect, dosage and frequency of use best practices, test methods for botanical authentication, and prescription writing. She has also made professional presentations on botanical medicine and herbal healthcare at industry conferences and public forums.

Ms. Perez has a Bachelor of Science in Herbal Sciences from Bastyr University. She has certifications from the David Winston Center for Herbal Studies in Botanical Medicine, from the Cascadia Permaculture Institute in Permaculture Design, and from Washington State University in Sustainable Gardening. She is a member of the American Society for Horticultural Science, United Plant Savers, and the American Herbalist Guild.

MATTHEW GABOURY**Cultivation General Manager**

Matthew Gaboury is a founding partner of Calyx King Consulting, one of the country’s preeminent cannabis-centric consulting firms, will act as the “HAH” Cultivation General Manager. For more than a decade, Mr. Gaboury has been the owner and master grower for Re-Up Industries, a medicinal and recreational cannabis production/processing company in Washington. Mr. Gaboury’s cannabis cultivation practice has provided intensely hands-on experience with a range of genetics, methodologies, and facility-types, and has resulted in his development of specific technologies and proprietary protocols to maximize both the quality and yield of the cannabis cultivars under his care. His methodological expertise includes deep water culture, ebb & flood, nutrient film technique, living soil organic mediums, coco coir, soma beds, hydroponic containers, and aeroponics.

Mr. Gaboury pairs his practical cannabis experience with his previous careers and education: with degrees in structural engineering, industrial design, and a Masters degree in Architecture, Mr. Gaboury is particularly expert in the design and operation of cutting-edge cultivation facilities. He has designed and constructed over 20 large scale indoor production facilities, including over 100,000 square feet of recreational cannabis production space.

In addition to his execution work, GA1 has been actively involved in the regulatory processes surrounding the legalization and management of the medicinal marijuana market. He helped to draft

the building regulations that Washington State has enacted to increase life safety standards for extraction and processing spaces (F-1 reclassification standards). He has worked with local utility providers in WA, OR, and NY to develop and implement the incentive and rebate programs available to growers who utilize energy-saving equipment and processes.

Mr. Gaboury is a committed conservationist and innovator in pragmatic sustainability. He has previously worked for the University of South Florida School of Sustainability to help design a digital architecture that uses 70% less electricity as average. His innovative design and operational procedures have reduced the aggregate carbon footprint of cannabis production facilities across the United States by 2,027,500 watts, which equates to 15,111,480+ kW hours of electric usage per year. He won the World Architecture Community Award for an architectural curtain wall system that automatically follows the sun's path and adjusts the orientation of louvers to facilitate natural plant lighting & ventilation (patent pending). Mr. Gaboury is an active and leading member in the following professional organizations: Coalition for Cannabis Standards & Ethics, Washington Marijuana Association, National Cannabis Industry Association, American Institute of Architecture Students.

CHRIS LAM

Director of Quality Assurance

Chris Lam is a technology-oriented CEO and Project Manager versed in all aspects of project management from inception to completion with effective leadership skills. Mr. Lam possesses over a decade of management experience in a small start-up business environment. As the founder and CEO of High Tech Consultants, LLC in Honolulu Mr. Lam oversees client management and project development from conception to completion. His leadership is based on routine quality audits to ensure that the products and services his company offers live up to client expectations. Mr. Lam received his Bachelors of Science Degree in Biological Science from Stanford University, graduating at the top of his class.

CALYX KING CONSULTING

Consultant

The “HAH” operations team is rounded out by its collaboration with Calyx King Consulting (CKC). CKC principals have accumulated more than 50 years of hands-on experience with the plant, in every possible mode of its lifecycle and product permutations. Alongside its practical cultivation expertise, CKC has also accrued invaluable understanding of the demands of the modern cannabis business: continuous process improvement, unyielding operational integrity, and stringent regulatory compliance.

As a result, CKC delivers unparalleled expertise and practical wisdom regarding successful and uncompromising medical marijuana cultivation in highly-regulated and health-centric markets. CKC’s mission is to fully integrate compliance and cultivation success.

CKC has assisted clients throughout the U.S. in the design, construction, and operation of highly regulated and industry-innovative cultivation and processing facilities, including facilities in



California, Oregon, Nevada, New York, and Washington. CKC principals own and operate licensed medical and recreational cannabis facilities in Washington State, including a 38,000 square foot indoor farm and processing laboratory in the heart of downtown Seattle.

CKC has developed its distinctive cultivation methodology based on best practices including the American Herbal Pharmacopoeia, the American Herbal Products Association, the USDA Organic Standards, and available FDA standards. Working with CKC, the “HAH” team will author and continuously improve processes that combine best practices from the agricultural industry as a whole with expertise and experience specific to cannabis cultivation.

CKC’s commitment to health science extends beyond patient-populations and to the plant itself. Together our horticulture methodologies and propagation programs are designed to improve the health of the cannabis genus overall while using tissue culture technologies, conscientious population breeding, and resuscitation of landrace strains to revive and strengthen the genetics that form the cornerstone of modern medical cannabis.

CANNAGUARD SECURITY

Consultant

CannaGuard Security is the nation’s premier Security and Compliance verification company. The Company provides specialized security consulting, security system design, equipment installation, monitoring, and ancillary security services for marijuana cultivators, processors, wholesalers, and retailers.

CannaGuard has worked with over 2000 applicants and licensees across the country. They have completed over 150 installations in the highly regulated markets of OR and WA alone with a 100% first-inspection approval rate.

CannaGuard Security brings a robust background in security and technology to its operations, along with highly specialized industry knowledge regarding the legal and regulatory requirements for marijuana business security in each state. CannaGuard works very closely with the regulatory agencies not only to ensure licensees are maintaining compliance at all times, but to help make the agencies’ jobs easier. Noah Stokes, founder of CannaGuard, has worked on multiple of advisory committees in the creation of regulations, and has participated in industry conferences and associations educating people across the country on compliance.

BUSINESS PLAN

APPENDIX 1.E

January 2016



Hawaii Agri-Health



Hawaii Agri-Health LLC

Patients -- Product -- Public Safety

INTRODUCTION

Hawaii Agri-Health, LLC ("HAH") is committed to safely growing and dispensing pharmaceutical grade medical marijuana to Hawaii patients, in compliance with HB321. HAH is composed of five investors including top-level business leaders from pharmacy, government, manufacturing, retail, mental health, agriculture and sectors. HAH principals are deeply rooted in Hawaii culture and values. Their collective 130 years of entrepreneurship allows them to tap into a proven network of business executives, professionals and enterprises to insure the success of HAH. Additionally, HAH has recruited 6 distinguished Board of Advisors composed of subject matter experts to compliment and assist the principals in the management of the enterprise.

The state is requiring pharmaceutical level dispensary operations; HAH will rely on the strength of MINA Pharmacy founding partners to design and operate the dispensary in accordance with the promulgated standards and rules. Additionally, HAH has developed a consulting relationship with 8 year old, vertically integrated, medical marijuana company, KUSH Collective, Inc. of Los Angeles to assist in applying specialized knowledge and experience to the dispensary operations. HAH will develop two dispensaries, the first near downtown Honolulu and the second in Kailua. The first dispensary is expected to operate by August 1, 2016.

The state is requiring the production of quality medicinal products from marijuana. To achieve the highest level of process quality control and produce superior products, HAH has teamed with 5-year-old Calyx King Consulting (CKC) for turnkey growing/processing, facility design, construction and operations. This includes providing two senior staff members for a minimum of two years. CKC is one of the few marijuana industry experts who can provide innovative technologies as embedded and demonstrated in their state of the art cultivation and processing facility in Seattle including:

- Cryogenic tissue cultures (rather than seeds) to guarantee authenticity of pedigree and performance .
- Over 1,000 strains of marijuana catalogued and in possession.
- Efficient enclosed indoor growing facilities with hybrid LED lighting to mitigate electricity costs.
- Proprietary CO2 extraction and product processing.
- Full laboratory capabilities.



HAH will develop the first cultivation facility immediately after being awarded a license by using prefabricated, modular growing units inside an enclosed warehouse to expedite the harvest of its first crop. The second cultivation facility is expected to come on line a year later to meet projected demand.

The financial projection forecasts positive cash flow from operations starting in the third month of operations. Therefore, HAH principals have provided the initial cash capitalization of \$1,680K from \$1,440K in equity and \$240K from a convertible debenture. This capital is sufficient to fund the start-up costs and two dispensary facilities. Furthermore, \$1.55 M for the first cultivation facility will be funded by an affiliated enterprise of HAH, including additional strategic investors to allow greater financial flexibility and leverage of the principal's capital. HAH will lease the growing facility from the affiliated enterprise. The second cultivation facility is also expected to be funded in a similar manner.

THE TEAM

Hawaii Agri-Health's team includes expertise in pharmacy management, government leadership, international business, food product commercialization, retail sales, applied botany, mental health, engineering, innovation, construction, and land use. We are confident in our ability to adapt and comply with current and evolving Hawaii regulations regarding every stage of the medical marijuana program.

HAH partners are committed to serving Hawaii and its residents. The five partners have been active in the Hawaii business community for over 130 cumulative years with a combined Hawaii residency of over 250 years. The businesses they have grown and developed employ an estimated 1,300 people in Hawaii. Cannaguard Security, a national leader in regulated marijuana cultivation, transportation and dispensary security and compliance will provide leadership and infrastructure.

For marijuana cultivation and processing, HAH has engaged Calyx King Consulting (CKC), a nationally recognized firm from Seattle, WA. CKC brings expert marijuana growing experience and leadership to the HAH team. CKC will directly support HAH for a minimum of two years. Their support includes two full-time senior staff to manage cultivation and processing operations. CKC also provides in depth documentation—called Standard Operating Procedures (SOPs)—related to cultivation, processing and dispensary operations, security and regulatory

compliance. SOPs are referenced throughout the plan and included, as appendices to HAH's business application with the Hawaii Department of Health.

The table below introduces the Hawaii Agri-Health's Principles and Advisors. A complete summary of key stakeholders' curriculum vitae and professional attributes are included in Appendix 1.D of the HAH license application.

<i>Team Member</i>	<i>Attributes pertinent to medical marijuana</i>
PRINCIPALS	
Adel Etinas, Rph Chief Executive Officer CEO Mina Pharmacy. Mr. Etinas is a licensed pharmacist who has worked in Hawaii for 23 years and founded Mina Pharmacy, which grew to become the 2 nd largest pharmacy chain in the state of Hawaii.	Pharmacy operations Experience with pharmaceutical companies Regulatory environment Medicine Secure inventory tracking Retail sales HIPAA compliance Customer privacy 24 Hour security Employee management Entrepreneurship
John Farias Principal Elected Regent and Chair of the University of Hawaii Board of Regents and appointed as Chairman of the Hawaii State Board of Agriculture. He later served as Chairman of the Board of St. Francis Hospital, Director and Chair of the Healthcare Association of Hawaii, and as a Director of the Hawaiian Legacy Reforestation Initiative. Mr. Farias also founded and is presently vice chair of Honolulu based Atlantis Adventures.	Government leadership Agriculture policy & leadership Governor appointed positions (2) Medical & regulated industry Entrepreneurship Public service

<p>Hany Guirguis, Rph, PhD, CCN Chief Compliance Officer Chairman and Executive Vice President Mina Pharmacy. Mr. Guirguis is a licensed pharmacist and certified clinical nutritionist who has worked in Hawaii for 24 years and co-founded Mina Pharmacy. Mina Pharmacy grew to become the 2nd largest pharmacy chain in the state of Hawaii.</p>	<p>Pharmacy operations Experience with pharmaceutical companies Regulatory environment Clinical medicine Secure inventory tracking Retail sales HIPAA compliance Customer privacy 24 Hour security Employee management Entrepreneurship</p>
<p>Keith Kurahashi Chief of Government Relations President of Kusao & Kurahashi Inc. Mr. Kurahashi is one of the top Planning and Zoning consultants in Hawaii. He previously worked in the public sector as a city planner, traffic technician, and Chief of the Zoning District Changes Branch.</p>	<p>Entrepreneur Executing a business plan Public sector experience Land use expert</p>
<p>Steven Loui Chief Operating Officer Chairman and CEO of Pacific Marine & Supply and founder of Navatek, Ltd., the Unitek Companies and Pacific Shipyards. In Mr. Loui's 44-year career he has received over 15 US and international patents and has been responsible for over a dozen start-up businesses or acquisitions.</p>	<p>Business plan execution - 24+ times Entrepreneur Innovator Commercial manufacturing 24 hour security Department of defense contractor Regulated industry Renewable energy Retail sales</p>
BOARD OF ADVISORS	
<p>Dr. Jean Talleyrand, MD Founder and Chairman of MediCann Media Group, LLC; the CEO and Vice Chairman of MotionHealth, a personalized and integrative health program for the underserved; and the</p>	<p>Medical Doctor Medical Marijuana Research Medical Marijuana Prescriptions Integrative Health</p>

CMO and Vice Chairman of the Clinical Endocannabinoid System Consortium (CESC), a medical marijuana research group. Expert in advanced alternative care therapy and education to a greater number of patients.	Community medicine 200k Medical Marijuana Patients
Lucas Morgan, PhD Clinical Psychology Post-Doctoral Fellow with direct experience providing mental health services to patients with a wide range of behavioral problems. Dr. Morgan specializes in behavioral psychology in Hawai'i, mindfulness-based cognitive therapy, and underserved Hawaiian communities. Dr. Morgan has 13 peer-reviewed publications, dozens of manuscripts, speaks regularly in his field lectures regularly and has numerous awards.	Clinical psychology Behavioral health specialist Underserved Hawai'i communities Mindfulness based cognitive therapy Mental health practitioner Lecturer Patient services Prescription drug administration
Dirk Koeppenkastrop, Ph.D Gelato Maestro, entrepreneur and international business executive. A chemistry PhD from University of Hawaii Manoa with extensive business leadership, returned to Hawaii to found the a prominent Gelato manufacturer, wholesaler and retail business with over \$2 million in sales and 35 employees. Dr. Koeppenkastrop is the current Chair of the Hawaii Restaurant Association and Director of the American Culinary Federation (ACF) Honolulu Chapter.	Business executive Finance International leadership Entrepreneur Retail sales Chemist Laboratory science Quality control Regulated industry
Jenny Perez <i>Candidate for Chief Health Officer</i> Herbal botanist and nutritionist, program coordinator with the American Botanical Council. Hands on employment experience with extracts and tinctures, research and archival, and patient consults. Experienced adjunct	Botanical medicine Nutritionist Naturopath Herbal specialist Pedagogy Herbal extracts and tinctures

<p>faculty for lab and lecture covering herbal edibles, therapeutic food preparations, herbal dosing, and naturopathic medicine. Primary candidate for Chief Health Officer position.</p>	
<p>David Shin Owner and operator of Los Angeles medical marijuana cultivation facility and dispensary. Over five years experience managing all aspects of the business including compliance, financials and legal council. Current private law practices representing five medical marijuana clients, among many others.</p>	<p>Attorney Marijuana law expert Supply chain management Retail Sales Medical Marijuana Dispensary Operations Customer confidentiality</p>
<p>Paul Mayeda 44 years of tropical foliage nursery manager experience. Extensive experience working with Hawaii Department of Agriculture, and other States. Day to day management of multiple operations experience including export business. University of Hawaii Manoa Masters in Agriculture</p>	<p>Regulated Industry Horticulture Agriculture</p>
CONSULTANTS	
<p>Calyx King Consulting Management, Retained Cultivation Licensor A full service consultant for facility design, operations, processing and management of regulated marijuana facilities in the United States. Twelve completed design and management projects and 30 years combined experience growing marijuana among management staff. CKC deeply understands marijuana cultivation, processing and research, and is one of only two known entities with over 1,000 conventional and proprietary tissue</p>	<p>Marijuana cultivation Marijuana processing Marijuana packaging Regulated industry Facility design Management consulting Employee & management training for marijuana industry Medical marijuana experience, several states Management of 30,000 SF cultivation facility in Washington State</p>

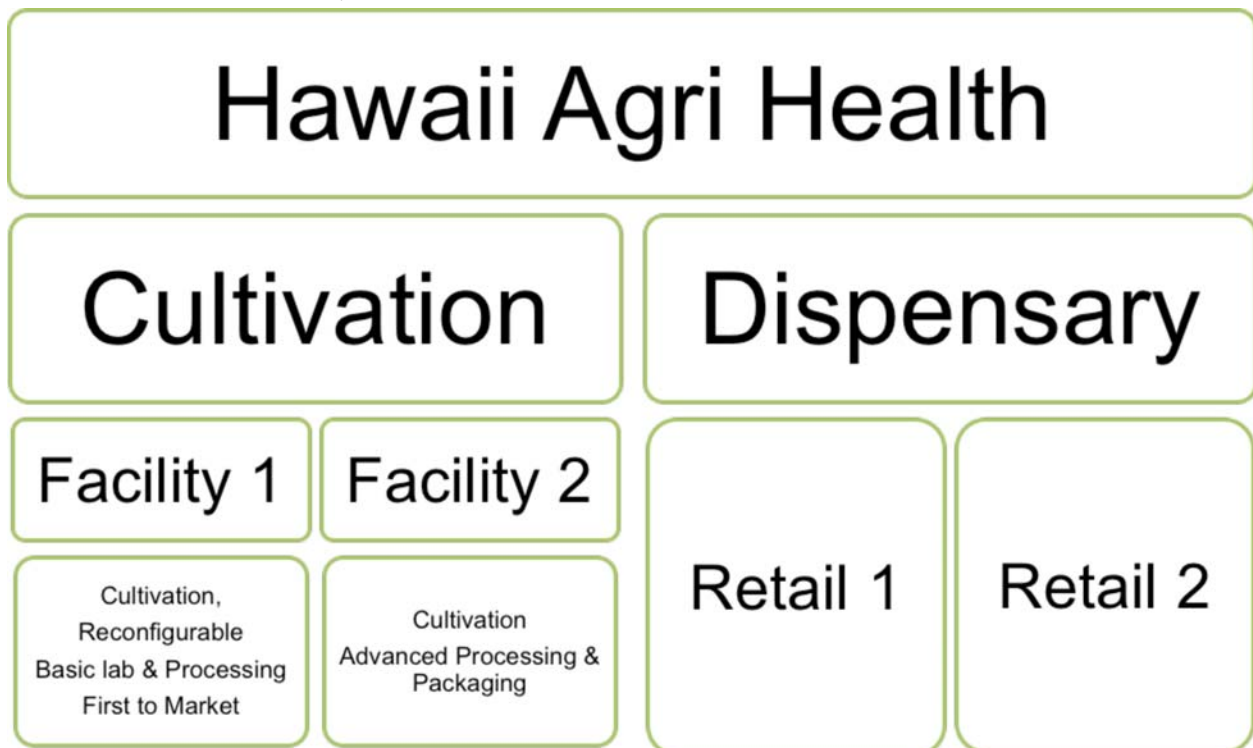
<p>culture strains of marijuana including some with cryogenically frozen archival.</p>	
<p>CannaGuard Security Consultant The nation’s premier marijuana business security and compliance verification company. Specialized security consulting, security system design, equipment installation, monitoring, and ancillary security services for marijuana cultivators, processors, wholesalers, and retailers. Has worked with over 2000 applicants and completed 150 installations.</p>	<p>Security consulting Security system design Security Equipment Installation</p>

FACILITY STRATEGY

Facility Strategy - Cultivation

Hawaii Agri-Health will establish two grow facilities (Facility 1 and Facility 2) and two dispensaries (Dispensary 1 and Dispensary 2). By leveraging multiple cultivation methodologies and building types, HAH will meet initial market demands on August 1 with the first cultivation facility and first dispensary location. The second cultivation facility will accommodate long-term demand and establish more robust value added processing capacity. The combined capacity of Facilities 1 and 2 are 260 pounds of flower and 16 pounds of oil concentrate per month - enough to meet the demand of 4,125 patients per month.

HAH partners have identified several real estate parcels that qualify under HRS §329D as growing facilities. Within 15 days of securing a license, Hawaii Agri-Health will secure the first growing and first dispensary site. Until a license is granted it is imprudent and unrealistic to secure facilities that meet the requirements given the fast changing commercial real estate markets in Hawaii. If HAH cannot secure a suitable growing facility within the 15 day plan timeframe, HAH has the option of using a facility controlled by one of its principals as backup. The first is a facility owned by an affiliate of Mr. Steven Loui for which he is the largest shareholder. The second is Mr. Loui's 15-acre Kahaluu farm. Letters of intent for both sites are attached to this business plan.



HAH includes two cultivation facilities and two dispensaries.

Phase 1 - Rapid Start-up

Growing marijuana within Facility 1 will begin on May 1 and provide product to patients at Dispensary 1 by August 1, 2016. Facility 1 is located on Oahu within an existing metal warehouse of not less than 13,000 square feet. Secure fencing, parking, and power are available on-site. Facility 1 will include basic processing capabilities until Facility 2 is constructed.

On May 1, HAH will begin marijuana cultivation inside a modified shipping container within the Facility 1 metal building. The container is complete with all necessary cooling, ventilation, watering and lighting systems. The container, made by PharmPod in Denver, CO, is currently in pilot testing of native endemic plant seedlings. Marijuana seedlings will grow 3-5 weeks in the container, after which they will be moved to newly constructed grow rooms within Facility 1.



Photo: Configured shipping containers offer a sterile, controlled environment. They can be sited inside existing buildings, and operational within one day (pharmpods.com).

While the first plants germinate inside the container, HAH will construct grow rooms within the existing metal warehouse. The grow rooms will be created using a Structurally Insulated Panel (SIP) system and complete by May 1, 2016. SIP systems are pre-fabricated, custom “building blocks” that are assembled on-site in a matter of days. The SIP system includes electric connections, water irrigation, insulation, and finishing materials. SIPs provide a sterile and controlled growing environment for cannabis plants. Assembled SIPs structures inside an existing building are considered equipment, and thus avoiding lengthy new construction permitting. CKC has successfully designed several grow facilities within SIP structures in numerous states.



Photo: Structural Integrated Panels can be placed within a shell building. (cannapods.com).

HAH will spend \$1.55 million to construct and outfit Facility 1, including the cost already incurred to purchase the PharmPod. Retrofit costs include electric infrastructure, partition rooms (SIPs panels), engineering, heating and ventilation. The main equipment expenses include tables and growing infrastructure, 480 flowering light fixtures, 450 vegetative light fixtures, oil extractor equipment, and laboratory equipment.

Facility 1 will produce 120 pounds of marijuana flower and 7 pounds of oil concentrate per month. This should provide sufficient medicine for 1,750 medical marijuana patients—enough to accommodate the expected maximum market share for HAH for the first year of operations. By May 2017, patient demand for HAH is expected to exceed the production capacity of Facility 1, and thus Facility 2 is expected to be in full production.

Phase 2 - Construct Facility 2

Facility 2, also located on Oahu, will double grow capacity to accommodate increased patient demand, and establish a robust processing facility. Facility 2 will be adjacent Facility 1 to streamline security and transportation logistics. Facilities 1 and 2 will include the ability to expand or reduce production as necessary, based on market demand and State regulations.

Construction of Facility 2 will begin in September 2016, and be completed by the following May. The building will be standard construction, fully insulated, and wired with 240v or 480v for lighting. The capital expenditure for Facility 2 is forecasted at \$1.95 million or 30% higher than Facility 1. Facility 2 will accommodate 140 pounds of marijuana flower and 9 pounds of oil concentrate per month, enough to satisfy 2,375 additional patients per month.

Although current Hawaii law prohibits the use of greenhouses for medical marijuana cultivation, should regulations change, HAH will use a greenhouse for Facility 2. If Facility 2 is a greenhouse, the primary processing laboratory will remain in Facility 1, and will be expanded to accommodate HAH's full needs. In Hawaii, greenhouse cultivation provides optimal balance between resource efficiency, and environmental and pest control. Due to reduced capital and energy costs, greenhouse cultivation will also lower operating costs, which will be passed along to patients as lower price for medicine.

HAH Facility Timeline

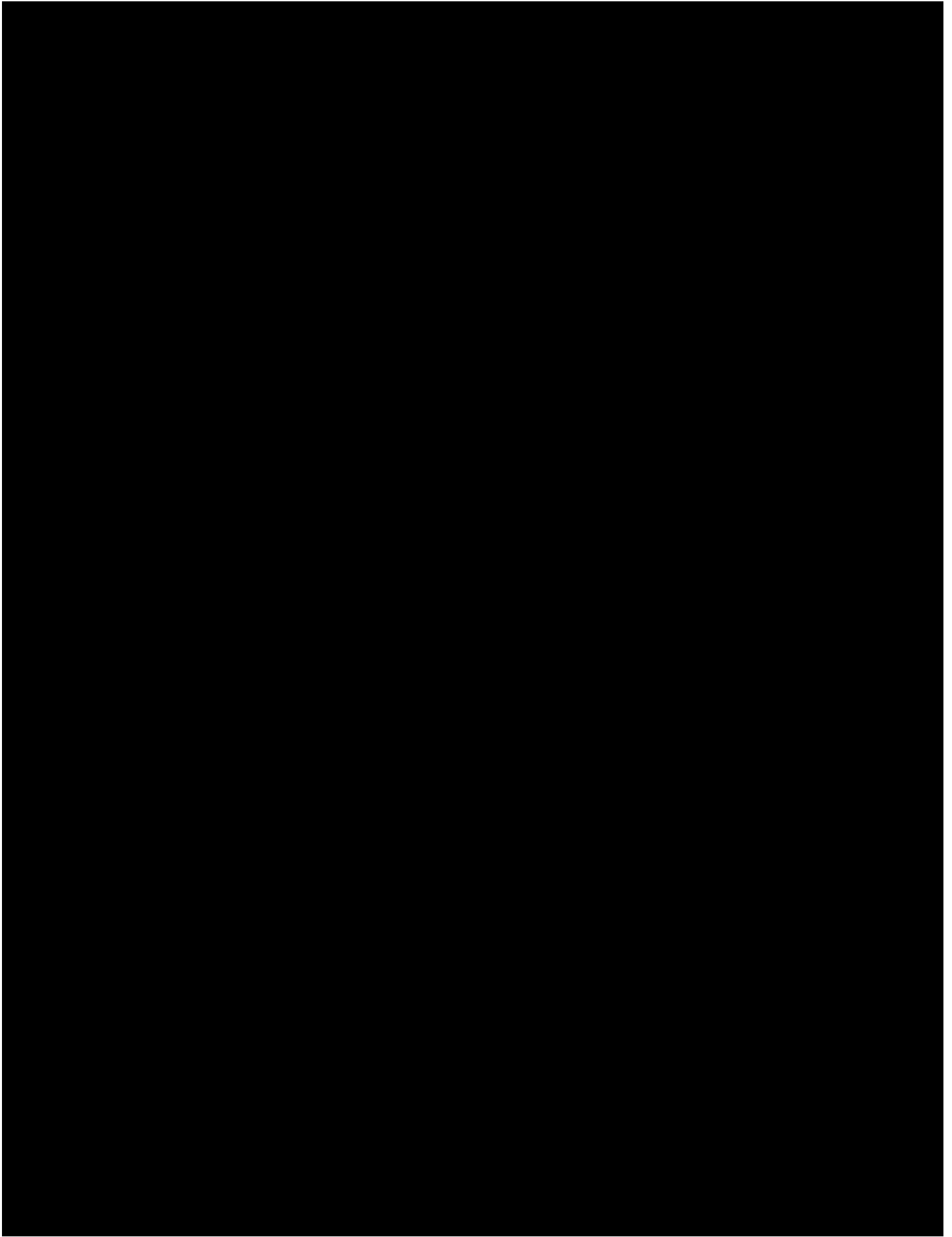
	Year 1 - 2016												Year 2												Year 3											
	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan '17	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan '18	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Jan '19	Feb	Mar
Facility 1																																				
Construction	<div></div>																																			
Cultivation	<div></div>																																			
Product Harvest	<div></div>												<div></div>												<div></div>											
Dispensary 1																																				
Construction	<div></div>																																			
Patient Sales	<div></div>												<div></div>												<div></div>											
Facility 2																																				
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Cultivation	<div></div>																																			
Product Harvest													<div></div>												<div></div>											
Dispensary 2																																				
Construction	<div></div>																																			
Patient Sales													<div></div>												<div></div>											

Facility Strategy - Dispensary

HAH will open two retail dispensaries that are compliant with HRS §329D. Dispensary 1, in Honolulu, will be ready to open for sales on August 1, 2016. Dispensary 2, in Kailua, will open May 2017. They will be in a safe and secure location, provide ample parking and allow convenient access for multiple neighborhoods. HAH's goal is to reach a broad range of demographics and population centers on Oahu, along the H1 corridor. See HAH license application for more detail regarding dispensary attributes and operations.

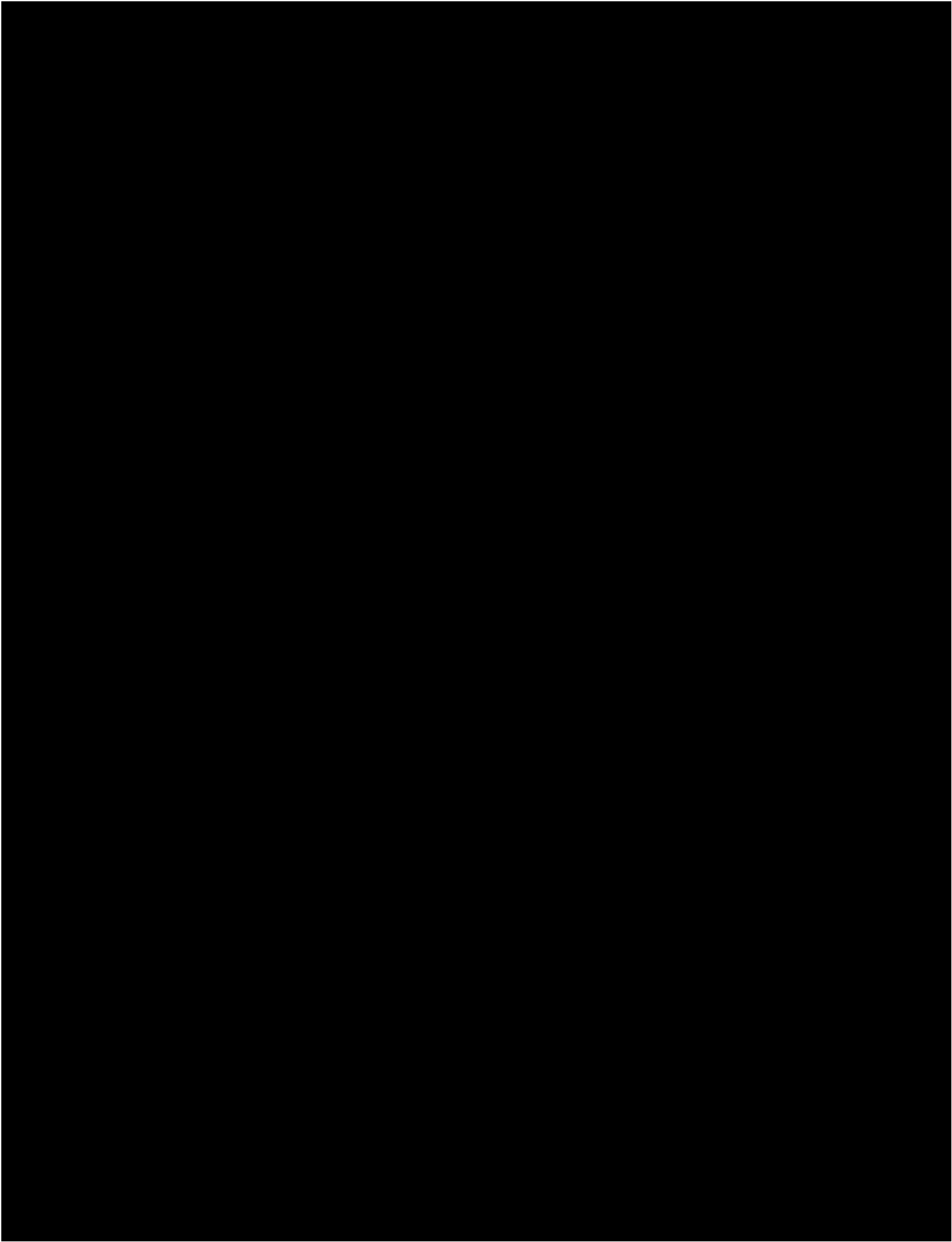


Hawaii Agri-Health
Medical Marijuana





Hawaii Agri-Health
Medical Marijuana



OPERATIONS

Production

Hawaii's growing regulations permit 3,000 cannabis plants for each license. Therefore, to maximize the supply available to patients HAH will grow large plants. See CKC's SOPs for production and processing for more detail.

Processing

To make marijuana oil concentrate, HAH will use a CO2 extraction process. This process does not require the combustion of medium such as butane, and provides a pure product. A CO2 extractor accepts marijuana trimmings into a stainless steel cylinder where the leaves are manually compacted and then subjected to very high-pressure carbon dioxide (5,000 PSI) that "squeezes" oils out of the leaves. The extraction process effectively yields 12.5% of the input product weight or 57 grams of product per pound of trim leaf. This concentrate oil can be sold directly for \$60 per gram or more, or used to create a variety of value added products.

Retail

All of HAH marijuana products will be sold directly to end-user patients through the two retail dispensary locations. HAH's retail dispensaries will resemble a professional pharmacy with enhanced security. Customers will be welcomed into a clean and secure room where products will be on display and informed employees will provide guidance about the use of products. State issued medical marijuana credentials will be confirmed at the door for all entrants. Consultations will be conducted in strict accordance with anticipated rules or guidance to be issued the Department of Health's prior to retail stores opening in July 2016.

Industry Context - Medical Marijuana in Hawaii

Using marijuana is often the best method to treat a myriad of physical and psychological ailments and is legal in 23 states, including Hawaii. HAH recognizes that Hawaii's medical marijuana program is currently undermined by the unavailability of transparently cultivated and rigorously tested medicine; our immediate objective is to provide a reliable and uncompromising source of medicine for all authorized patients. Since June 2000, Hawaii has allowed qualified patients to possess and consume medical marijuana but has not allowed its sale or purchase. Patients have been required to grow marijuana themselves or have a designee grow on their behalf. However, many patients are unable to grow or align with a capable grower and are left in need of medicine.

MARKET ANALYSIS

Customers

HAH's primary customers are medical marijuana patients on the Island of Oahu who choose to buy their marijuana medicine at a dispensary rather than grow on their own. HAH clients value easy 7 day a week access to medicine, stringent regulated quality control, variety of strains and products, and professional assistance from pharmacist trained staff.

Based on other markets for medical marijuana in the United States and the current Hawaii market, we expect customers will be between the ages of 21 years and 70 years old with a mean age around 45. In most markets male patients slightly outnumber female patients. In [Arizona](#), from a sample of 64,000 patients, 65% were male with a mean age of 43, and 35% female with a mean age of 47.

Market Size

The total market value for the State of Hawaii medical marijuana today is estimated at \$60 million per year based on 13,800¹ current patients spending an average of \$360 per month. Existing patients will maintain the ability to grow for themselves, at least through 2017 (lowering the market size for dispensary patients). Health insurance plans do not currently reimburse the for medical marijuana expenses.

HAH's business plan is based on Hawaii Department of Health published statistics that Oahu currently has 2,800 medical marijuana patients². The business model assumes within the first year of licensing most customers will convert from home-grows or caregivers to dispensaries, and that HAH will maintain 33% market share. Overall patient enrollment is expected to grow each year. The resulting forecast is 850 patients in month 3, increasing to 1,750 by month 12, and 4,125 by month 24.

¹ 13,800 patients in Hawaii based on statistics from <http://medicalmarijuana.procon.org/>

² <http://health.hawaii.gov/medicalmarijuana/wp-content/blogs.dir/93/files/2015/12/FY16-October-31-Statistics-FINAL-11-30-15.pdf>



BRANDING

All products will be clearly branded with “Hawaii Agri-Health”, to convey the commitment to local business, product quality, health and resource efficiency. HAH wants to convey nature and agriculture, without direct marijuana imagery. See logos below:

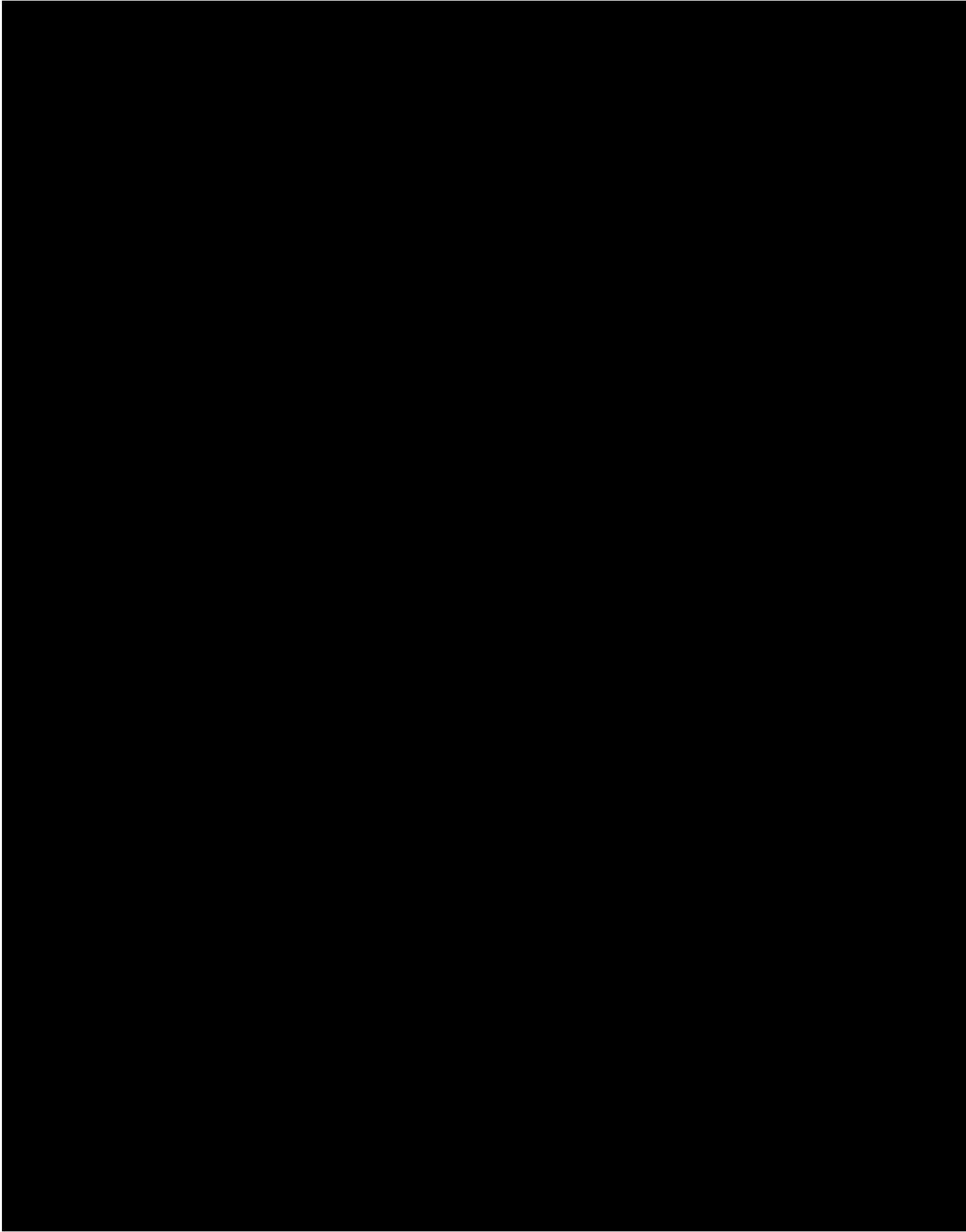




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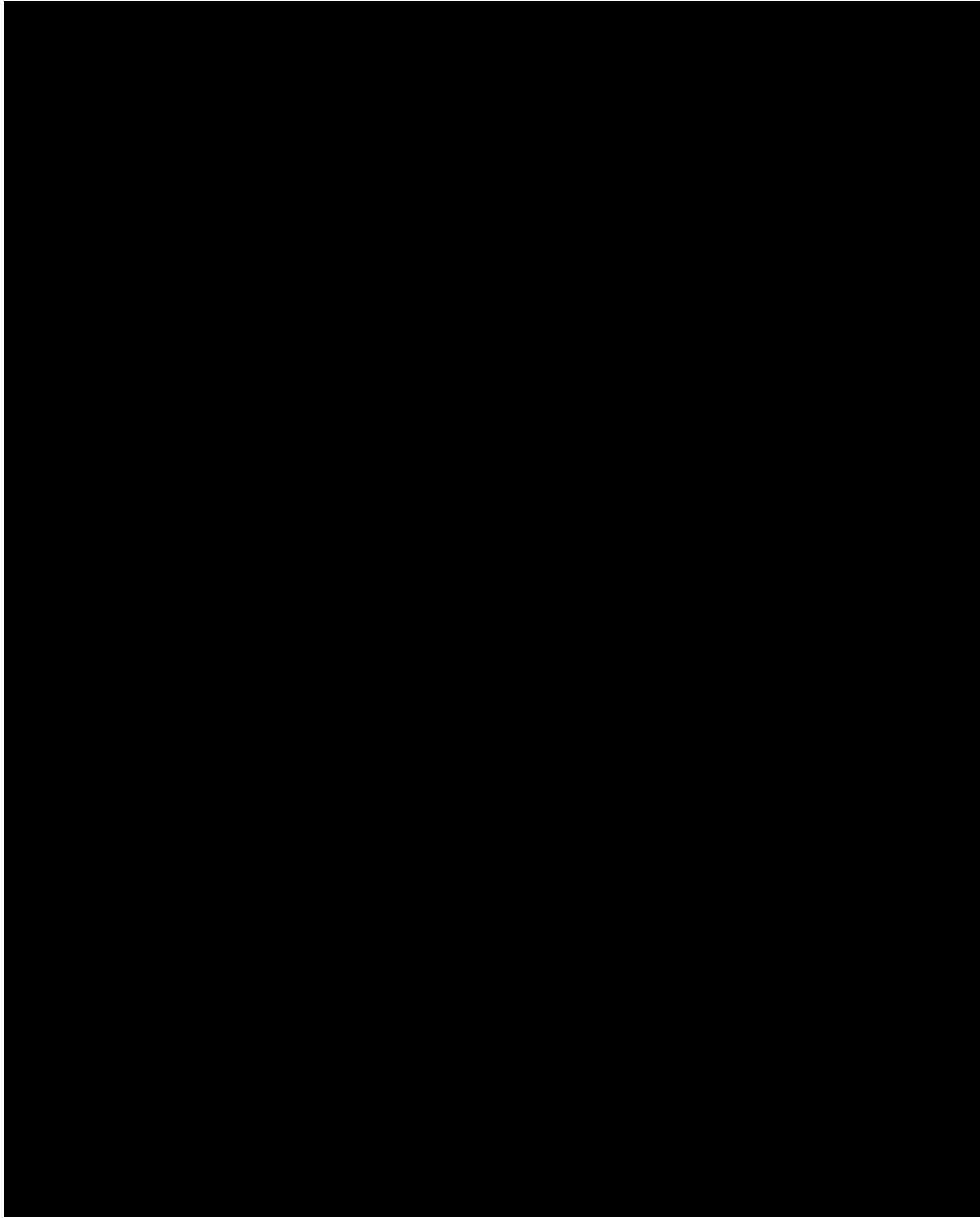


Hawaii Agri-Health
Medical Marijuana



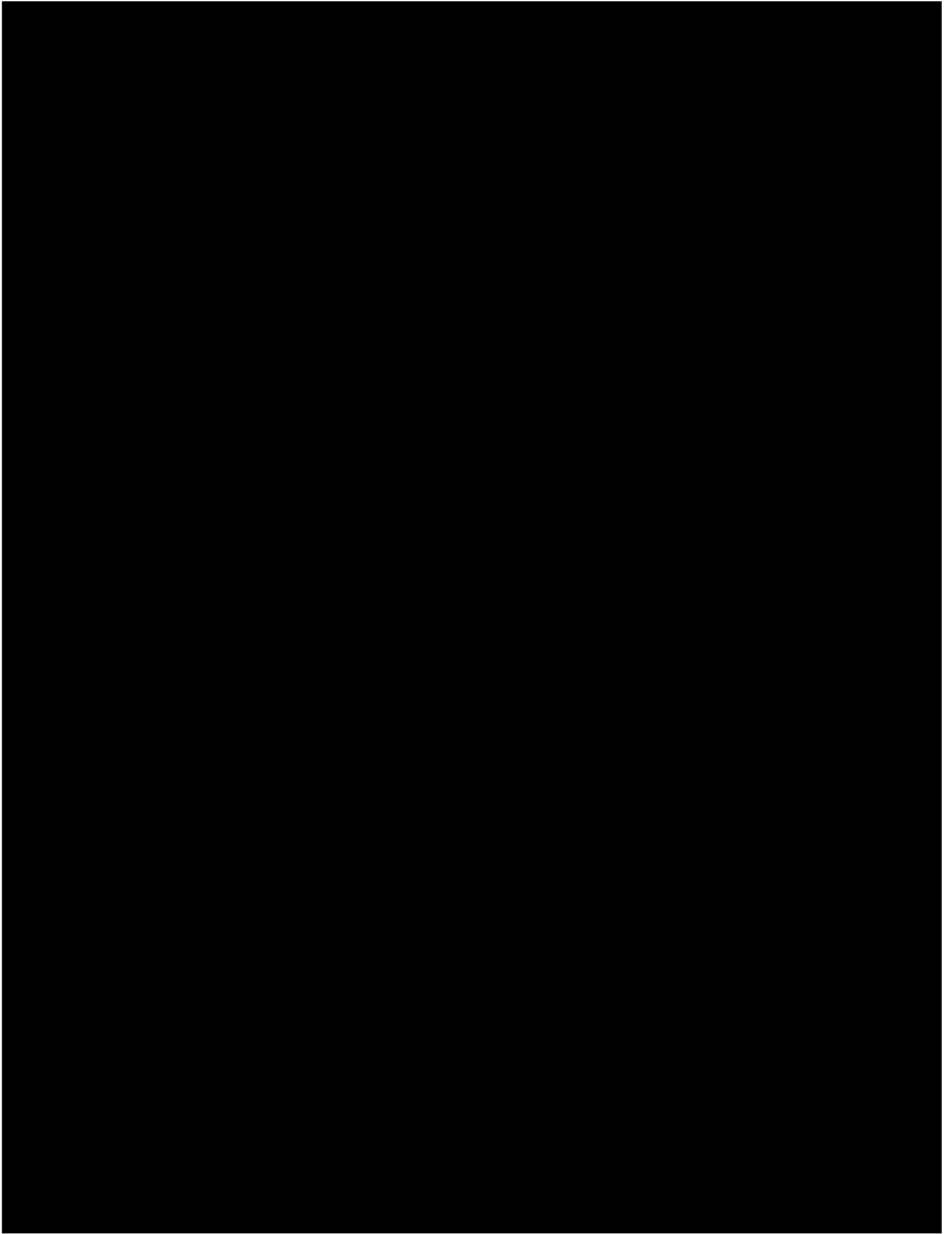


Hawaii Agri-Health
Medical Marijuana





Hawaii Agri-Health
Medical Marijuana



Overview - HAH's enterprise mission is to provide a reliable and uncompromising source of medicine to all authorized patients of Oahu at the earliest opportunity. HAH's medical marijuana dispensary license will be implemented through the establishment of two grow facilities (Facility 1 and Facility 2) and two retail dispensaries (Dispensary 1 and Dispensary 2). See Appendix 2.A. for HAH's development and construction timeline. By leveraging multiple cultivation methodologies and building types, HAH will meet initial market demands on August 1st, through its first cultivation and first dispensary locations. The second cultivation facility will accommodate increased demand and establish more robust processing capacity. All of HAH's operations – whether production centers, processing facilities, or retail dispensary locations – will be designed and operated according to an enterprise philosophy that is rooted in decades of hands-on experience delivering uncompromising patient-care and pharmacy-grade medicines.

In 1997, Adel Etinas and Hany Guirguis formed Mina Pharmacy in order to deliver first-rate pharmacy services to Hawaii through friendly and accessible facilities and personable professionals interactions. What began as a team of two dedicated pharmacists in the Ala Moana building in Honolulu grew into an enterprise of nearly 100 employees, across 10 pharmacies on three islands. For nearly twenty years, Mina Pharmacy provided safe and secure medicine and self-independence to over 100,000 patients in Hawaii. Mssrs. Etinas and Guirguis, now the CEO and Chief Compliance Officer of Hawaii Agri-Health, built Mina Pharmacy into the second largest pharmacy in Hawaii by dedicating themselves to product safety, patient service, and health-care innovation. These same commitments now drive HAH's approach to the production and delivery of medicine to qualified patients in Hawaii's medical marijuana program.

HAH's incomparable experience with pharmacy and health-care operations is supplemented by best-in-class knowledge and compliance-first expertise in the authorization and dispensing of medical marijuana. David Shin, J.D., Chairman of the Board of Directors and Chief Executive

Officer of Kinder Understanding for Sensitive Healing (KUSH) Collective, Inc. (Van Nuys, CA) brings his years of experience owning and operating one of California's leading medical marijuana collectives to HAH's BOA. Mr. Shin provides extensive expertise in all aspects of day-to-day dispensary operations, including patient education, human resources, security management, and quality control. HAH also benefits from the counsel of Dr. Jean Talleyrand, founder of MediCann, the largest provider of medical cannabis evaluations in California. Dr. Talleyrand is nationally recognized as an expert on and advocate for the therapeutic treatment of recognized medical conditions with marijuana. Dr. Talleyrand's clinic has served more than 200,000 patients over the last decade. The experienced guidance of Dr. Talleyrand and Mr. Shin will enable HAH to efficiently initiate dispensary operations and promptly deliver medicine to Hawaii's patients.

HAH's enterprise philosophy and operations platform has been devised in alignment with evolving medical marijuana industry standards, such as the Patient Focused Certification (PFC) set forth by the Americans for Safe Access (ASA) organization. PFC is the nation's only dispensary certification program that meets or exceeds the American Herbal Product Association (AHPA) and the American Herbal Pharmacopoeia cannabis monograph guidelines.

Cultivation & Processing Operations Plan – HAH's production center operations are guided by two inter-related documents: the Cultivation Operations Plan ("COP") and the Processing Operations Plan ("POP"). These plans, which comprise HAH's cultivation and processing methodologies, have been developed to ensure conformance with, and will be regularly audited against, the regulations for the production of cannabis and cannabis-derived products promulgated by the HDOH. See Chapter 329D, Hawaii Revised Statutes; Chapter 11-850, Hawaii Administrative Rules. Each Plan includes two critical parts: (1) a general guide to the enterprise objectives, job descriptions, products portfolio, and best practices; and (2) specific Standard Operating Procedures ("SOPs"). As a whole, the COP and POP represent HAH's definitive practice protocol for

production lifecycle of marijuana and marijuana products, including: the cultivation, harvesting, extraction processing, post-production product manufacturing, storage, inventory, and distribution of cannabis products within Hawaii's regulated medical marijuana marketplace. See Appendices 2.C.2 and 2.C.3 for Tables of Contents and excerpts from the COP and POP.

HAH's COP and POP protocol documents have been informed by a wide set of procedural references, including: American Herbal Pharmacopoeia Cannabis Inflorescence Monograph; American Herbal Products Association Cannabis Cultivation Recommendations; United States Department of Agriculture Organic Standards; United States Department of Agriculture Current Good Agricultural Practices; American Herbal Products Association Processing recommendations; Code of Federal Regulations Title 21 Section 211 (21 CFR 211); and American's for Safe Access ("ASA") Patient Focused Certification ("PFC") Regulator's Guide.

Dispensary Operations Plan - HAH's Dispensary Operations Plan ("DOP") reflects the HAH team's decades of experience and accrued wisdom with respect to both pharmacy operations and the running of medical marijuana dispensaries. The DOP materials educate the user as to HAH's overarching philosophy of patient-care, and provide step-by-step guidance for the completion of the wide range of service tasks, large and small, that comprise dispensary operations. Built into the operations documentation are integrations with HAH's overall vertical enterprise, ensuring that HAH facilities and employees collaborate seamlessly across all phases of the medical marijuana production and patient-service.

The DOP represents HAH's definitive guidance on approved and compliant practices for:

- (a) receipt of product from HAH production/processing facilities;
- (b) secure storage and inventory management;
- (c) packaging: compliance checks and preparation;
- (d) labeling: compliance checks and preparation;
- (e) handling: hygiene and best-practices;
- (f) tracking: compliance and use of system-of-record tools;
- (g) dispensing to patients;
- (h) transaction recording and financial compliance;
- (i)

diversion recognition and prevention; (j) quality control and identification of failed product; (k) disposal of marijuana waste. See Appendix 2.D.3 for the Table of Contents and select excerpts from HAH's Dispensary Operations Plan.

HAH's DOP also addresses, and dispensary patient care agents will have on hand, supplemental laminated guides or checklists on: (a) New Patient Orientation; (b) Opening and Closing Checklists; (c) Weight Measurements Guide; (d) Product Guide; (e) Sale Transaction & Point-of-Sale Guide; (f) Compliance Checklist; (g) Sanitization Checklist; (h) Equipment Accuracy Checklist.

Facility Lay-out — HAH prioritizes product and patient safety, and this commitment is evident in the design and operational work-flow of HAH facilities.

Production Center – HAH's production center has been designed to be an optimized manufacturing machine, focused on generating best-in-class marijuana which is then efficiently transformed into the highest quality medicine, and doing so with both product and employee safety squarely in mind. As Appendices 2.B.1 and 2.B.2 demonstrate, the facility is laid out as an integrated whole, carefully designed to maximize the efficiency of workflow and product movement through-out the building. In addition, the production center is designed to ensure appropriate separation of activity zones and critical physical and bio-security between zones.

Retail Dispensary Facilities - HAH's retail dispensaries are patient-centric, designed to provide a sophisticated, secure, and comfortably familiar environment. Our dispensary's exterior and interior appearance will be professional, orderly, dignified, and consistent with professional medical offices. All signage for the facility will be discreet, professional, and consistent with the traditional style of signage for pharmacies and medical offices. The interior dispensary space will have a clean and modern aesthetic, with carefully placed indirect lighting, innovative use of technologies to display medicine, and an overall inviting and contemporary environment. See Appendix 2.D.1 for schematics of HAH's proposed retail dispensary facilities.

HAH's marijuana products are stored in a secure vault, designed to meet or exceed DEA requirements for Schedule I and II pharmaceuticals, and with a door meeting GSA AA-D-600 and DEA CFR 1301.72 requirements. Only those with a need to have access to the vault are authorized to enter the secure storage area, which is monitored by both the primary and secondary alarms.

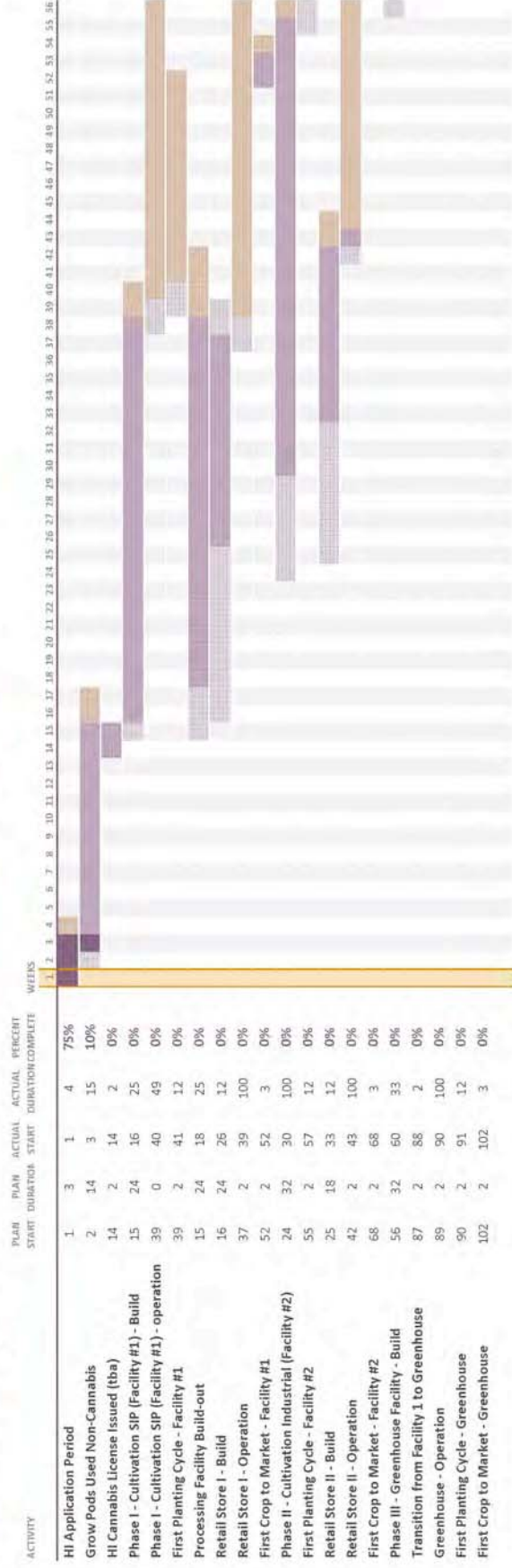
APPENDICES: In accordance with the DOH instruction offered in the Frequently Asked Questions guidance, HAH includes the following supporting documentation as appendices, labeled clearly and uploaded as part of HAH's response:

- 2.A. Project Timeline
- 2.B. Production and Processing Facilities
 - 2.B.1. Facility 1 - PRODUCTION - Design Plans
 - 2.B.2. Facility 2 - PRODUCTION AND PROCESSING- Design Plans
 - 2.B.3. Letters of Intent regarding Property Entitlement
- 2.C. Cultivation and Processing Plan
 - 2.C.1 Cultivation Design Plans
 - 2.C.2. Cultivation Operations Plan Table of Contents and Excerpts
 - 2.C.3. Processing Operations Plan Table of Contents and Excerpts
- 2.D. Dispensary Facilities and Plan
 - 2.D.1. Dispensary Design Plans
 - 2.D.2. Real Estate Property Search Letter
 - 2.D.3. Dispensary Operations Plan -Table of Contents & Excerpt
 - 2.D.4. Oahu Map with Overlay of Area Served
- 2.E. HAH Job Descriptions

APPENDIX 2.A PROJECT TIMELINE

This appendix represents a single Gantt Chart of the HAH project plan from license award to first retail sale that has been divided into weeks 1-56 and 57-perpetuity for readability

HAH - Project Planner

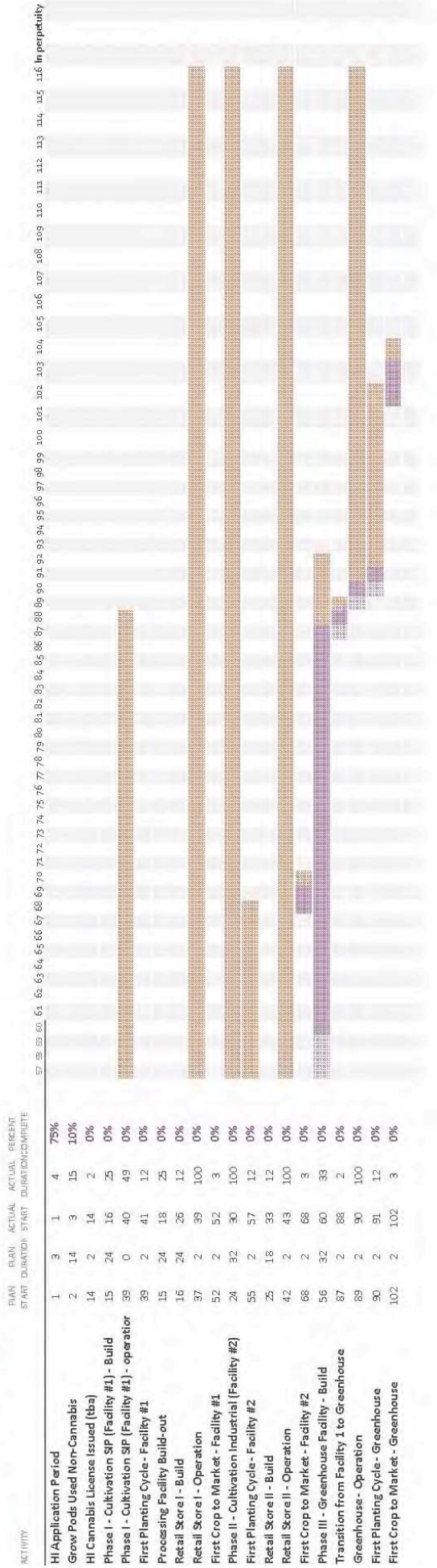




APPENDIX 2.A
PROJECT TIMELINE

This appendix represents a single Gantt Chart of the HAH project plan from license award to first retail sale that has been divided into weeks 1-56 and 57-perpetuity for readability

HAH - Project Planner



the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million, and the number of people aged 75 and over has increased by 1 million (Office of National Statistics 1999). The number of people aged 65 and over is projected to increase to 6.5 million by 2010, and the number of people aged 75 and over to 3.5 million (Office of National Statistics 1999).

There is a growing awareness of the need to develop services to meet the needs of older people, and a number of initiatives have been launched in the UK to address this need. The Department of Health has launched the 'Age Friendly' initiative, which aims to ensure that services are designed to meet the needs of older people. The Department of Health has also launched the 'Age Friendly' initiative, which aims to ensure that services are designed to meet the needs of older people. The Department of Health has also launched the 'Age Friendly' initiative, which aims to ensure that services are designed to meet the needs of older people.

The 'Age Friendly' initiative is a national programme that aims to ensure that services are designed to meet the needs of older people. The initiative is based on the principle that services should be designed to meet the needs of older people, rather than the other way round. The initiative is based on the principle that services should be designed to meet the needs of older people, rather than the other way round. The initiative is based on the principle that services should be designed to meet the needs of older people, rather than the other way round.

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the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million, and the number of people aged 75 and over has increased by 1.2 million (Office for National Statistics 1999). The number of people aged 65 and over is projected to increase to 6.5 million by 2011, and the number of people aged 75 and over to 4.5 million (Office for National Statistics 1999).

There is a growing awareness of the need to address the health care needs of older people, and the importance of ensuring that they are able to live independently for as long as possible. This has led to a number of initiatives aimed at improving the health and well-being of older people, including the development of new services and the reorganisation of existing services. This paper reviews the current state of research on the health and well-being of older people, and discusses the implications for practice.

2. Background

The health and well-being of older people is a complex issue, and one that has attracted a great deal of research attention in recent years. This research has focused on a number of different areas, including the physical health of older people, their mental health, and their social and emotional well-being. This section provides a brief overview of the current state of research in these areas.

Physical health: The physical health of older people is a major concern, and one that has attracted a great deal of research attention. This research has focused on a number of different areas, including the prevalence of chronic disease, the impact of age-related changes on physical function, and the effectiveness of interventions aimed at improving physical health. This section reviews the current state of research in these areas.

Mental health: The mental health of older people is another major concern, and one that has attracted a great deal of research attention. This research has focused on a number of different areas, including the prevalence of mental health problems, the impact of age-related changes on mental health, and the effectiveness of interventions aimed at improving mental health. This section reviews the current state of research in these areas.

Social and emotional well-being: The social and emotional well-being of older people is a third major concern, and one that has attracted a great deal of research attention. This research has focused on a number of different areas, including the prevalence of social and emotional problems, the impact of age-related changes on social and emotional well-being, and the effectiveness of interventions aimed at improving social and emotional well-being. This section reviews the current state of research in these areas.

3. Physical health

The physical health of older people is a major concern, and one that has attracted a great deal of research attention. This research has focused on a number of different areas, including the prevalence of chronic disease, the impact of age-related changes on physical function, and the effectiveness of interventions aimed at improving physical health. This section reviews the current state of research in these areas.

Chronic disease: The prevalence of chronic disease is a major concern for older people, and one that has attracted a great deal of research attention. This research has focused on a number of different areas, including the prevalence of chronic disease, the impact of age-related changes on the prevalence of chronic disease, and the effectiveness of interventions aimed at reducing the prevalence of chronic disease. This section reviews the current state of research in these areas.

the 1990s, the number of people in the UK who are aged 65 and over has increased by 1.5 million (1990–1999) and is projected to increase by a further 1.5 million by 2010 (Office of National Statistics 2000). The number of people aged 65 and over is projected to increase by 2.5 million by 2020 (Office of National Statistics 2000).

There is a growing awareness of the need to develop strategies to meet the needs of the ageing population. The Department of Health (1999) has identified the need to develop a 'new paradigm' for the care of the elderly. This paradigm is based on the principle of 'active ageing', which is the process of maintaining and enhancing the ability of older people to live independently and to participate in the community. The Department of Health (1999) has identified a number of key areas for action in order to achieve this paradigm, including: (1) promoting the health and well-being of older people; (2) ensuring that older people have access to the services and resources they need; and (3) ensuring that older people are able to participate in the community.

One of the key areas for action is the need to develop strategies to promote the health and well-being of older people. This includes the need to develop strategies to prevent the onset of chronic disease and to manage chronic disease when it does occur. The Department of Health (1999) has identified a number of key areas for action in order to achieve this, including: (1) promoting the health and well-being of older people; (2) ensuring that older people have access to the services and resources they need; and (3) ensuring that older people are able to participate in the community.

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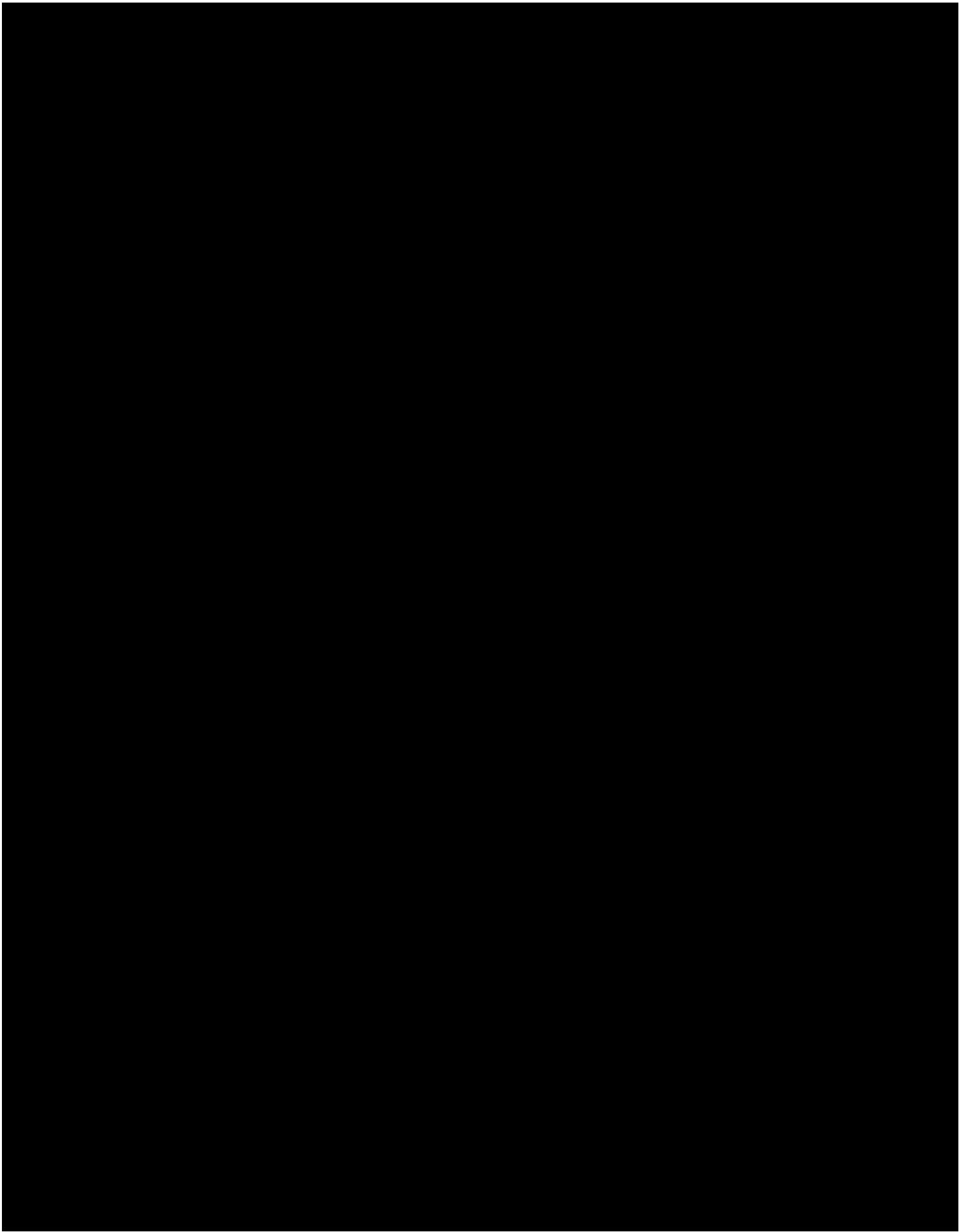
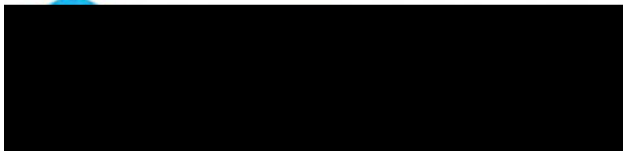
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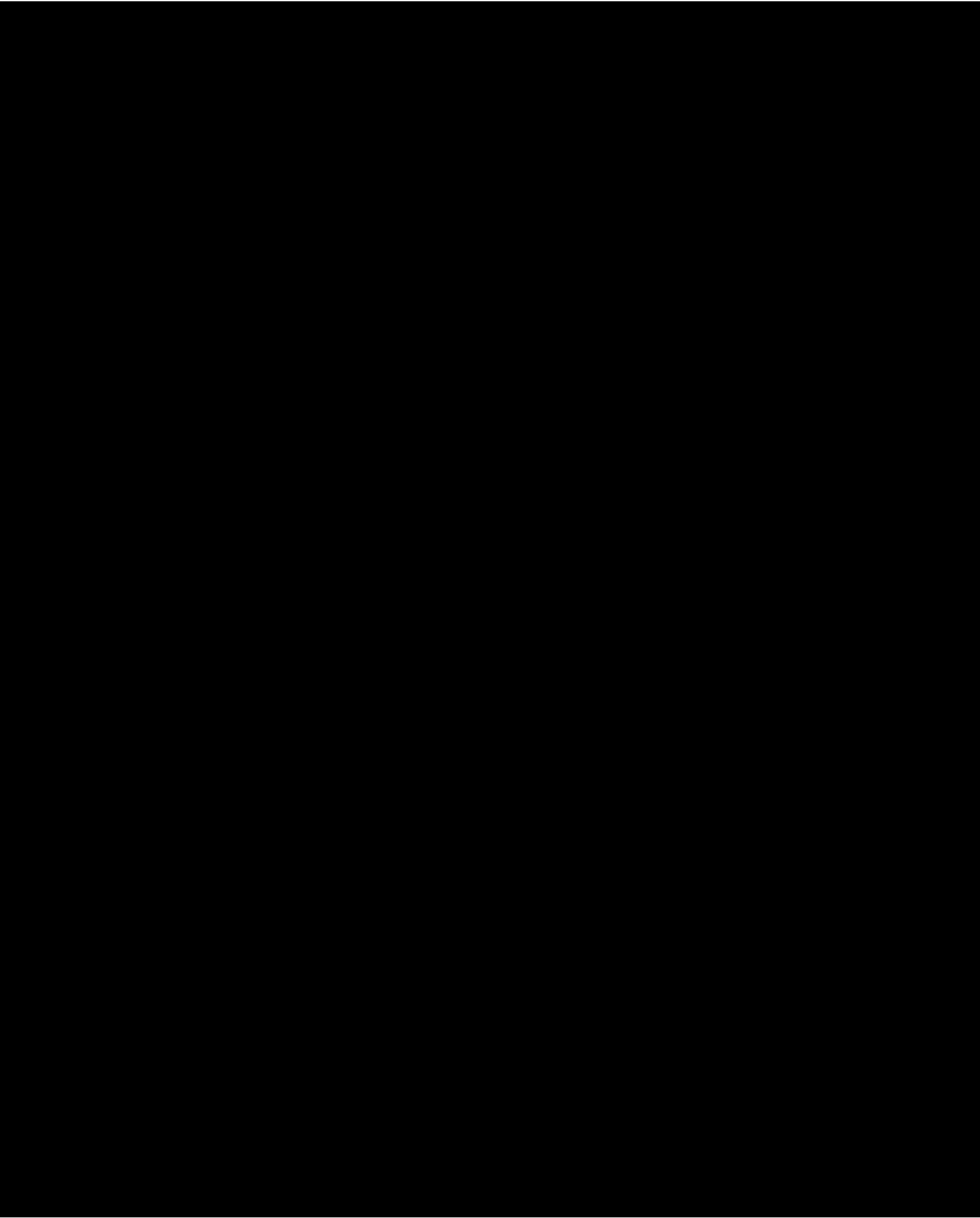
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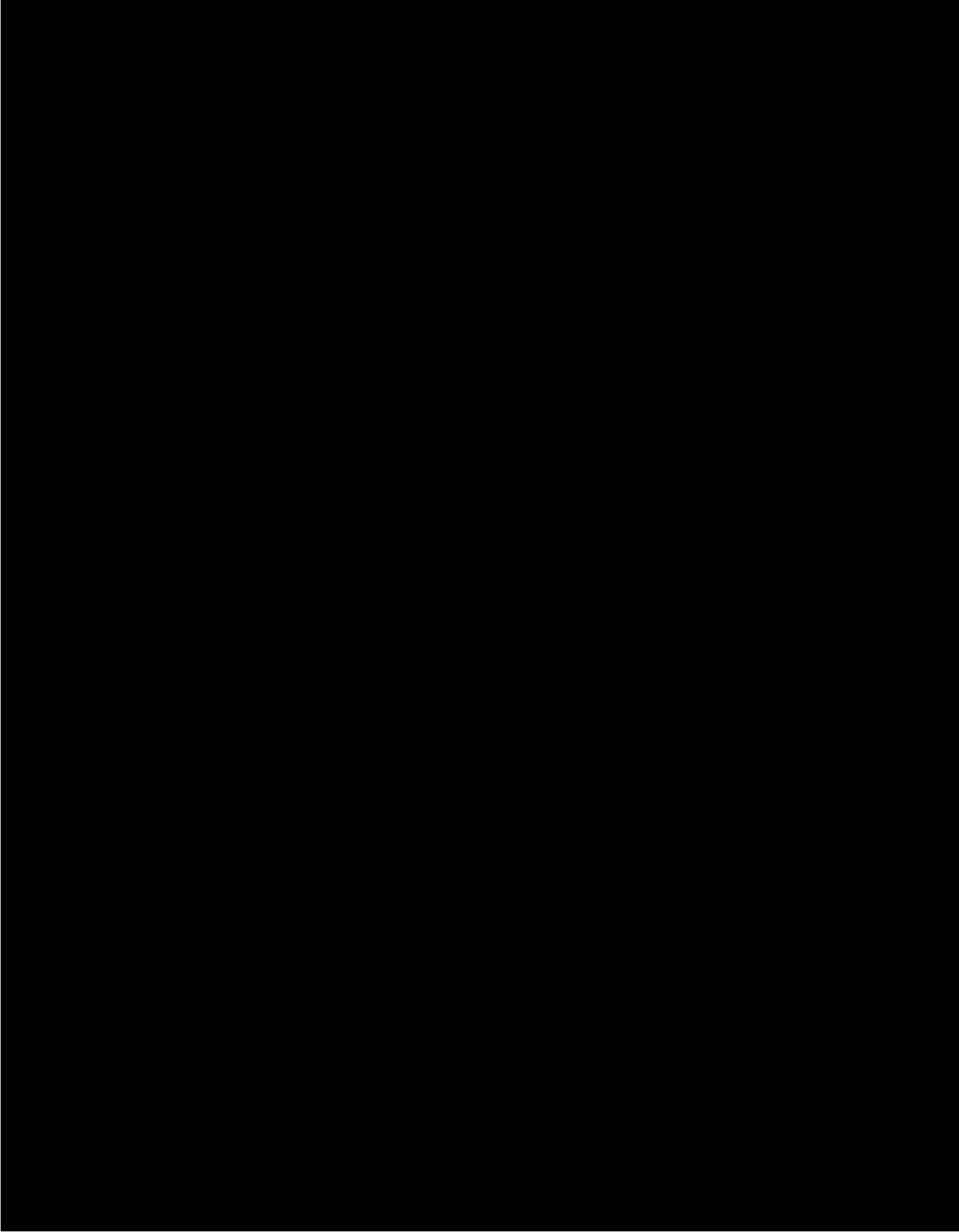
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The first part of the paper discusses the importance of the research and the objectives of the study. It then presents a literature review of the existing research on the topic. The second part of the paper describes the methodology used in the study, including the data collection and analysis techniques. The third part of the paper presents the results of the study, and the fourth part discusses the conclusions and implications of the findings.

The study was conducted using a quantitative research design. Data was collected from a sample of 100 participants, and the results were analyzed using statistical software. The findings of the study indicate that there is a significant relationship between the variables being studied.

The results of the study suggest that the research has important implications for the field. Further research is needed to explore the relationship between the variables in more detail.

In conclusion, the study has provided valuable insights into the topic and has contributed to the existing body of knowledge. The findings have important implications for the field and suggest that further research is needed.

CULTIVATION OPERATIONS PLAN

APPENDIX 2.C.2

January 2016



Hawaii Agri-Health



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Overview

The purpose of this Cultivation Operations Plan (“COP”) is to outline the set of processes and protocols comprising the responsibilities and chain of custody across the horticultural lifecycle of cannabis production in place at Hawaii Agri-Health LLC (“HAH”) facilities. This COP is comprised of two critical elements: (1) a general guide to the enterprise objectives, job descriptions, products portfolio, and best practices and (2) specific Standard Operating Procedures (“SOPs”). As a whole, the COP represents HAH’s definitive practice guide for the cannabis production processes: the manufacture, storage, inventory, and distribution of cannabis flower and byproduct within Hawaii’s regulated medical marijuana marketplace.

This document addresses various elements required for operations under regulations set forth by the Hawaii Department of Health (“HDOH”) and the Medical Marijuana Dispensary Licensing Program (“MMDLP”) (see Chapter 329D, Hawaii Revised Statutes; Chapter 11-850, Hawaii Administrative Rules).

The COP addresses clearly and with specific detail the following topics;

- The key elements of the Cultivation and Harvest process,
- An overview of the Cultivation facilities,
- Step-by-step procedures related to Horticulture GAPs (Good Agricultural Practices) and BMPs (Best Management Practices),
- Security;



- Inventory tracking of all marijuana and marijuana product on the premises;
- Related employee training, health, and safety protocols;
- Waste disposal;
- Transportation and delivery of marijuana and marijuana products; and
- Signage and advertising.
- Audit and Control procedures
- Records and information managements, particularly regarding confidentiality.

The COP has been informed by a wide set of procedural references, including:

- American Herbal Pharmacopoeia Cannabis Inflorescence Monograph
- American Herbal Products Association Cannabis Cultivation Recommendations
- United States Department of Agriculture Organic Standards
- United States Department of Agriculture Current Good Agricultural Practices

CULTIVATION PLAN

HAH's cultivation and processing methodologies have been developed to ensure conformance with, and will be regularly audited against, the regulations for the production of cannabis and cannabis-derived products promulgated by the HDOH. See Chapter 329D, Hawaii Revised Statutes; Chapter 11-850, Hawaii Administrative Rules.

HAH will leverage a hydroponic methodology throughout the production lifecycle while adhering to current Good Manufacturing Practices (cGMP), Good Agricultural Practices (GAP) and Good Handling Practices (GHP). Outdoor and greenhouse-based cultivation facilities may be added within the scope of HAH operation in the future as the market matures in the State of Hawaii. Any such material modification of HAH methodologies will be executed in accordance with all HDOH regulatory requirements.

The cultivation process is designed to ensure a steady, uninterrupted supply of medical cannabis to the HAH dispensaries. The cultivation facility will maintain approximately <DEFINE> square feet (SF) of flowering plant canopy on site for year one with the ability to expand to up to <DEFINE> SF of flowering plant canopy.

HAH, when planning cultivation procedures and methods, will comply with the policies and procedures set forth in this Operations and Management Practices Plan. This plan will have been approved by the HDOH as part of HAH application for licensure, and details the production, storage, inventory and distribution of cannabis for further packaging and processing into cannabis-derived products, specifically including GAP/GHP compliant procedures including:

- Compliance with regulatory requirements when producing, labeling, storing, inventorying, moving tracking and destroying plants and plant material;

- Verification, validation, monitoring, inspection and testing activities specific to the plants and the criteria for acceptance or rejection of batches and lots;
- Documented Standard Operating Procedures (SOPs) that provide step by step instructions for the growing operations for each stage of cultivation, harvesting and curing; establish responsibility for growing duties and accountability; provide for tracking of process inputs and data collection, and account for waste and composting material control;
- Processes and a quarantine area for separating non-conforming cannabis plants, plant material, and cannabis-derived products also any raw materials and supplies.;
- A change control system, such that prior to implementing any change that could impact the identity, strength, purity or safety of products, the change shall be assessed, verified, and validated prior to implementation.

This cultivation plan provides overviews and narrative descriptions of the following:

- **Cultivation Methods** – Including descriptions of cultivation tools & processes, soils and inputs, integrated pest management, irrigation/fertigation, canopy management, waste management and water treatment.
- **Integrated Pest Management Plan** – Providing an overview of the integrated pest management strategy (IPM) and control of pesticide and fungicide usage within the environment as well as the proactive and reactive environmental strategies to be utilized.
- **Controlled Environmental Agriculture Operation** - This section outlines the relevant controlled environmental agriculture operations that will be used to manage the cultivation process from end-to-end. These precise controls are important to be able to manage the plants environment and inputs to produce a clean, predictable and repeatable pharmaceutical-grade cannabis products.
- **Analytics Lab (In-house)** – Provides a system for the basis of quality assurance and control, as well as data relative to horticulture key performance indicators (KPIs). The basic testing of our in-house lab will pH, EC, brix and macro/micronutrient tests. The lab will take samples provided by horticultural staff. Sap samples will test for the pH of the plant, the brix level and basic macro/micronutrients. This testing will generate data on the efficiency of horticulture operations and opportunities for improvement.
- **Analytics Lab (External)** – Provides defined requirements and procedures for ensuring the satisfaction of such through our contracting with outside laboratories. While such independent labs will be separately licensed and regulated by the State of Hawaii, HAH will seek to ensure fail-safe compliance and recourse through the careful evaluation of such vendors' operating procedures and through the diligent management of the agreements, work-order instructions, and communications between HAH and our trusted outside labs.



- **Good Agricultural Practices and Good Handling Practices (GAP/GHP)** - GAP/GHP compliance will be the cornerstone of all production operations. The following topics are from the United States Department of Agriculture's GAP/GHP Audit Verification Checklist which was published in order to assess a participant's efforts to minimize contamination by microbial pathogens based on the U.S. Food and Drug Administration's "Guide to minimize Microbial Food Safety Hazards for Fresh Fruits and Vegetables". The Cultivation Plan will satisfy each topic as described below.
 1. Employee health and hygiene practices will be documented into Standard Operating Procedure and in cultural practices.
 2. Water systems will be maintained according to SOPs and inspected and tested on a frequent basis. Water found to be out of specification will not be used in the manufacturing process or will be amended to meet specifications.
 3. Harvesting operations will be documented in SOPs and production batch records. Harvesting containers will be cleaned and sanitized prior to use to avoid potential contamination, and an NSF food grade plastic liner will be used as an added measure of ensuring product purity.
 4. Packaging operations will be controlled by SOPs and production batch records.
 5. In addition to the Integrated Pest Management SOP, a documented Pest Control program will be implemented to assure the facility and product are free for pests. Inspections and service reports will be maintained in formal logbooks and/or an ERP system.
 6. Storage and Transportation will follow SOPs. Cleaning and preventive maintenance of all storage and transportation equipment will assure that product is not contaminated.
 7. Product defense procedures will be documented as SOPs and maintained in batch records and in logbooks and/or an ERP system. Product defense is the responsibility of all employees and is built into all product related documentation.
 8. The Quality Department will have authority to enforce compliance with the above GAP/GHP requirements. This is accomplished through in-process inspection procedures that are documented directly into batch records. Furthermore, the Quality Department has the responsibility of reviewing and approving all batch records for production disposition and release.

CANNABIS OVERVIEW

Cannabis has been cultivated for at least 5,000 years. Originating in Central Asia, cannabis has spread with humans to nearly every corner of the Earth due to its many uses as a fiber, nutritional, textile, religious, and pharmacological source. As the plant expanded into a diverse range of cultures and climates, its growth patterns, chemical expressions, and human uses have changed dramatically--and so the plant's genetic expressions and instantiations. Horticulture techniques both modern and ancient have enabled the many different subspecies to be bred back together to create entirely new possibilities for the field of medical cannabis.

As an annual herbaceous plant in the Cannabaceae family, *Cannabis sativa* evolved into three characteristically different subspecies of *Cannabis sativa* ssp.: *Cannabis sativa* ssp. *ruderalis*; *Cannabis sativa* ssp. *sativa*; *Cannabis sativa* ssp. *indica*.

Cannabis sativa ssp. *Ruderalis* was cultivated primarily for its tall, fibrous stalks, and was best suited in the northern, temperate climates of Eurasia. This particular subspecies contains little to no amounts of THC, and slightly higher levels of CBD.

Cannabis sativa ssp. *sativa* originated in Northern India and spread throughout Southeast Asia. This subspecies grows very tall and lanky, with long internodal length and is covered with wispy flowers high in THC, and low in CBD. *Cannabis sativa* ssp. *sativa* was harvested and used primarily for religious and psychedelic purposes.

Cannabis sativa ssp. *indica* originated in the Hindu Kush mountains of Afghanistan and Pakistan. This subspecies has a short structure and growth cycle, and dense flower clusters covered in resinous trichomes, which were high in THC and CBD. These flowers were primarily harvested and processed into hashish, which is just the resinous trichomes.

Because each cannabis cultivar had distinctive chemical composition and crop characteristics, cannabis breeders were able to selectively optimize sought-after characteristics through structured breeding programs. However, the traits often ascribed to the subspecies--likely a result of the general chemical compositional differences (i.e., *Cannabis sativa* ssp. *indica* containing higher concentrations of CBD)--persisted in the colloquial nomenclature, even as inter-breeding blurred the lines of the subspecies. As a result, modern medical cannabis and colloquial taxonomies generally refer to cultivars as either a (i) *Sativa*, (ii) *Indica*, or (iii) hybrid strains comprised of cross-bred subspecies. Generally, this is not a definitive assertion of scientific nature and type, but an approximation of the genetic provenance and a short-hand implication as to subjective experience. For example, the experiential effect of "Sativas" are often characterized as high-energy, which "Indicas" are sedative and pain-relieving. In plain truth, from a



scientific taxonomy perspective, there are very few “pure” Sativas or pure Indicas -- the nomenclature is relied on for subjective characterization.

Cannabis breeders have created thousands of ‘strains’ of Cannabis, from Sativa-dominant varieties high in THC and very low CBD, to Indica-dominant varieties at the opposite end of the spectrum; and a hybrid of many traits in-between. Conscientious and intentional cannabis breeding will ensure that the plant thrives in different growing environments, with pest and disease resistance, and with the ability to reveal new medical properties comprised by the hundreds of chemical compounds carried by the cannabis plant.

While Cannabis has traditionally been grown in soil, modern advances in hydroponic gardening have allowed gardeners to grow in much more controlled and sterile environments--such as rock-wool or other sterile media--thus reducing the potential for soil-borne pathogens or deleterious cross-contamination between harvested flowers and soil. With the ability to deliver exact amounts of fertilizers at precise times, hydroponic gardening lends itself towards standardized outcomes of cannabinoid and terpenoid profiles. This is very important in the product development of medical cannabis products with consistent labeling and repeatable experiences.

Cannabis is harvested for its mature flowers as well as the trichome-covered leaves also know as sugar leaf produced during the trimming process. The flowers can be smoked, vaporized, or processed into oils. The trim is used solely for the oil extracted from the leaves. By utilizing these oils, HAH will develop various products for the non-smoking delivery of medical Cannabis, such as capsules, transdermal patches, and lotions. This will allow for the extracted components of the cannabis plant to be mixed in a repeatable form for consistent patient experiences.

HIGH CBD STRAINS

Cannabidiol (CBD) is a non-psychoactive component of the marijuana plant that has generated significant interest among scientists and physicians in recent years. High CBD strains are notable as the effects of CBDs have recently been studied with exciting discoveries. In the pursuit of higher THC levels, CBD levels were systematically reduced in the plant. Medical Cannabis Cultivation companies have made recent efforts to restore higher levels of CBD to the Cannabinoid profile of specific strains of the plant

CBD can relieve, spasms, seizures, inflammation, anxiety, and nausea. CBD has a greater affinity for the CB2 receptor than for the CB1 receptor. CBD inhibits the uptake and hydrolysis of the body’s natural endocannabinoid anandamide, thus increasing its concentration in the brain. Research suggests CBD may modify the effects of THC when co-administered.

Recent evidence suggests that users of cannabis with a higher CBD to THC ratio had improvement in their underlying medical condition and were less likely to experience psychotropic symptoms. This was supported by an experiment in which participants experienced less intense psychoactive effects when



intravenous THC was co-administered with CBD (as measured with a PANSS test). It has been shown (Karniol IG, Carlini EA: Pharmacological interaction between cannabidiol and delta-9-THC.

Psychopharmacologica 33:53-70, 1973) that CBD acts as an allosteric antagonist to THC at the CB1 receptor and thus alters the psychoactive effects of THC. The medicinal properties of high CBD strains make them a top cultivation priority for HAH. HAH is committed to growing high CBD strains and to supporting continued research and development of high CBD products.



HORTICULTURE PROCESS COMPONENTS

FERTILIZERS, CROP PRODUCTION AIDS

The fertilizers and amendments used by HAH are selected based on (i) the principles of a hydroponic methodology developed through years of research and (ii) tried-and-true methodologies for cannabis cultivation in a scaled-production environment.

HAH has formed a partnership with [INSERT] in the form of shared research and access to their labs and Research and Development department. This will allow HAH and [INSERT] to further study plant processes and better understand the plant's physiology and corresponding reactions due to the nutrient solutions composition. Helping [INSERT] to better formulate nutrient solutions to improve on plant uptake of more nutrients while giving better control of plant responses and effectively limiting waste of nutrients. HAH will use [INSERT] fertilizer in its cultivation operations as a baseline for nutrient solution.

ENVIRONMENTAL COMPONENTS

WATER & NUTRITION

Watering will be provided via automated irrigation/fertigation at each plant site. Precise and consistent fertilizer and amendment injection will allow for rapid accelerated plant growth. Water-soluble pharmaceutical grade nutrients will be immediately available to the plants when they need it and in the proper concentration.

All water for the plants will be initially filtered through a charcoal filter system to remove impurities. Filtered water will be pumped from the well house to the water management room in facility. From here the water will be pumped into the facility. It will then be run through a reverse osmosis filtration system to a primary set of holding tanks within the facility where it will also be oxygenated. It is then pumped directly to fertigation hubs that will distribute water and fertilizers and nutrients required to support plant growth and health.

Injection of fertilizers and other “water-carried” products will happen at each individual growth room. At each growth room irrigation water will be injected with a nutrient ratio specific to the plant and the stage of growth. This will allow easy management of the fertilizer and water mixture close to each plant site. Sensors, visual inspection, and parameter operated computer controlled valves will control the fertigation process. This procedure will be calibrated for proper nutrient dosing and reevaluated every day.

From that secondary holding tank, the water is then pumped directly to fertigation hubs that will inject any additional fertilizers and nutrients required to support plant growth and health, and then distribute further into the system. The primary water treatment area will contain a manifold and valving to



properly distribute or isolate clear water as it moves through the building to the individual injection hubs.

LIGHTING

Lighting in the Clone/Propagation room will be controlled automatically using T-8 lights on timers. Lighting in the Mother/Stock room will be compact metal halide fixtures controlled by the building's integrated lighting management controller as part of the Building Management System (BMS). The Production rooms will utilize double-ended HPS fixtures only and be controlled by the BMS as well.

HAH will control quality and efficiency by relying on double-pole or double-ended lighting fixtures, which are more efficient in electrical load than traditional single-pole HID. In these fixtures, the bulb are also more efficient at producing PAR (photosynthetically active radiation) range light--the light spectrum (generally between 400-700 nm) which is integral to plant processes such as photosynthesis. Because HAH fixtures will efficiently produce light in the range optimally available to the plant, HAH will avoid the wasteful production of photons that are not used for plant growth. HAH will systematically incorporate PAR-meter sensors into our lighting arrays in order to carefully track light output against PAR-exposure and plant performance, and easily adjust the density of the lighting to maximize the performance towards certain outcomes.

HAH will simultaneously research the use of LED lighting in its operations, in order to ensure that new developments are accounted for and opportunities assessed. LED lighting is currently too expensive for the returns it provides and the technology is not as reliable as HPS/HID lighting. However, it does provide a potentially viable lighting alternative for the future. Recent developments in LED lighting have focused on the production of plant-specific PAR light--which may generate optimal efficiencies that justify the expensive technology. HAH will have LED lighting within one of the small research rooms to measure actual outputs and efficiencies to compare to the normal production areas. If the technology proves to be efficient and superior to fluorescent lighting, HAH will integrate LED lighting into the production phases that most benefit from its use.

PAR-meters will be used to measure the photosynthetically active radiation within the cannabis growing room and will allow HAH to track the light inputs to the plant. The PAR-meter will track current light output and total light output. Researching total light input will allow HAH to potentially use a different light strategy than is currently standard within the industry. A new strategy may allow shorter days that still result in an equal number of total moles of light as the longer day, since cannabis does not rely on day length but length of night. Additionally, there may be a lower light level that works as well and is better for reduction of HAH's electrical footprint. Either way, a PAR-meter is one of the most vital tools for tracking the relative nature of the plant to its atmosphere.

Coupling this information with other sensors will allow HAH to benchmark the stages of the cannabis plant. Benchmarking each stage of plant growth will allow HAH to produce consistent batches of medical

PROCESSING OPERATIONS PLAN

APPENDIX 2.C.3

January 2016



Hawaii Agri-Health



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Overview

The purpose of this Processing Operations Plan ("POP") is to outline the set of processes and procedures that describe the end-to-end Processing operations workflow as proposed by HAH. This POP is comprised of two critical elements: (1) a general guide to the enterprise objectives, job descriptions, products portfolio, and best practices and (2) specific Standard Operating Procedures ("SOPs"). As a whole, the POP represents HAH's definitive practice guide for the receipt, handling, extraction processes, post-production product manufacture, storage, inventory, and distribution of cannabis products within [STATE] regulated marketplace.

The POP has been informed by a wide set of procedural references, including:

- American Herbal Products Association ("AHPA") Processing recommendations
- Code of Federal Regulations Title 21 Section 211 (21 CFR 211)
- Q10 Pharmaceutical Quality System (as generated by Department of Health and Human Services, Food and Drug Administration – April 2009)
- Current Good Manufacturing Practices ("CGMP") Requirements for Combination Products (as generated by U.S. Department of Health and Human Services, Food and Drug Administration – January 2015)
- Guide for Industry, Botanical Drug Products (as generated by U.S. Department of Health and Human Services, Food and Drug Administration June 2004)
- American Herbal Pharmacopeia Cannabis Inflorescence Monograph
- American's for Safe Access ("ASA") Patient Focused Certification ("PFC") Regulator's Guide
- Occupational Safety & Health Administration guidance
- National Fire Protection Association ("NFPA") guidance, specifically
 - NFPA 36 – Solvent Extractions
 - NFPA 61 – Agricultural Products
 - NFPA 434 – Pesticides

PROCESSING PLAN

CANNABIS OVERVIEW

Cannabis has been cultivated for at least 5,000 years. Originating in Central Asia, cannabis has spread with humans to nearly every corner of the Earth due to its many uses as a fiber, nutritional, textile, religious, and pharmacological source. As the plant expanded into a diverse range of cultures and climates, its growth patterns, chemical expressions, and human uses have changed dramatically--and so the plant's genetic expressions and instantiations. Horticulture techniques both modern and ancient



have enabled the many different subspecies to be bred back together to create entirely new possibilities for the field of medical cannabis.

As an annual herbaceous plant in the Cannabaceae family, *Cannabis sativa* evolved into three characteristically different subspecies of *Cannabis sativa* ssp.: *Cannabis sativa* ssp. *ruderalis*; *Cannabis sativa* ssp. *sativa*; *Cannabis sativa* ssp. *indica*.

Cannabis sativa ssp. *Ruderalis* was cultivated primarily for its tall, fibrous stalks, and was best suited in the northern, temperate climates of Eurasia. This particular subspecies contains little to no amounts of THC, and slightly higher levels of CBD.

Cannabis sativa ssp. *sativa* originated in Northern India and spread throughout Southeast Asia. This subspecies grows very tall and lanky, with long internodal length and is covered with wispy flowers high in THC, and low in CBD. *Cannabis sativa* ssp. *sativa* was harvested and used primarily for religious and psychedelic purposes.

Cannabis sativa ssp. *indica* originated in the Hindu Kush mountains of Afghanistan and Pakistan. This subspecies has a short structure and growth cycle, and dense flower clusters covered in resinous trichomes, which were high in THC and CBD. These flowers were primarily harvested and processed into hashish, which is just the resinous trichomes.

Because each cannabis cultivar had distinctive chemical composition and crop characteristics, cannabis breeders were able to selectively optimize sought-after characteristics through structured breeding programs. However, the traits often ascribed to the subspecies--likely a result of the general chemical compositional differences (i.e., *Cannabis sativa* ssp. *indica* containing higher concentrations of CBD)--persisted in the colloquial nomenclature, even as inter-breeding blurred the lines of the subspecies. As a result, modern medical cannabis and colloquial taxonomies generally refer to cultivars as either a (i) *Sativa*, (ii) *Indica*, or (iii) hybrid strains comprised of cross-bred subspecies. Generally, this is not a definitive assertion of scientific nature and type, but an approximation of the genetic provenance and a short-hand implication as to subjective experience. For example, the experiential effect of “Sativas” are often characterized as high-energy, which “Indicas” are sedative and pain-relieving. In plain truth, from a scientific taxonomy perspective, there are very few “pure” *Sativas* or pure *Indicas* -- the nomenclature is relied on for subjective characterization.

Cannabis breeders have created thousands of ‘strains’ of *Cannabis*, from *Sativa*-dominant varieties high in THC and very low CBD, to *Indica*-dominant varieties at the opposite end of the spectrum; and a hybrid of many traits in-between. Conscientious and intentional cannabis breeding will ensure that the plant thrives in different growing environments, with pest and disease resistance, and with the ability to



reveal new medical properties comprised by the hundreds of chemical compounds carried by the cannabis plant.

While Cannabis has traditionally been grown in soil, modern advances in hydroponic gardening have allowed gardeners to grow in much more controlled and sterile environments--such as rock-wool or other sterile media--thus reducing the potential for soil-borne pathogens or deleterious cross-contamination between harvested flowers and soil. With the ability to deliver exact amounts of fertilizers at precise times, hydroponic gardening lends itself towards standardized outcomes of cannabinoid and terpenoid profiles. This is very important in the product development of medical cannabis products with consistent labeling and repeatable experiences.

Cannabis is harvested for its mature flowers as well as the trichome-covered leaves also known as sugar leaf produced during the trimming process. The flowers can be smoked, vaporized, or processed into oils. The trim is used solely for the oil extracted from the leaves. By utilizing these oils, HAH will develop various products for the non-smoking delivery of medical Cannabis, such as capsules, transdermal patches, and lotions. This will allow for the extracted components of the cannabis plant to be mixed in a repeatable form for consistent patient experiences.

HIGH CBD STRAINS

Cannabidiol (CBD) is a non-psychoactive component of the marijuana plant that has generated significant interest among scientists and physicians in recent years. High CBD strains are notable as the effects of CBDs have recently been studied with exciting discoveries. In the pursuit of higher THC levels, CBD levels were systematically reduced in the plant. Medical Cannabis Cultivation companies have made recent efforts to restore higher levels of CBD to the Cannabinoid profile of specific strains of the plant

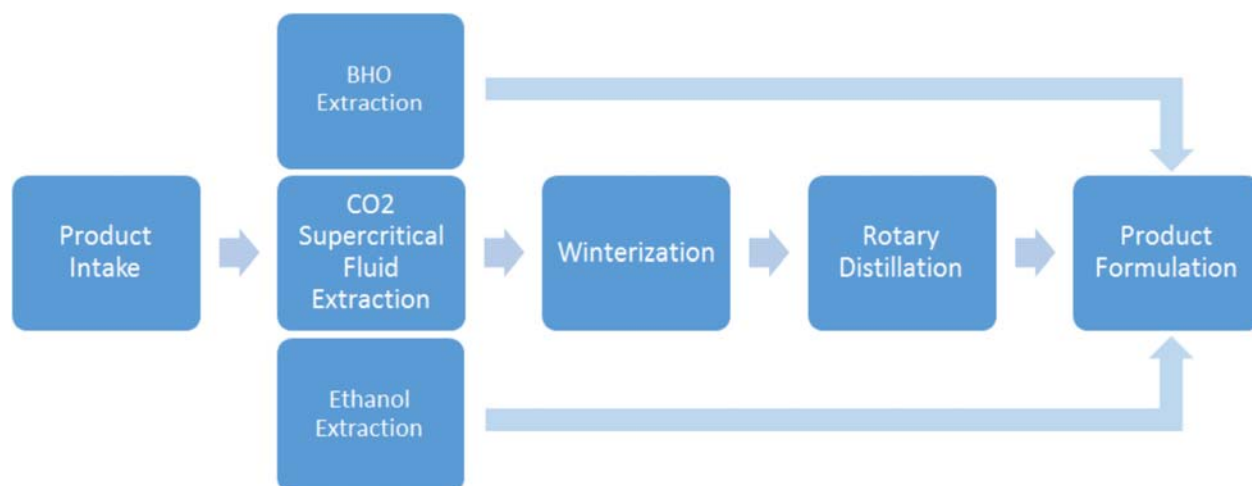
CBD can relieve, spasms, seizures, inflammation, anxiety, and nausea. CBD has a greater affinity for the CB2 receptor than for the CB1 receptor. CBD inhibits the uptake and hydrolysis of the body's natural endocannabinoid anandamide, thus increasing its concentration in the brain. Research suggests CBD may modify the effects of THC when co-administered.

Recent evidence suggests that users of cannabis with a higher CBD to THC ratio had improvement in their underlying medical condition and were less likely to experience psychotropic symptoms. This was supported by an experiment in which participants experienced less intense psychoactive effects when intravenous THC was co-administered with CBD (as measured with a PANSS test). It has been shown (Karniol IG, Carlini EA: Pharmacological interaction between cannabidiol and delta-9-THC. Psychopharmacologica 33:53-70, 1973) that CBD acts as an allosteric antagonist to THC at the CB1 receptor and thus alters the psychoactive effects of THC. The medicinal properties of high CBD strains

make them a top cultivation priority for HAH. HAH is committed to growing high CBD strains and to supporting continued research and development of high CBD products.

PROCESSING OVERVIEW

HAH's processing facility will leverage the following key processes during the course of extraction, manufacture and packaging of cannabis-related products. The diagram below represents the typical process flow that HAH will follow when using either BHO, CO2 or Ethanol-based extraction methodologies.



PRODUCT INTAKE

The Extraction Department receives Grade B plant material from the Trim Manager in the Harvest/Dry Cure department. The plant material is then weighed and verified against its tagged weight and then logged into the ERP system. Typically, a 1 gram sample will be set aside for Quality Control testing in the analytics lab. The size of the plant material is reduced using an industrial grinder/crusher and the material is then moved to the appropriate area for extraction either by CO2, BHO or Ethanol-based methods.

SUPERCritical FLUID EXTRACTION – CO2

The CO2 extraction process allows compounds to be extracted with little damage and low toxicity; it utilizes a high pressure vessel to extract salient compounds from raw cannabis.

Supercritical CO2 is inserted into the vessel, and pumped through a filter where it is separated from the plant matter once the pressure is released. Next, the supercritical CO2 evaporates and is dissolved into



the cannabinoids. A supercritical fluid converts into a liquid form when pressurized and leaves behind no residues.

The Supercritical CO2 extraction method (aka CO2 extraction) can help ensure cannabis concentrates are pure, making it a good option for patients in search of a natural form of cannabis oil.

As part of this process, a heterogeneous cannabinoid mixture is collected and a sample is set aside for Quality Control testing. The 1 gram sample is sent to the analytics lab to test for efficacy of the solvent in relationship to contact time. The Extraction Technician will note and log appropriately the volume of cannabis extract product as well as weight of spent plant waste material.

EXTRACTION – BHO

BHO or Butane Hash Oil is the essential oil from the cannabis plant, extracted using Butane as a solvent. It can be extracted from fresh material or from cured material as a Concrete or an Oleoresin. A concrete or an oleoresin that has been winterized to remove the waxes, lipids, and fats, is known as an Absolute.

Butane is relatively non-polar as it does not extract water solubles like chlorophyll and plant alkaloids. Butane produces a clean extraction, albeit typically at a lower yield than polar alcohol. Using a closed loop system will generally produce results averaging 20% oil weight from raw material though yields may vary.

As part of this process, a heterogeneous cannabinoid mixture is collected and a sample is set aside for Quality Control testing. The 1 gram sample is sent to the analytics lab to test for efficacy of the solvent in relationship to contact time. The Extraction Technician will note and log appropriately the volume of cannabis extract product as well as weight of spent plant waste material.

EXTRACTION – ETHANOL

Ethanol extraction uses the solvent functions of alcohol on the solubility of cannabinoids and other active ingredients of the cannabis plant. Cannabinoids are not water soluble, so to extract them properly the cannabinoids must be dissolved in a solvent. In this case, HAH will utilize ethanol. This is a fast, efficient method of extraction, particularly popular for use in edibles.



As part of this process, a heterogeneous cannabinoid mixture is collected and a sample is set aside for Quality Control testing. The 1 gram sample is sent to the analytics lab to test for efficacy of the solvent in relationship to contact time. The Extraction Technician will note and log appropriately the volume of cannabis extract product as well as weight of spent plant waste material.

POST-EXTRACTION REFINEMENT - WINTERIZATION

After cannabinoid extracts have been separated from the plant material, they can undergo a further refinement process via winterization to separate and removes solvents, fats, lipids, waxes, and insolubles of the higher melting point from a cannabinoid/ethanol mixture.

Winterization treats concentrated resin that was extracted using butane, nitrogen or CO₂ as the primary initial solvent. Ethanol is then added to the mixture to destearinate waxes from cannabinoids. HAH will utilize winterization processes only for cannabinoids that have been extracted via a CO₂-based methodology.

ROTARY DISTILLATION

Rotary distillation is performed using a Rotary Evaporator designed for the efficient and gentle removal of solvents from cannabis extracted oil by evaporation. Rotary evaporation using heat and vacuum is performed to remove ethanol to levels suitable to meet product specifications or for utilization in further purification steps as Ethanol Depleted Destearinated Oil.

This method is fast and efficient recovering almost 100% of ethanol. The result of running this process is CO₂ extracted cannabis oil with a small amount of residual ethanol to reach a viscosity that is pourable.

PRODUCT FORMULATION

HAH will use suitably processed cannabis concentrates created using the aforementioned methods to reach consistent levels of potency and composition. These concentrates will be formulated into products for use by qualifying patients in the State of <Insert State Here>. Concentrates will be dissolved in various solvents depending on the desired end product(s) to be formulated. The products will then be created with precision to ensure both consistent and effective dosages.

After products have been formulated they are filled or inserted into the desired product containers or mediums of delivery which aid in the ease of effective patient consumption. For example:

- Oral sprays will be dispensed in metered spray bottles,
- Gel capsules will be concentrated in accordance with the maximum dosage limits as defined by the State of <Insert State Here> (if in existence),



- Topical Salves such as lotions, ointments, pastes, and creams used to soothe or heal an area of the body that is excessively dry, irritated, burned, or wounded will be created and distributed in rigid polypropylene containers.
- Vapor cartridges will be dosed based off total volume held and the average amount of oil vaporized during a pull.

The Product Formulation Technician will note and log appropriately the amount of product created and passed on to the Packaging department. The Product Formulation room will be maintained to the level of sterility as a lab environment to ensure that formulated products are free from contamination. Filled Products will be passed to packaging through the use of an airlock to maintain a sterile environment in the Product Formulation area.

PRODUCT PACKAGING

The Product Packaging department receives the formulated product in its containers through an airlock system. A Product Packaging Technician will then apply product labels to the appropriate product containers and to the polypropylene bags that will be the common final housing of all products.

The labels will be in accordance with all <Insert State Agency/Commission Here> rules and regulations. The Product Packaging Technician will note and log the amount of packaged product created in the ERP tracking system. Products will then be transferred to a secure storage area to await distribution based upon orders from licensed dispensaries.

HAH, when planning processing procedures and methods, will comply with the policies and procedures set forth in this Operations and Management Practices Plan. This plan will have been approved by the <Insert State Agency/Commission> as part of HAH application for licensure, and details the receipt, storage, inventory and distribution of cannabis for processing into cannabis-derived products, specifically including GAP/GHP compliant procedures including:

- Compliance with regulatory requirements when producing, labeling, storing, inventorying, moving tracking and destroying plants and plant material;
- Verification, validation, monitoring, inspection and testing activities specific to the plants and the criteria for acceptance or rejection of batches and lots;
- Documented Standard Operating Procedures (SOPs) that provide step by step instructions for the growing operations for each stage of cultivation, harvesting and curing; establish responsibility for growing duties and accountability; provide for tracking of process inputs and data collection, and account for waste and composting material control;
- Processes and a quarantine area for separating non-conforming cannabis plants, plant material, and cannabis-derived products also any raw materials and supplies.;
- A change control system, such that prior to implementing any change that could impact the identity, strength, purity or safety of products, the change shall be assessed, verified, and validated prior to implementation.

This processing plan provides overviews and narrative descriptions of the following:

ANALYTIC TESTING

Patient safety. Product Safety. Public Safety. These are the guiding principles for HAH’S enterprise mission and analytic testing offers the most powerful tool for their uncompromising achievement. HAH will employ dual-track testing practices to further fail-safe health and safety concerns. In either instance – reporting from external Certified Laboratories or evaluation from within HAH’s internal analytics lab – the testing regime will address the following elements of the Certificate of Analysis:

1. Chemical Profile, including:
 - a. (delta 9) - Tetrahydrocannabinol (THC)
 - b. Tetrahydrocannabinol Acid (THCA)
 - c. Cannabidiol (CBD)
 - d. Cannabidiolic Acid (CBDA)
 - e. Cannabigerol (CBG)
 - f. Cannabinol (CBN)
2. Contaminants – with not-to-exceed levels of (parts per million)
 - a. Heavy metals: {i} Arsenic - 10 ppm, {ii} Lead – 6 ppm {iii} Cadmium – 4 ppm (iv) Mercury – 2ppm
 - b. Pesticides regulated by the U.S. Environmental Protection Agency: 1 ppm
 - c. Solvents:
 - (i) Butanes 800 ppm
 - (ii) Heptanes 500 ppm
 - (iii) Benzene 1 ppm
 - (iv) Toluene 1 ppm
 - (v) Hexane 10 ppm
 - (vi) Total Xylenes (m,o,p-xylene) 1 ppm
 - d. Visible Foreign Material
 - e. Moisture Content less than 15%
 - f. Microbiological impurities, including:
 - (i) Total Viable Aerobic Bacteria:
 - (a) Unprocessed and Processed Materials: 105 Colony Forming Unit (CFU)/g
 - (b) C02 and Solvent Based Extracts: 104 CFU/g
 - (ii) Total Yeast and Mold:
 - (a) Unprocessed and Processed Materials: 104 CFU/g
 - (b) C02 and Solvent Based Extracts: 103 CFU/g
 - (iii) Total Coliforms:
 - (a) Unprocessed and Processed Materials: 103 CFU/g
 - (b) C02 and Solvent Based Extracts: 102 CFU/g
 - (iv) Bile-tolerant Gram Negative Bacteria:
 - (a) Unprocessed and Processed Materials: 103 CFU/g
 - (b) C02 and Solvent Based Extracts: 102 CFU/g
 - (v) E. coli (pathogenic strains) and Salmonella spp.: Not detected in 1g
 - (vi) Aspergillus fumigatus, Aspergillus flavus, Aspergillus niger : <1 CFU/g;



(vii) Mycotoxins: <20 µg (micrograms) of any mycotoxin per kg of material; and

3. Additional testing as may be required

EXTERNAL CERTIFIED LABORATORY FACILITIES

Independent third party testing is required by HDOH and detailed in Hawaii Administrative Rules Chapter 11-850-85 “Laboratory standards and testing”. HAH will ensure public safety and responsible performance by actively managing the parameters and mechanisms of our business relationships with any duly-authorized analytics laboratories.

HAH’s Vendor Management and Analytic Testing SOPs establish the internal requirements and expectations for third-party testing laboratories and results-reporting. Through these processes and practices, HAH will make clear and specific demands of any certified lab or any product-supplier offering testing services or equipment relating to the testing of HAH products for safety, security, and efficacy. HAH staff will be sufficiently knowledgeable of all such arrangements in order to provide the agent with a practical understanding of the science that lies behind the labels on the products they sell and to provide informative guidance to any patient inquiries.

HAH Management will ensure due diligence and regular review of all of its testing labs’ bona fides, documented processes, and performance self-audits. Any lab being considered will demonstrate to HAH’S complete satisfaction their intimate familiarity with the requirements of Hawaii Administrative Rules §11-850-81 et seq. and will provide access to their own internal policies and procedures for ensuring full compliance with the elements and processes of §§11-850-84 and -85.

Each and every service contract between HAH and its labs make clear the uncompromising priority of patient safety, product safety, and public safety.

LAB (IN HOUSE)

While third party testing is mandated in the HDOH regulations, an in-house analytics lab will keep HAH operations at the forefront of medical-grade and patient-centric production.

The HAH in-house analytics lab will receive materials from the facility in order to conduct tests for satisfaction of operational Key Performance Indicators (KPIs) and general QA/QC to make sure the product delivered by the HAH is of the highest quality. The internal Lab will also process the data to confirm or redirect operational satisfaction of KPIs. This data can provide information on the efficacy of horticultural systems; providing an environment in which it is easy to test and compare new strategies, techniques, and recipes.



The Lab also plays an active role in IPM ensuring early detection of possible infection/infestation. For example, cultivation room air may be tested through the use of open agar cell culture plates. Leaf samples may be tested regularly and Brix readings will be used to determine the amount of sugars and carbohydrates in the plants (an indication of overall plant health and nutrient density).

PRODUCT PORTFOLIO

HAH will produce several products as part of our initial portfolio.

The strains that we will leverage and the qualifying conditions they will be used to treat are as follows:

<i>Strain Profile</i>	<i>Qualifying Conditions</i>	<i>Potential Supporting Strains (Commonly Used Trade Names)</i>
<i>High CBD/Low THC</i>	<i>Epileptic Seizures; Pain, Inflammation, Muscle Spasms, Nausea</i>	
<i>Blend</i>	<i>Pain, Stress, Inflammation, Depression, Headaches, Fatigue, Muscle Spasms</i>	
<i>High CBG</i>	<i>Depression, Psoriasis, Pain, Nausea, Inflammation, Tremors, ADHD, Anxiety</i>	

<i>Sativa-Dominant</i>	<i>Depression, Stress, Pain, Lack of Appetite, Headaches, Nausea</i>	
<i>Indica-Dominant</i>	<i>Pain, muscle spasticity, anxiety/stress, depression, appetite, insomnia, nausea/vomiting</i>	

Each of the strains listed above can and will be developed into a variety of products. For our initial launch, HAH plans on producing the following suite of products, as permitted by §11-850-72 “Manufactured marijuana products”:

- capsules, lozenges, and pills;
- oils and oil extracts;
- tinctures; and
- ointments and skin lotions.

Please refer to HAH’s Processing SOPs for further information regarding Product formulation.

the 'information' and 'communication' fields. The 'information' field is defined as:

...the study of the nature, sources, uses, and management of information, and the study of the communication of information. (p. 1)

The 'communication' field is defined as:

...the study of the nature, sources, uses, and management of communication, and the study of the communication of information. (p. 1)

These definitions are not mutually exclusive, and the two fields overlap significantly.

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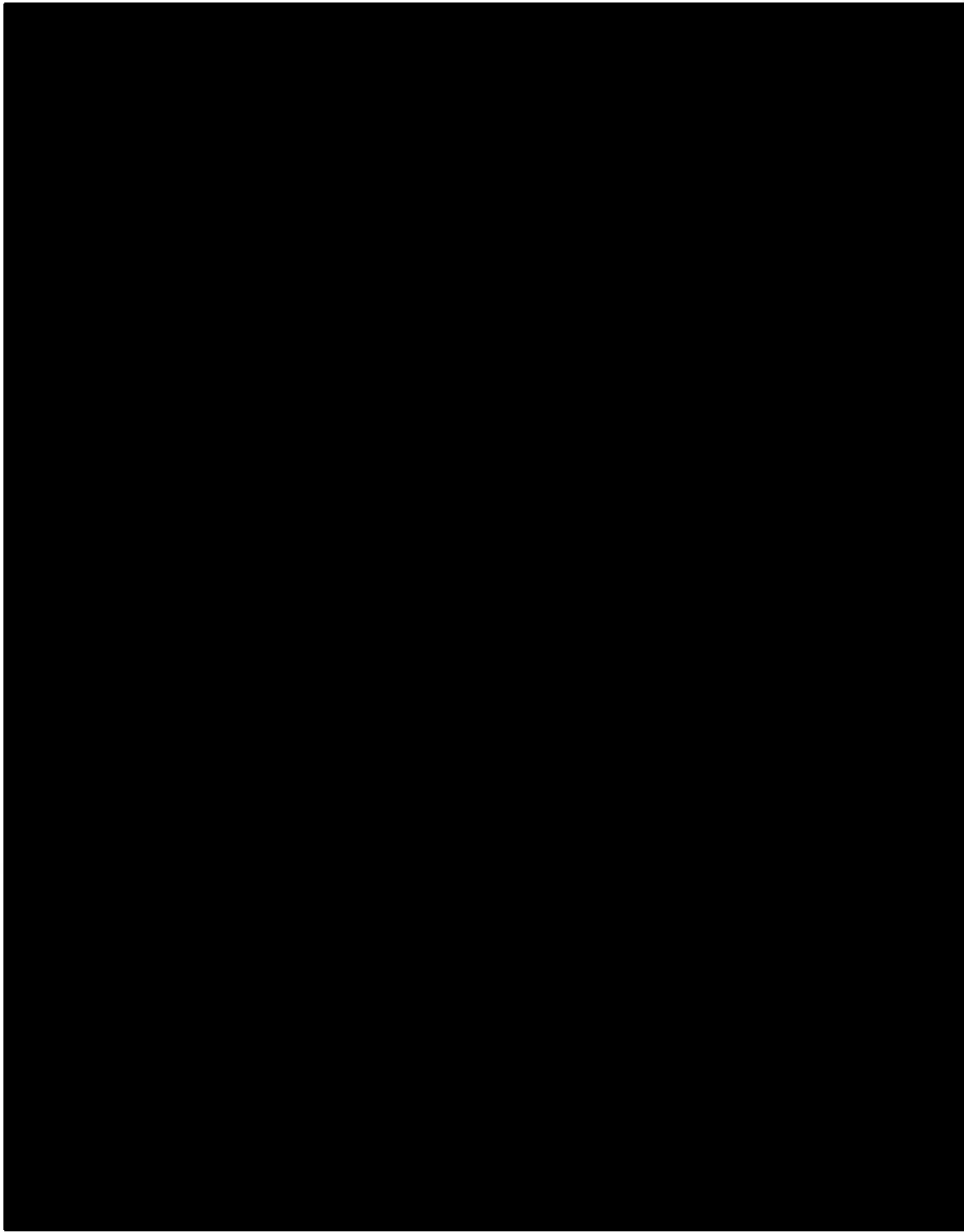
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APPENDIX 2.D.2
REAL ESTATE PROPERTY SEARCH LETTER



DISPENSARY OPERATIONS PLAN

APPENDIX 2.D.3

January 2016



Hawaii Agri-Health



OPERATIONS MANUAL – DISPENSARY

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1 Overview

1.1 OBJECTIVE OF THIS DOCUMENT

The purpose of this Dispensary Operations Plan (“DOP”) is to outline the set of processes and protocols comprising the responsibilities and chain of custody across the dispensary operations in place at Hawaii Agri-Health LLC (“HAH”) facilities. This DOP is comprised of two critical elements: (1) a general guide to the enterprise objectives, job descriptions, products portfolio, and best practices and (2) specific Standard Operating Procedures (“SOPs”). As a whole, the DOP represents HAH’s definitive practice guide for the marijuana dispensing processes: .

1.2 NATURE OF ENTERPRISE

HAH intends to operate, under license from the State of Hawaii, as a “medical marijuana dispensary” pursuant to Chapter 11-850, Hawaii Administrative Rules.



HAH is committed to safely growing and dispensing pharmaceutical grade medical marijuana to Hawaii patients, in compliance with HB321. HAH is composed of five investors including top-level business leaders from pharmacy, government, manufacturing, retail, mental health, agriculture and sectors. HAH principals are deeply rooted in Hawaii culture and values. Their collective 245 years of entrepreneurship allows them to tap into a proven network of business executives, professionals and enterprises to insure the success of HAH. Additionally, HAH has recruited 6 distinguished Board of Advisors composed of subject matter experts to compliment and assist the principals in the management of the enterprise.

1.3 HAH’S INTENTION TO PARALLEL PHARMACY OPERATIONS – PRINCIPLES

In 1997, Adel Etinas and Hany Guirguis formed Mina Pharmacy in order to deliver first-rate pharmacy services to Hawaii through friendly and accessible facilities and personable professionals interactions. What began as a team of two dedicated pharmacists in the Ala Moana building in Honolulu grew into an enterprise of nearly 100 employees, across 10 pharmacies on three islands. For nearly twenty years, Mina Pharmacy provided safe and secure medicine and self-independence to over 100,000 patients in Hawaii. Mssrs. Etinas and Guirguis, now the CEO and Chief Compliance Officer of Hawaii Agri-Health, built Mina Pharmacy into the second largest pharmacy in Hawaii by dedicating themselves to product safety, patient service, and health-care innovation.

These same commitments will drive HAH’s approach to the production and delivery of medicine to qualified patients in Hawaii’s medical marijuana program. HAH’s enterprise philosophy and operations platform has been build upon the Mina Pharmacy expertise and then adapted to align with evolving medical marijuana industry standards, such as the Patient Focused Certification (PFC) set forth by the Americans for Safe Access (ASA) organization. PFC is the nation’s only dispensary certification program that meets or exceeds the American Herbal Product Association (AHPA) and the American Herbal Pharmacopoeia cannabis monograph guidelines.

1.4 COMPANY ORGANIZATIONAL CHART

A current version of HAH’s Organizational Chart can be found in the Appendices to this DOP.

1.5 HAH’S COMPLIANCE WITH FEDERAL PRIORITIES

HAH and its employees are aware of and committed to the following objectives in their participation in the State of Hawaii’s medical marijuana marketplace:

1. Preventing the distribution of marijuana to minors;



2. Preventing revenue from the sale of marijuana from going to criminal enterprises, gangs, and cartels;
3. Preventing the diversion of marijuana from states where it is legal under state law in some form to other states;
4. Preventing state-authorized marijuana activity from being used as a cover or pretext for the trafficking of other illegal drugs or other illegal activity;
5. Preventing violence and the use of firearms in the cultivation and distribution of marijuana;
6. Preventing drugged driving and the exacerbation of other adverse public health consequences associated with marijuana use;
7. Preventing the growing of marijuana on public lands and the attendant public safety and environmental dangers posed by marijuana production on public lands; and
8. Preventing marijuana possession or use on federal property.

1.6 HAH'S COMPLIANCE WITH HAWAII STATE REGULATIONS

Every HAH employee will understand and appreciate the structure of Hawaii's regulatory scheme for the management of medical marijuana. Ready access will be provided to copies of the regulatory materials. This document addresses various elements required for operations under regulations set forth by the Hawaii Department of Health ("DOH") and the Medical Marijuana Dispensary Licensing Program ("MMDLP") (see Chapter 329D, Hawaii Revised Statutes; Chapter 11-850, Hawaii Administrative Rules).

1.7 REVISIONS TO THIS PLAN

[INSERT]

2 Medical Marijuana Context

2.1 CANNABIS OVERVIEW

Cannabis has been cultivated for at least 5,000 years. Originating in Central Asia, cannabis has spread with humans to nearly every corner of the Earth due to its many uses as a fiber, nutritional, textile, religious, and pharmacological source. As the plant expanded into a diverse range of cultures and climates, its growth patterns, chemical expressions, and human uses have changed dramatically--and so the plant's genetic expressions and instantiations. Horticulture techniques both modern and ancient have enabled the many different subspecies to be bred back together to create entirely new possibilities for the field of medical cannabis.

As an annual herbaceous plant in the Cannabaceae family, Cannabis sativa evolved into three characteristically different subspecies of Cannabis sativa ssp.: Cannabis sativa ssp. ruderalis; Cannabis sativa ssp. sativa; Cannabis sativa ssp. indica.



6 Enterprise Resource Planning Platform & Inventory Management

6.1 ERP OVERVIEW

HAH has invested significant attention toward the development of an integrated Enterprise Resource Planning software (“ERP”), including a Patient & Inventory Management module. This system enables awareness of and compliance with Hawaii’s regulatory requirements, including the critical tracking of marijuana from “seed to sale”. HAH’s ERP technology will ensure security and traceability of the medical marijuana by tracking each action performed on a plant or finished marijuana product, every movement or disposition of HAH’s controlled inventory, and every product sale. Wherever required, the specific combination of hardware and software will support the capturing of batch and lot numbers in the field, wherever and however the operations are conducted.

Furthermore, HAH has immediate and invaluable access to experienced industry professionals who are already using various patient-and-inventory management solutions. HAH will utilize these industry experts as trainers and custom-implementation consultants, ensuring that HAH is able to build on established expertise in pursuit of best-in-class exemplary operations.

In addition to enhancing HAH’s transparency and capacity for stringent legal compliance, the ERP system will also generate data and performance analytics necessary to continuously improve HAH operations and Patient-services.

All HAH employees with access to the system are trained and appropriately monitored to ensure that data is entered promptly and accurately, and that all Patient privacy and confidentiality commitments are upheld.

6.2 ERP – PATIENT MANAGEMENT

6.2.1 INTAKE & DATA-COLLECTION - DISPENSARY

Careful attention to and preservation of patient records is vitally important to regulatory compliance and effective operations management. HAH’s patient-information management system (“ERP”) will create and maintain patient records as the backbone for transaction management and tracking. HAH’s ERP will regularly and via automated process send the relevant patient verification—and other salient transactional and inventory data—to the state system, via API and up-to-date integrations.

When a Patient arrives at the store, they will be courteously checked into the system, calling up the complete record of their historical interactions and ensuring that any new information is



properly captured. HAH's ERP solution will ensure the following as a pre-requisite to any dispensation of medical marijuana:

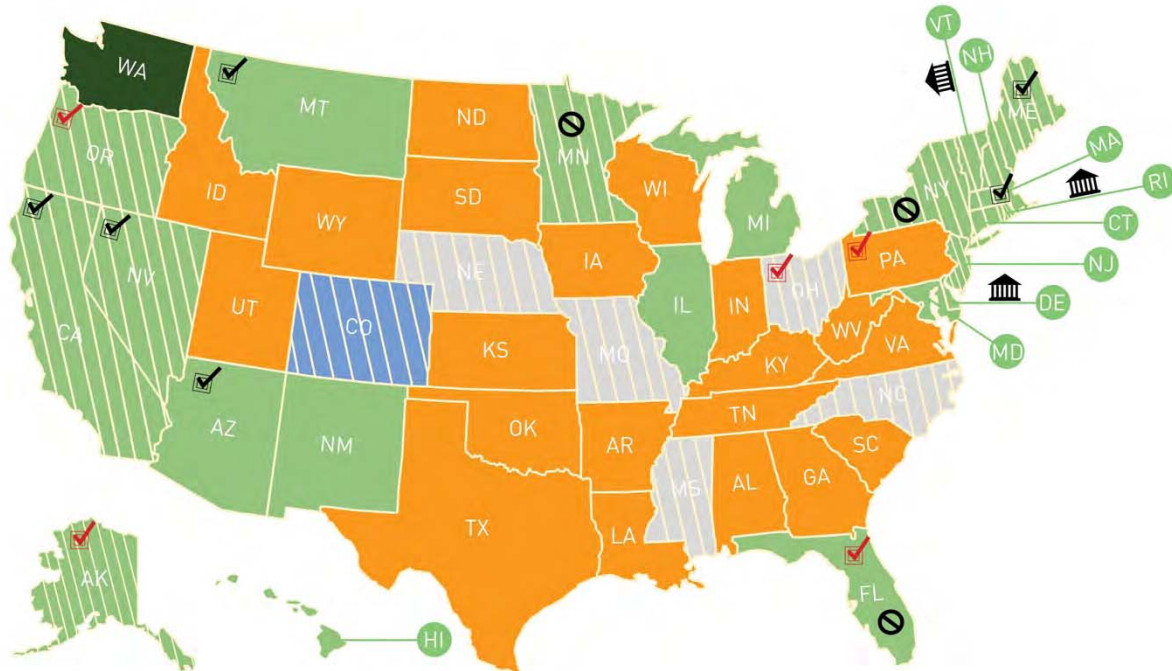
1. Identity verification of the presenting patient or designated caregiver;
2. Availability of appropriate and useful educational information;
3. Registry ID verification;
4. That the transaction is within the patient's permitted quantity range for the relevant period.

The patient-record will enable HAH to regularly and effectively associate related materials and information, such as: state issued identification cards, recommendations, intake forms and all paperwork relating to the intake process, registration number, expiration date and photo ID.

Patient-record and general ERP data entry and modifications will be logged with changes made, username, and timestamp meta-data. HAH policy and system-permissions will ensure that only the appropriate agents will have access to viewing and modifying records. Strict control of HAH devices and authorizations will limit the existence of or access to patient-record data, and fail-safes will be put in place to enable administrators to de-authorize all devices at any moment, as well as logging out all users. With this enabled, if HAH IT security is breached, proprietary information and patient-privacy data can be protected with the push of two simple buttons.

6.2.2 INTAKE & RECIPROCITY

Twenty-three states and the District of Columbia have effected some measure of medical marijuana legalization, and Hawaii will recognize patient authorizations of other states under specific circumstances.



US MARIJUANA LEGALIZATION LEGEND

- | | | |
|---|---|--|
| ■ medical marijuana | ✓ potential state ballot initiatives for 2014 |  potential marijuana legalization; state lawmaker initiatives only |
| ■ recreational marijuana | ✓ potential state ballot initiatives for 2015 and beyond |  legislation passed but pending |
| ■ recreational and medical | | |
| ■ decriminalized | | |
| ■ illegal | | |

-source (2014): <http://www.cannalawblog.com/files/2014/07/MarijuanaMap.jpg>

HAH's patient intake and verification system will compile reference and resource materials from each of the twenty-three other jurisdictions authorizing medical marijuana dispensation and ensure that the requirements of Hawaii regulations are met before providing goods or services to any non-resident card-bearer:

[INSERT RELEVANT RECIPROCITY LANGUAGE]

Of particular importance given Hawaii's support for non-resident patients, HAH's ERP and protocols will ensure that non-resident patient records are properly flagged as out of state, enabling the collection and attachment of the necessary documentation to be associate to their profile and verified by either manual or (where practical) automated confirmation from the nonresident's state authorities.



Each sale will be opened in a transaction log and tagged with the PCA's information and timestamp.

In order to actively ensure compliance with Hawaii regulations regarding purchasing quantities over periods of time, HAH's ERP will track for each patient their historical weight purchased, both of flower and infused products (tracked by weight of pre-mixed infusion). Sales that would exceed the established cumulative transaction limit will be blocked at the point of sale and the employee is alerted that the purchase exceeds the allowed weight. If a patient has an approved override to this limit, their unique purchase limit can be tracked individually. Any such denials of service will be logged within order notes, for cases where patients have already purchased their maximum allowable weight or any other reason.

HAH's system will further ensure that expired, banned or otherwise unqualified patients and caregivers are flagged and thereby unable to conduct transactions within the sales system.

In addition, the patient-and-inventory management system will collect the following per-transaction data:

- a. The name and number of the **registry identification** card of the patient or the name of the designated primary caregiver of the patient;
- b. The **amount** of medical marijuana dispensed;
- c. Whether the medical marijuana was dispensed to the **patient or to the designated primary caregiver** of the patient;
- d. The **date and time** at which the medical marijuana was dispensed;
- e. The **agent registration card number** of the medical marijuana establishment agent; and
- f. The **registration certificate number** of the medical marijuana establishment.

As with the patient verification workflow, HAH's ERP will automatically send this data to the state system, via API, once integration is available.

6.2.3 PRIVACY & SECURITY OF DATA STORAGE

As required by law and in pursuit of patient confidence and privacy, HAH will ensure that its system stores all necessary data on accredited and potentially HIPAA-compliant servers (if determined necessary). HAH and its information technology providers will maintain stringent physical security of servers, maintain access control restrictions to the data and servers, and protect patient identifiable information through encryption. All patient-record data access will be managed based on tiers of "user role" and associated permissions: username/password access will be required for each user accessing the system, with all passwords being tested for strength and subject to regular renewal.



Patient records will be properly and securely maintained for at least six (6) years from their date of last transaction or reference.

6.2.4 INVENTORY

- Inventory Generation & Tracking
 - Classifications for type and caliber of Product
 - Price and profile designations, including pricing
 - Assign unique barcodes or use existing product barcodes
 - Transfer inventory within facility to ensure real-time, to-the-room accuracy of information
 - Create virtual labels and identifiers...then print as needed.
- Inventory data be accessed based on an employee's site permissions, allowing management to provide rules-based access to only selected inventory at selected sites to a specific employee.
 - Mobile devices enabled – perform stocking-actions directly on the device or print stock-takes for manual paper then PC entry
- Purchase Order creation and receipt
- Traceability functionality records and tracks details regarding supplier, supply date range, supplier batch details, purchase order number and more
 - Balance of all inventory is available at all times, filtered according to demand.
- Re-stocking and supply level alerts generated when an inventory item has a low balance, the alert level is individually set for each inventory component
- Staff authorizations as "Patient Care Agents"
 - Add employees and vehicles for the built-in transportation features
 - Add vendors
- Financials
 - Create and track records of accounts receivable/payable, including invoicing for actual transactions
 - Manage and record inbound and outbound transfers
 - Audit Inventory, particularly in terms of accurate reportage on Product volumes and state of preparedness.
 - Create different inventory types
 - Tax collections/tracking
 - Set price points



6.2.5 POINT OF SALE - DISPENSARY

The ERP is used to create and maintain patient records, including patient name, registration number, registration expiration date, caregiver associations, physician contact info, date of birth, drivers license number, and contact information, as well as other data.

7 Operations Management & Services

HAH's operational instructions and workflow will exemplify industry leadership and be the persistent focus of continuous process improvement strategies. As such, there will be significant attention and expertise devoted to crafting operational policies and documenting best-practices and execution methodologies after State registration and before commencement of HAH business.

For the purposes of assessment and evaluation of HAH's industry expertise and management plans, the following outline details the critical touch-points and tactical approach for HAH's production operations:

7.1 SERVINGS & TRANSACTION LIMITS

Each HAH employee is instructed that any and all marijuana-product transactions are limited to authorized Patients who are able to present their Hawaii registration card or a verified "non-resident" authorization card from a permissible medical marijuana state (when allowed).

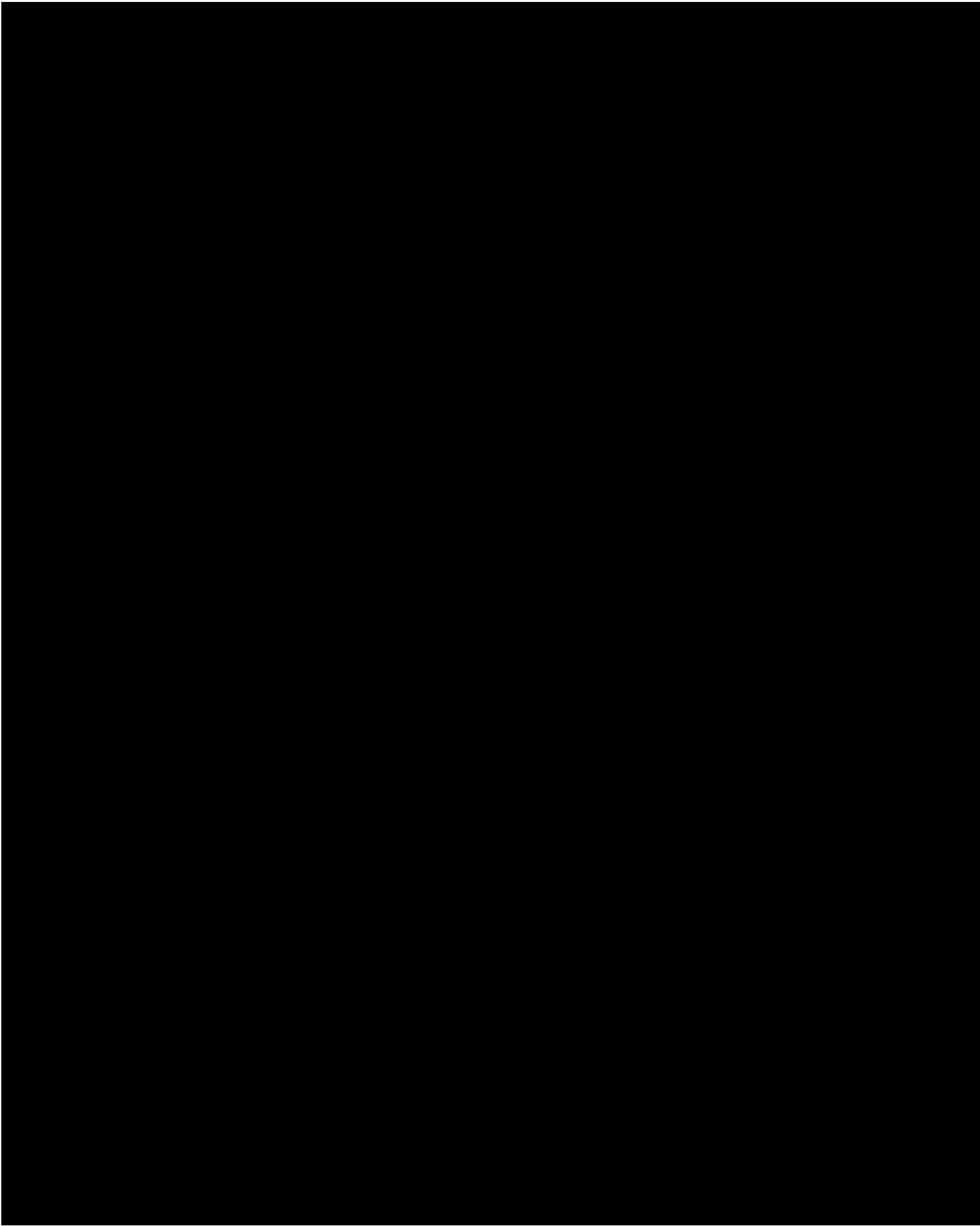
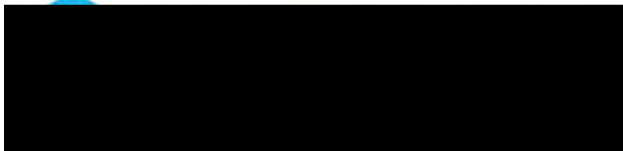
HAH will audit and enforce Hawaii's cumulative transaction limit: no more than four ounces of marijuana shall be sold to a patient during a period of fifteen consecutive days, and no more than eight ounces of marijuana shall be sold during a period of thirty consecutive days (or the equivalent weights in marijuana-containing products).

HAH employees will actively monitor and enforce this restriction through reliance on the ERP database and point-of-sale system.

7.2 OPERATIONAL WORKFLOW

7.2.1 GENERAL PROCEDURES

- (a) Opening procedures will begin one hour prior to opening.
- (b) Alarm will be turned off after entering the building.



the 1990s, the number of people in the world who are under 15 years of age is expected to increase from 1.1 billion to 1.5 billion.

As the world's population grows, the demand for food and other resources will increase. This will put pressure on the environment and on the world's resources.

One of the main reasons for the increase in the world's population is the increase in the life expectancy of people.

Another reason is the increase in the birth rate of people.

There are many other reasons for the increase in the world's population.

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APPENDIX 2.E HAH JOB DESCRIPTIONS

Job Descriptions – Hawaii Agri-Health (“HAH”)

Medical Marijuana Dispensary Operations

CEO – *Adel Etinas, Rph*

The Chief Executive Officer, as the executive granted authority by President and Board of Directors, provides leadership in achieving Hawaii Agri-Health’s vision, mission, strategy, and annual goals. The Chief Executive Officer is responsible for leading the enterprise, and will do so by managing the Executive Team (C-levels), collaborating with the Advisory Board, and executing the directives of the Board of Directors.

In addition, given Mr. Etinas background and the priority of patient-care and pharmacy-like practices for HAH, Mr. Etinas will oversee the company’s dispensary’s operations and design, implement, and enforce policies and procedures that result in the dispensary operating as much like a registered pharmacy as practical and appropriate.

If the dispensary-specific role is ever separated out from the Chief Executive Officer and established as a Chief Dispensary Officer position, the following description will apply:

This will include responsibility for inventory controls, inventory monitoring, and ensuring the Dispensary strategies, policies, and procedures are properly implemented.

Specific performance duties include:

1. Be responsible for the overall management and performance of Dispensary operations;
2. Oversee all Human Resource functions such as recruiting, training, managing and counseling of Dispensary agents;
3. Be responsible for all paperwork, compliance, procedures, budgets, cash handling and day-to-day operations of the Dispensary;
4. Address all operational questions and act as the liaison to Executive Management Team;
5. Assist in the development of policies and procedures and be responsible for implementing them with the Dispensary agents; and
6. Report to the Chief Executive Officer.

Minimum Education Requirements: Doctoral degree in Pharmacy (PHARM.D.).

Minimum Experience Requirements: More than ten (10) years’ experience in retail, and five (5) years’ experience working with pharmacy systems.

Chief Compliance Officer – *Hany Guirguis, Rph, PhD, CCN*

The Chief Compliance Officer reports directly to the CEO and functions as an independent and objective authority for the review, evaluation, implementation, and enforcement of all compliance issues relating to HAH operations. The position ensures (a) that the enterprise is in compliance with the rules and regulations of all relevant agencies and authorities, (b) that company policies and procedures are being followed, and (c) that behavior in the organization meets the company’s standards of conduct.



The Chief Compliance Officer develops, initiates, maintains, and revises policies and procedures for the general operation of the Compliance Program and its related activities to prevent illegal, unethical, or improper conduct, as well as manages day-to-day operation of the compliance program. The CCO ensure quality and compliance in all aspects of HAH operations, as well as all aspects of safety and security.

Chief Operating Officer – *Steven Loui*

Job Description Summary: The Chief Operating Officer reports to the CEO and is responsible for day-to-day operations and the development, design, operation, and improvement of the systems that deliver HAH’s medical marijuana products to customers or patients. The COO will facilitate business growth and profitability by developing, implementing and achieving the operational strategy, plan and quality/financial metrics of the organization. The COO is responsible for driving performance measures for the operation (including a consideration of efficiency versus effectiveness), often in the form of dashboards convenient for review of high-level key results indicators. The COO will provide leadership to the operations organization and will optimize the efficiencies of the organization’s diverse teams. The COO will develop and implement new policies and procedures while also making improvements on operating procedures as needed along the way. Must be comfortable working in an ambiguous environment, as this industry changes quickly. Must also be comfortable scaling a company as it grows. Reports to the CEO and is a key member of the executive team.

Minimum Education Requirements: Bachelor’s degree. A Master’s degree in business administration or a related field a plus.

Minimum Experience Requirements: Experience working with regulatory agencies (State cannabis governing body, FDA, OSHA, etc.) is preferred.

Chief Health Officer – TBH [*Candidate: Jenny Perez*]

The CHO reports to the CEO, and is a critical position that will be filled by only the most qualified candidates. HAH will begin this search once there is a viable opportunity to present to qualified candidates, whose credentials and current positions make them difficult to attract and secure in the abstract. The CHO will work closely with the CEO in the development and implementation of enterprise strategies, policies and procedures, and staff training to ensure organizational effectiveness and compliance with rules and regulations. The CHO is responsible for bringing products to patients in compliance with regulatory, legislative, and medical/health requirements. In addition, the CHO will act as the primary spokesperson for the company with key opinion leaders at advisory boards. The CHO will drive the advancement of patient safety by applying his or her health care expertise and use her credibility to inform and influence healthy growing practices, perform clinical studies, lead strategic research activities on cannabis, research and develop new strains and ensuring patient's overall health goals are achieved.

Minimum Education Requirements:

Minimum Experience Requirements: 10+ years of clinical experience, 4 years of people management experience, 1 year of project management experience, 1 year of budget management experience.

Chief Financial Officer – *Garrett Tom*

Job Description Summary: Responsible for directing the fiscal functions of the corporation in accordance with generally accepted accounting principles issued by any regulatory and advisory organizations and in accordance with MMCC rules and regulations. This person manages the financial and administrative functions of this company. Directs and controls company employees and outsourced services within the finance and accounting, IT and legal. The Chief Financial Officer will maintain a high level of financial control and analysis, develop programs to support a professional work environment to attract and retain high-caliber employees, and, enhance and maintain a fully functioning IT infrastructure to support the company's business needs.

Education Requirements: Bachelor's degree in Accounting or Finance; CPA certification is highly desirable. A Master's degree in business administration or a related field a plus.

Production Center Operations

Cultivation GM – *Matthew Gaboury [Candidate]*

The Cultivation General Manager (Mr. Gaboury) reports to Chief Operating Officer. The Cultivation GM is responsible for supervising all phases of cultivation and marijuana products manufacturing operations including: regulatory compliance to state law regarding production, quality control, maintenance, receiving, and shipping. The Cultivation GM is also responsible for recruiting, hiring, and training cultivation personnel.

In addition, Cultivation GM will support the COO in annual budget planning, execution, and works closely with the manufacturing team to oversee Good Agricultural Practices ("GAP") and increase productivity and profitability within the production operation. This person must be trained and have at least seven years of experience, including best practices in both managerial and GAP platforms.

Master Grower - TBH

Reports to Cultivation GM. Has a varied number of direct reports based on the size and sophistication of the cultivation operation. Responsible for the implementation of facility SOPs: oversight, management, and success of the growing operation from seed to packaging. Ultimately, this will mean familiarity and comfort with the entire lifecycle of the production operation.

- Schedules and maintains all plant and plant related operations from cuttings and clones in the propagation phase, through vegetation, flowering and hand-off to Extraction Operations
- Develops and maintains Integrated Crop Management (ICM) and Integrated Pest Management (IPM) program and procedures; administers growing regime; develops tea and dressing recipes; selects supplies and amendments for use in the process and registers them on the Approved Supplier List on file with the operations management staff.
- Maintains daily operations such as nutrient schedules, watering, harvesting, etc.
- Responsible for crop rotations through different growing stages
- Accountable for all batch numbering of plants in compliance with documented company policies and procedures.
- Prepares weekly inventory reconciliation reports for all plant and waste products.

Position Qualifications

- Basic qualification to work in a cannabis-business licensee, including sufficiently clean background in case "true party of interest" qualification is required.