



ORIGINAL

5

**LIST OF AUTHORIZED SIGNATORIES  
(EXHIBIT B)**

This exhibit must be completed and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc.

Application # (if more than one): \_\_\_\_\_

	Name	Role within the Corporation
1	Stephen M. Werther	CEO
2	Richard W. Radebach	CFO / COO
3		
4		
5		

**APPLICATION RESPONSE FORM COVER PAGE**  
Make this the first page of your response

**Corporation**

The applicant corporation's legal name, trade name, and any other name under which the bidding entity does business (if any): [Alternative Compassion Services, Incorporated]

Website URL (if applicable): [N/A]

Address:  
[120 Gilson Road]

[ ]

City: [Scituate] State: [MA] Zip: [02066]

CEO (Chief Executive Officer)/Executive Director (ED)  
First Name: [Stephen] Last Name: [Werther]

FEIN: [462655758]

**Contact Person**

First Name: [Stephen] Last Name: [Werther]

Title: [CEO]

Telephone: (617) 620-5390 FAX: (617) 303-1630 E-Mail: [stephen@acs-pm.com]

Contact Person Address (if different):

[ ]

[ ]

City: [ ] State: [ ] Zip: [ ]

**Authorized Signature**

This application must be signed by an authorized signatory of the non-profit corporation who is listed on the corporation's list of authorized signatories (complete and attach exhibit B). The original application must have an original or "wet" signature in blue ink.

**Background Check Authorization**

The Department will conduct a background check on:

1. Each member of the applicant's **Executive Management Team** (those persons listed in exhibit 2.1);
2. Each member of the **Board of Directors** (those persons listed in exhibit 1.4);

- 3. Each **Member** of the corporation. In the event a **Member** of the corporation is an organization, the CEO/ED and Board Officers of that entity will be checked (those persons listed in exhibit 1.5);
- 4. The CEO/ED and Board Officers of any parent corporation, partially or wholly owned subsidiaries, or related organizations (those persons listed in exhibit 1.8);
- 5. And each person contributing 5% or more of the initial capital to operate the proposed RMD. In the event that a contributor is an entity, the CEO/ED and **Board Officers** of that entity will be checked (those persons listed in exhibit 4.2).

Each required individual must complete and sign the attached authorization forms (exhibits A1-A4), with a wet signature in blue ink.

Submit all original signed authorizations (no copies) and list of authorizations (exhibit A5) in one sealed envelope marked "authorization forms" and name of corporation? and include it with the original application.

**Application Fee**

Enclose a bank/cashier's check or money order made payable to the Commonwealth of Massachusetts in the amount of \$30,000. Personal checks will not be accepted. Failure to include a bank/cashier's check or money order will result in disqualification of the application.

\$30,000 bank/cashier's check attached.

A selection committee established by the Department shall evaluate and score applications for the purpose of granting registrations. Decisions will be based on the thoroughness and quality of the applicants' responses to the required criteria, and the applicants' ability to meet the overall health needs of registered qualifying patients and the safety of the public.

**Required Signatures**

**Failure to provide original "wet" signatures in blue ink will result in disqualification of the application.**

Signed under the pains and penalties of perjury, the authorized signatory (as designated in exhibit B) agrees that all information included in this application is complete and accurate. The hard original application must have an original wet signature in blue ink.

Stephen M. Werther  
 Name: Stephen M. Werther  
 Title: CEO

11.20.13  
 Date

I hereby attest that if the corporation is approved for a provisional RMD certificate of registration, the corporation is prepared to pay a non-refundable registration fee of \$50,000, as specified in 105 CMR 725.000, within two weeks of being notified that the RMD has been selected for a provisional registration. The hard original application must have an original wet signature in blue ink.

Stephen M. Werther  
 Name: Stephen M. Werther  
 Title: CEO

11.20.13  
 Date

**APPLICATION RESPONSE FORM**

Enter your response in the gray shaded areas using Microsoft Word.

**A note about the text boxes:** Type or paste text into the gray areas. Text input is limited to a maximum number of characters. MS Word will not allow more than this limit. Spaces, commas, line breaks, etc. are counted as characters. The spell-check feature does not work in a text box.

Example: text input limit 625 characters, 100 words, 1 paragraph  
limit 1,250 characters, approximately 200 words, 2 paragraphs  
limit 2,500 characters, approximately 400 words, 4 paragraphs  
limit 6,000 characters, approximately 1,000 words, one page

Enter text here: example text limit 1,250 characters

If a question includes a text box, a narrative response in the text box is required.

When a question indicates that an exhibit must be included, the response must be included as an attachment, as instructed. The provided exhibit forms are not optional and must not be left blank.

It is the applicant's responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000.

**Definitions**

**EXECUTIVE MANAGEMENT TEAM** means the individuals who are responsible for the day-to-day operations of the RMD, including the chief executive officer (CEO) or executive director (ED), chief operations officer (COO) or director of operations, chief financial officer (CFO) or director of finance, director of human resources, chief medical officer and any other individuals involved in the oversight and business management of the RMD operations.

**BOARD OF DIRECTORS** means the directors of a corporation, including persons and officers having the powers of directors, with fiduciary responsibility for the RMD.

**BOARD OFFICERS** means the board president/chair, vice president/vice chair, treasurer, and clerk/secretary.

**MEMBER** means an individual having membership rights, whether or not designated as a member, in a corporation in accordance with the provisions of its articles of organization or bylaws.

**Questions****1. Applicant's Corporate Background**

1.1 Provide the legal name of the applicant's non-profit corporation/organization and date of incorporation.

[Alternative Compassion Services, Incorporated. Incorporated 05.14.2013]

1.2 Describe the organization's mission and vision.

[MISSION & VISION STATEMENT

Alternative Compassion Services Inc. (ACS) intends to provide a patient-centered dispensary program in Massachusetts that delivers medical marijuana in a controlled, safe, and caring manner. ACS will insure that this product is properly cultivated, harvested and processed to consistently produce the amounts necessary to meet patient needs from day one. A well-developed delivery program will allow access to those who are homebound and/or transportation-challenged.

Critical to the patient experience is the ability of dispensaries to understand the needs of medical marijuana patients. They all share the common misfortune of suffering from a chronic debilitating disease and/or medical condition. Yet factors such as level of comfort in being a patient, financial resources to consistently obtain medical marijuana, and uncertainty about the benefits or effects of the many available strains will differentiate them. A concerted effort to engage each patient, guiding them through the uncertainty and nervousness of their initial dispensary visits and subsequent experiences with medical marijuana, is essential. ]

1.3 Provide an organizational chart that clearly demonstrates the roles, responsibilities, and relationships of individuals within the organization. Clearly identify the **Executive Management Team** and any management consultants or contractors for the provision of services, and include title, name (if known at the time of submission), and function for each position.

Organizational chart attached as exhibit 1.3

1.4 Provide the name and contact information of each individual on the applicant's **Board of Directors**.

List of Board of Directors attached as exhibit 1.4

1.5 Provide the names and contact information for each **Member** having membership rights in the applicant corporation. In the event a **Member** of the corporation is an organization, provide the names and contact information of the CEO/ED and Board Officers of that entity. If there are no **Members** of the non-profit corporation, indicate N/A on the exhibit.

List of members of the applicant corporation attached as exhibit 1.5

1.6 Attach the corporation's bylaws.

Bylaws attached as exhibit 1.6

1.7 Attach any amendments to the corporation's articles of organization made since August 22, 2013, and explain in the text box the reason(s) for the amendments. If the articles have not been amended, indicate N/A in the text box and on the exhibit.

[Alternative Compassion Services, Inc. has amended our Articles of Organization. Changes were made to add Directors and reassign duties. The updated Articles of Organization are attached as Exhibit 1.7 ]

Amended articles of organization attached as exhibit 1.7

1.8 Provide a list of the names and addresses of any parent corporation, any partially or wholly owned subsidiaries, and any other organizations related to the applicant non-profit corporation, and explain the nature of each relationship.

List of parent corporation, partially or wholly owned subsidiaries, or related organizations attached as exhibit 1.8 (if not applicable indicate N/A on the exhibit)

1.9 Provide three professional references from among those entities with which the applicant's CEO/ED has had business or employment experience within the last three years. DPH may contact these references and any other individual or organization, whether or not identified by the applicant.

List of references attached as exhibit 1.9

**2. Applicant's Evidence of Business Management Experience**

2.1 Provide a list of the applicant's **Executive Management Team** (as defined above) including each person's name, business address, email, and role within the organization.

List of Executive Management Team attached as exhibit 2.1

2.2 Describe the **Executive Management Team's** experience with running a non-profit organization or other business, including the type of business and its performance. Please indicate how this experience will ensure the success of the proposed registered marijuana dispensary. Attach each Executive Team Member's current resumé.

[Executive Management Team Experience

Stephen M. Werther – Chief Executive Officer

Stephen Werther founded and operated Alternative Communications Systems, Inc. (dba/ ACS Voice & Data) from 1983 until he sold the company in 2004. ACS V&D was a full service company, engaged in the sales, installation and service of voice and data systems for a wide variety of business and other organizations. Stephen was responsible for the day-to-day operations which included the oversight of sales management, company operations, customer service, installation / service and end user training. Stephen managed the ongoing financial health of the company and worked closely with the VP of Finance and the Company CPA. Stephen grew the business from 1 person in an apartment in 1983 to a peak of 50 employees and \$7M in sales. ACS V&D was recognized and respected as a high end vendor of voice and data systems. Stephen successfully packaged and sold the business to a larger entity in 2004.

Richard W. Radebach – Chief Financial & Operations Officer

United States Army (Active Duty 1974-85) (Reserves 1988 - 96)

- Developed and published over 40 Policies and Procedures Manuals
- Managed personnel services multi-government and bi-lingual facility in Germany
- Provided daily support to command staff responsible for 20,000 military personnel and civilian

employees in the greater New York Metropolitan Area

Newport Alliance – A division of Newport Hospital (1989 – 2006)

- Created turnkey compliance product for employers to satisfy Federal Department of Transportation drug and alcohol testing requirements for private and public employers nationwide
  - o Obtained five long term contracts with state departments of transportation in Pennsylvania, New York, Connecticut, New Hampshire, and Rhode Island
  - o Developed and delivered supervisor and employee training programs
  - o Managed a program that served 26,000 employees in 24 states
- Designed and managed a national OSHA Bloodborne Pathogens program in partnership with SmithKline Beecham, provide Hepatitis B vaccinations to employees "at risk"
  - o Secured contract to vaccinate thousands of New York City Public School, Parks & Recreation, and Homeless Services employees
  - o Coordinated vaccinations services with multiple health agencies in the City

- Secured long-term contract with State of North Carolina to provide Hepatitis B vaccinations to public school employees in each of the State's 100 counties
- The Wellness Company (2000 – Present)
- Delivered the country's first and longest-running school-based immunization program for Rhode Island Department of Health
- Created community flu clinic concept for family flu vaccinations
- Provides storage, distribution and emergency services for Rhode Island adult and pediatric vaccines purchased for providers by the RI Department of Health
- Conducts annual flu clinics for students and family members in school settings and as part of municipal emergency response drills throughout Rhode Island

Greenleaf Compassionate Care Center, Inc. (June 2013 – Present)

- Co-owns and serves as CFO and COO of a medical marijuana dispensary in Rhode Island
- Developed Greenleaf's financial model and raised start-up capital
- Manages operating staff and community outreach/education efforts

Roger A. Pompeo – Medical Director – N/A - This position is not involved in daily operations.

Ellen M. Andrew-Kasper – Director of Patient Services – N/A -This position is not involved in daily operations. ]

Current résumé of each Executive Management Team member attached as exhibit 2.2--clearly labeled on each page with the individual's name and title within the applicant's organization

2.3 Describe the **Executive Management Team's** experience, by team member, with providing health care services or services providing marijuana for medical use.

[Richard W. Radebach – Chief Financial & Operations Officer  
Greenleaf Compassionate Care Center, Inc. (June 2013 – Present)

Greenleaf Compassionate Care Center (Greenleaf) is one of two operating medical marijuana dispensaries in Rhode Island. Richard is co-owner and serves as its Chief Financial and Operations Officer. He was responsible for developing Greenleaf's three year financial model, and he raised the necessary capital to support and sustain the dispensary's start-up. He was able to establish business accounts with local banks and finance the purchase of their current facility through a credit union operating in both Massachusetts and Rhode Island.

Richard developed Greenleaf's staffing plan and contributed key portions of the operating plan. He selected the Center's Point of Sale (POS) system and continues to provide day-to-day management of retail and horticultural operations.

Since 2011, Richard has served as a Caregiver for a number of patients registered under Rhode Island's medical marijuana legislation. This precursor to the dispensary program gave him intimate access to suffering adults and the opportunity to make a positive difference in their treatment regime. He organized a cooperative effort with other registered Caregivers to obtain the services of a horticulturist to produce varying strains of medical marijuana in a safe and consistent manner.

In working with his patients, Richard has broadened his education of medical marijuana and has learned the complexities faced by patients – such as determining which strains are most effective and developing dosing schedules. He has also learned that patients place considerable weight with their Caregivers' words and opinions, and that this role as provider and confidant is an honor and a responsibility.

The opportunity to serve an unlimited patient population, using the experience and insight gained as a Caregiver, has been valuable for Richard and his organization in year one of the Greenleaf dispensary. A number of Greenleaf's staff are registered patients and/or Caregivers in Rhode Island's medical marijuana

program. They are well-trained and will be available to Alternative Compassion Services as start-up resources in its Massachusetts dispensary program efforts.

The Wellness Company, Inc. (2000 – Present)

Richard co-founded this for-profit company to provide biometric screening and immunization services to employers and organizations throughout New England. He recruited and trained a corps of nurses and administrative staff, as well as developed their protocols and vaccine-specific standing orders. Through contracts with Blue Cross, United Healthcare and others, The Wellness Company (TWC) has provided a menu of screening and education opportunities in workplaces, senior centers, YMCAs, and other venues.

Since 2001, TWC has teamed with the Rhode Island Department of Health to deliver the country's first and longest-running school-based immunization program Vaccinate Before You Graduate (VBYG). This effort evolved from a CDC pilot program, offering five different vaccines to high school seniors, to its current version that provides nine different vaccines in all public, private, special needs, and alternative high schools in the State. Richard created the vaccination protocols and teamed with Health's Immunization Branch personnel to educate principals and superintendents while securing their support for VBYG.

In 2006, Richard introduced a new concept in mass flu immunization programs. He approached and convinced a number of pediatric practices in Rhode Island to endorse his "Community Flu Clinic" program that allowed entire families to receive their flu shot together. In 2009, TWC was awarded the National Influenza Vaccine Summit Immunization Excellence Award by the American Pharmacists Association.

As a result of these efforts, TWC was asked in 2010 to provide logistical support and vaccine storage/accountability for Health's H1N1 mass vaccination program that immunized 121,000 children within their schools. This program continues to operate in every school district in Rhode Island and provides over 400 clinics for family members to receive their annual flu vaccine. It is part of TWC's overall flu vaccination program that immunized over 60,000 adults and children in 2012-13. As part of their public health responsibilities, TWC must provide storage and accountability for each dose, as well as track the administration of every flu vaccination by patient and lot information.

TWC also participates in wellness and immunization programs in Massachusetts through public, municipal, and worksite events. TWC has maintained an active membership in the Massachusetts Adult Immunization Coalition (MAIC), and it was one of the few non-resident providers sought by MA DPH to provide immunization services to Massachusetts residents during their H1N1 mass vaccination efforts.

Newport Alliance – A Division of Newport Hospital (1989 – 2006)

When Federal OSHA Bloodborne Pathogens rules were introduced, Richard designed and managed a program for employers that allowed them to fulfill their obligation in providing Hepatitis B vaccinations to employees deemed "at risk" for exposure to blood and other bodily fluids. After a successful effort with Rhode Island employers, he teamed-up with vaccine manufacturer SmithKline Beecham to create and deliver an in-school immunization program for thousands of New York City Public School employees. A similar long-running workplace program was developed for North Carolina state employees, and a statewide network of contracted healthcare providers was formed and engaged to provide vaccinations in each of that state's 100 counties.

Ellen M. Andrew-Kasper – Director of Patient Services

As a nursing student at UMass, Ellen had the opportunity to work in hospital, clinic and community settings with geriatric, pediatric, maternity and psychiatric patients - doing preventive and acute care. On graduation, she joined the Navy Nurse Corps and furthered her education and experience with patients all over the world, serving 8 years Active Duty and 7 years as a Reservist.

Ellen worked in Recovery with patients recovering from anesthesia, in the ER, on complex medical-surgical units, in field hospitals, and on the hospital ship USNS Mercy on its maiden voyage and humanitarian mission. The patient population consisted of active duty military personnel, their families, and local populace from various countries. Their unique situations created challenges not found in other areas of nursing, and this



enhanced her ability to assess, treat, and provide comfort to people from all walks of life, age groups, economic circumstances, speaking different languages, and from vastly different cultures.

On her return to civilian life, she continued to work in a hospital setting as the Director of a busy Med/Surg floor and again in the ER and in a First Aid clinic. Returning to MA in 1993, she had the opportunity to work as a Home Health Nurse. The 12 years she worked in this field were an amazing experience for her. She realized early on what a privilege it was to be allowed into someone's home to care for them, and that it not only provided tremendous learning and independence but unique challenges and great rewards.

For the past 7 years she has provided direct care to patients at MGH on a busy surgical floor and continues to learn daily from her experiences. Through all these years of varied nursing experiences, she has come away with the understanding that even though people may be widely different in personality, circumstance and location, all do have a common thread when seeking assistance for physical or psychological pain and the ability and desire to meet them at that place.

Roger A. Pompeo, MD – Medical Consultant

Dr. Pompeo's medical credentials and experience are summarized as follows:

Licensure - Massachusetts Medical License # 30135

DEA License # AP4590813

Certification

- National Board of Medical Examiners
- Fellow, American Academy of Family Practice
- Advanced Cardiac Life Support

Appointments

- Clinical Instructor of Social Medical Services & Community Medicine – Boston University

School of Medicine

- Medical Examiner, Norfolk County, Massachusetts

Practice Affiliations (Partial List)

- Solo Family Practice – Cohasset
- Active Staff – South Shore Hospital
- Emergency Room Staff – Quincy City Hospital
- Emergency Room Staff – South Shore Hospital
- Medical Examiner – Norfolk County

Committees & Civic Affiliations (Partial List)

- Chairman, Department of Family Practice – South Shore Hospital
- Chairman, Inter-specialty Advisory Committee – Blue Shield of Massachusetts
- Board of Governors – Massachusetts Academy of Family Practice
- Founder and Chairman – Cohasset Drug Education Committee
- Chairman, Board of Health – Cohasset

Stephen M. Werther – CEO – N/A ]

2.4 Describe the **Executive Management Team's** experience, by each individual team member, with running a financially sound organization/business (including budget size) and indicate which member of the team will be responsible for the financial management and oversight of the organization.

[Stephen M. Werther – Chief Executive Officer

Stephen founded and successfully operated Alternative Communications Systems (dba / ACS Voice & Data) from 1983 through 2004. Stephen grew company sales from \$0 on opening day to a maximum of 7M. In 2004, Stephen successfully packaged and sold the company. During this time, Stephen was responsible for oversight of all departments to insure financial success. Stephen's major responsibilities included working with the VP of Sales, VP of Operations and VP of Finance. In addition, Stephen closely managed the forecasting of sales and the scheduling of the installations, as this was critical to insure a smooth cash flow. Stephen developed a relationship with the company bank, and due to the company's solid financial situation, allowed ACS to procure a \$350K working line of credit. Stephen also negotiated contracts and discount levels with manufacturers and other suppliers, and ran monthly review meetings with the VP of Finance to closely track revenue, costs and collections.

Richard W. Radebach – Chief Financial & Operations Officer

Richard is President and co-owner of The Wellness Company, Inc. (TWC). TWC is a for-profit ancillary medical services organization which was founded in 2000. It currently employs 10 full time staff and retains the per diem services each year of approximately 125 Rhode Island and/or Massachusetts licensed nurses, as well as over 50 clinical support staff. TWC has operated on a \$2M annual budget over the past three years.

Through contracts with Blue Cross, United Healthcare and others, TWC provides a menu of biometric screening and education opportunities in workplaces, senior centers, YMCAs and other venues. In support of its RI Department of Health contracts, TWC has developed and delivered immunization services to every school district in the State, as well as offering flu immunizations to tens of thousands of adults in workplace and community settings each year.

The biggest financial and operational challenge for TWC has been to manage its resources throughout the year, when over 60% of its gross revenue is realized over a two month span in the fall. Careful budgeting is necessary to sustain operations for most of the year, while preparing and allocating funds leading up to and throughout the peak periods. TWC has successfully earned a \$450K line of credit to facilitate this effort.

NOTE: As Chief Financial & Operating Officer of Alternative Compassion Services (ACS), Richard will be the member of the Executive Team responsible for the financial management and oversight of the organization

Roger A. Pompeo – Medical Director – N/A

Ellen M. Andrew-Kasper – Director of Patient Services – N/A]

2.5 Describe the **Executive Management Team's** experience, by team member, with managing financial corrective action measures that they had to undertake as the result of an operational review.

[Stephen M. Werther – Chief Executive Officer

Stephen Werther, as President / Owner of ACS Voice/Data, took the following corrective action when the general business marketplace experienced a downturn in 2001, following the Y2K frenzy, the technology sector bust, and the attacks of September 11, 2001. After a review of declining sales and revenue, Stephen's corrective action included the following:

- Review and reduction of office expenses

- Review and reduction in company employees
- Adjusted the overall corporate overhead, the results of which brought the corporation to a profitable position.

Richard W. Radebach – Chief Financial & Operating Officer

There is an instance where Richard took financial corrective actions as the result of an operational review of The Wellness Company (TWC). It occurred when a long-standing contract with Blue Cross of Rhode Island was abruptly downsized in their effort to reduce expenses. The decision to minimize the use of TWC's health and wellness services in favor of securing in-house resources, dramatically cut TWC's main source of revenue. Richard took immediate remediation steps to conserve capital, adjust some staffing to part time, and negotiate a short-term increase in TWC's line of credit.

Once focus and resources were shifted away from this reduced program, new effort was directed towards a small but secure TWC immunization contract with the Rhode Island Department of Health. TWC was able to demonstrate with data and projections how this program could expand from a school-based model for high school seniors and include students in other grades at no additional contract cost.

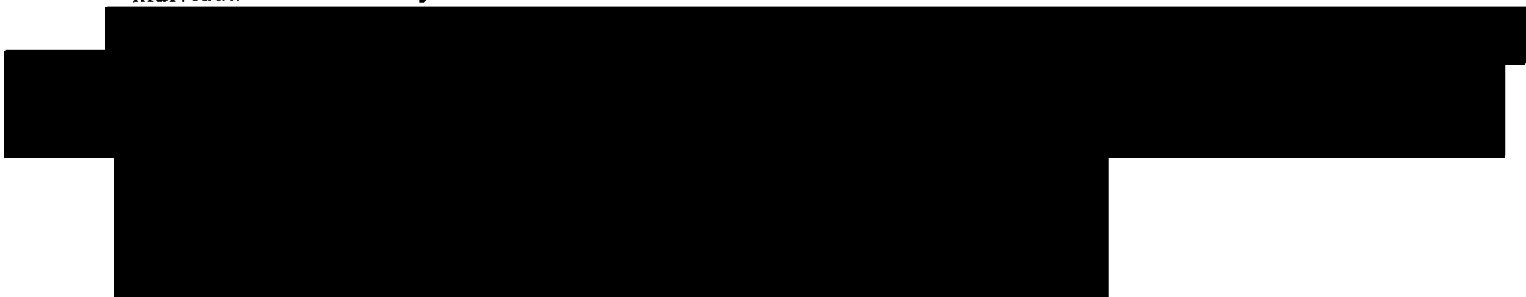
At the same time, TWC made a financial commitment to broaden its flu immunization efforts with adults. Richard was able to convince Blue Cross to add this service to its health and wellness program, while negotiating a deal to allow TWC to provide all of these immunizations. Lost revenue was replaced, and TWC was able to attain formal provider status with Blue Cross to provide other adult immunizations in workplace and community settings for reimbursement.

Roger A. Pompeo – Medical Director – N/A

Ellen M. Andrew-Kasper – Director of Patient Services – N/A]

### 3. Applicant's Evidence of Suitability

3.1 Indicate whether is/has been in compliance with all laws of the Commonwealth relating to taxes, child support, and workers' compensation with regard to any business in which the individual has been involved. In cases in which an Executive Management Team member is not in compliance with such a law, indicate which team member is non-compliant and describe the circumstances surrounding that situation. Indicate N/A for each individual with no history of non-compliance.

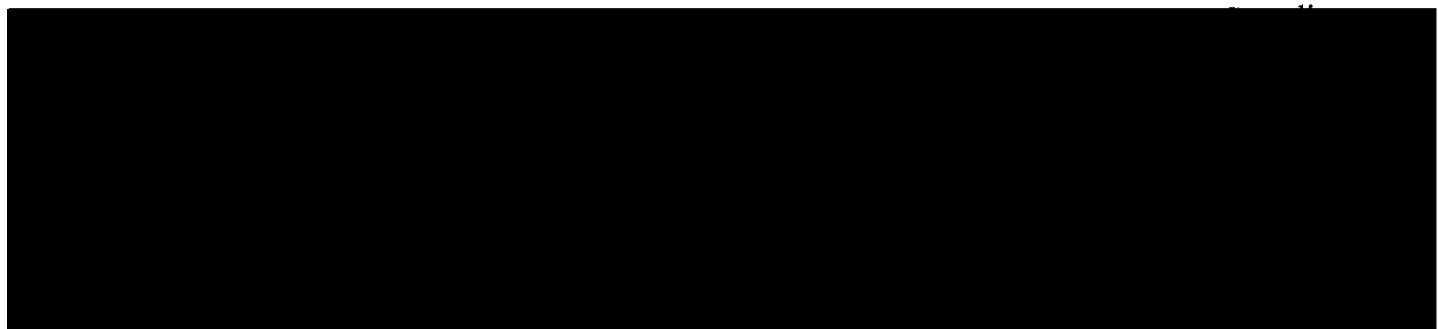


3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to

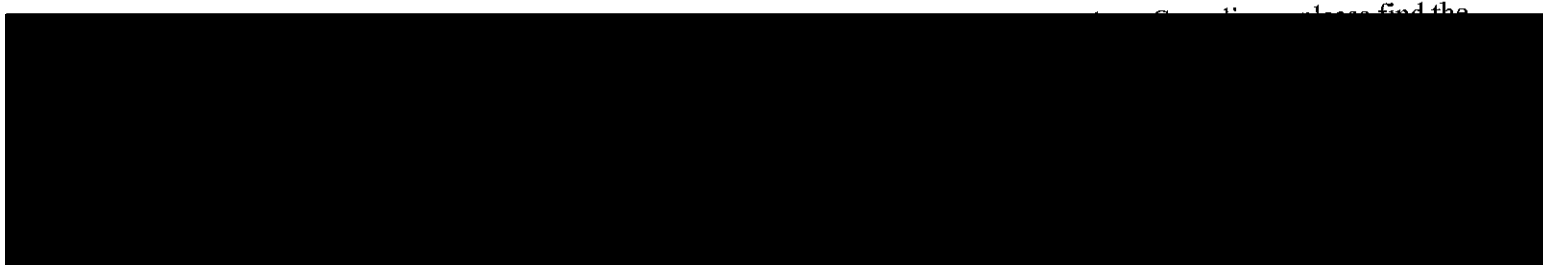
action against any health care facility or facility for providing marijuana for medical purposes in which those individuals either owned shares of stock or served as executives, and which resulted in conviction, guilty plea, plea of nolo contendere, or admission of sufficient facts. If no history of such criminal action, indicate N/A.



3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to actions related to fraudulent billing practices and any attempt to obtain a registration, license, or approval to operate a business by fraud, misrepresentation, or submission of false information. If no history of such civil or administrative action, indicate N/A.



3.4 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, has been the subject of any past discipline, or a pending disciplinary action or unresolved complaint, by the Commonwealth, or a like action or complaint by another state, the United States, or a military, territorial, or Indian tribal authority, with regard to any professional license or registration.



3.5 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, with respect to any business, has filed (or had filed against it) any bankruptcy or insolvency proceeding, whether voluntary or involuntary, or undergone the appointment of a receiver, trustee, or assignee for the benefit of creditors. If no such history, indicate N/A.

[With regard to Applicant's Evidence of Suitability and the Executive Team Members Compliance please find the following list:

- Stephen M. Werther – CEO – N/A.
- Richard W. Radebach – CFO / COO – N/A
- Marc A. Cohen – Treasurer – N/A
- Roger A. Pompeo – Medical Consultant – N/A
- Ellen M. Andrew-Kasper – Director of Patient Services – N/A]

#### 4. Applicant's Evidence of Financial Condition

4.1 Provide a one-page statement in the name of the applicant's non-profit corporation, or in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, from an insured financial

institution documenting the available liquid cash balance in a single account (\$500,000 for the first application and \$400,000 for each subsequent application, if invited to submit more than one), dated no earlier than 14 days prior to the response deadline (November 7, 2013). If the Corporation has the required funds in an individual account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, said individual must provide a completed and signed a notarized Letter of Commitment (in exhibit 4.1).

Proof of liquid funds in an account in the name of the corporation or, if applicable, in an account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, plus the Letter of Commitment attached as exhibit 4.1

4.2 If applicable, provide the names and addresses of all persons or entities contributing 5% or more of the initial capital to operate the proposed RMD, by application, and specify the actual percentage contributed by each person or entity. Indicate whether the contribution is cash, in-kind, or land or building. When the contributor is an entity include the names and addresses of its CEO/ED and **Board Officers**.

List of persons/entities/creditors contributing more than 5% and what form that capital takes attached as exhibit 4.2

4.3 Provide a narrative summary of projected capital expenses to build out both the proposed dispensary and cultivation or processing facilities, and attach a copy of the proposed capital budget.

[The projected capital expenses to build out a dispensary, cultivation and processing facility includes:

- Architectural fees – DPH & ACS hired architect
- Environmental study – As required by law and Bridgewater regulations
- Permits including construction, state and city / town, DPH and other permits as required
- Demolition of existing space - as required to prepare space for new build out
- HVAC systems – For both cultivation and other dispensary areas
- Fire protection system – As required by local, state and federal law
- Plumbing – For cultivation, kitchen and general purposes
- Electrical – Upgrades for cultivation area and general dispensary build out.
- Lighting – For cultivation and interior / exterior general dispensary build out
- Cultivation materials – Pots, nutrients, seeds, tables, counters
- Commercial appliances – Storage, refrigerators, stove, oven, tables, counters, utensils
- Paint and finishes – Final paint & finishes on dispensary build out
- Low voltage wiring infrastructure – Voice, data and security wiring
- Computer network equipment – Server, computers, printers, POS machines, wireless access points
- Seed to sale tracking software – MJ Freeway POS system
- Security system - intrusion system (2), camera system (CCTV), access control & personal security

systems

- Telephone system – Multi line system including call center software
- Furniture - Offices, sales area, office storage and other furniture as required
- Packaging products – Edible and packaged medical marijuana packaging
- Signage - Internal & external as required & allowed
- Rubbish disposal – Dispensary rubbish and waste removal]

Capital expenses attached as exhibit 4.3

4.4 Provide a narrative summary of the proposed year-one RMD operating budget, including projected revenues by sales type, line item operating expenses, and budget assumptions, and include the budget as an attachment.

[Alternative Compassion Services, Inc. (ACS) has created a year-one dispensary operating budget that reflects sales, cost of goods sold, and general/administrative expenses. Based upon the start-up experiences at Greenleaf Compassionate Care Center in Rhode Island, we anticipate sales of medical marijuana products to be as follows:

Packaged Medical Marijuana – \$323,538.00 estimated sales revenue in year-one

This is the product once removed from the plant, dried and trimmed for excess leaf material. It will be prepackaged in the following quantities:

- Grams
- One-eighth ounce (3.5 grams)
- One-quarter ounce (7 grams)
- One-half ounce (14 grams)
- One ounce (28 grams)

ACS will typically carry 8-10 different strains at any time. Their retail price will vary, due to factors of potency, cultivation time and yield per plant. We anticipate a retail price average of \$250 per ounce.

There is a general evolution in the buying habits of patients. First visits to the dispensary will typically result in patients purchasing package sizes of a gram and/or one-eighth ounce. This allows them to try multiple strains and determine their preferred strain(s). Subsequent visits will result in larger, more consistent purchases.

Edibles - \$161,769.00 estimated sales revenue in year-one

These are products such as baked goods, candies, butter/oils for cooking, and tinctures. They will be packaged and will specify serving size and medical marijuana dosing equivalent. Purchasing habits will mirror those of the packaged product noted above, and many patients purchase both.

Hash and Oils - \$53,923.00 estimated sales revenue in year-one

These concentrated products are extracted by various processes from the excess leaf material that still holds viable medical marijuana. They are usable by patients in multiple ways and will be available in one gram quantities.

Paraphernalia - \$4,400.00 estimated sales revenue in year-one

These are various styles of vaporizers, as well as an assortment of devices employed by patients in the consumption of medical marijuana.

Cost of Goods Sold is a subset of overall expenses and reflects in large portion the costs of producing the medical marijuana. It is a combination of actual manufacturing costs and the percentage of personnel expenses allocated towards that function. Within a medical marijuana program, Cost of Goods also incorporates expenses in providing non-sale services. The ACS budget has identified these as services that are provided on behalf of the patients and caregivers, as well as within the communities served by the dispensary. They include personnel time and resources spent with counseling, education and charitable efforts.

In breaking down Cost of Goods in year-one, ACS has identified and separated Personnel Costs and Manufacturing expenses within the overall dispensary operations. They are as follows:

- Personnel - \$316,250
  - o Grow Team
  - o Kitchen Team
  - o Medical Director
  - o Director of Patient Services

- o Staff Roles
- Manufacturing - \$335,718
- o Grow Room supplies and materials
- o Seeds
- o Laboratory testing
- o Cleaning supplies
- o Packaging
- o Security build-out and services
- o Other shared expenses

A significant factor in every dispensary's sales forecast will be the purchasing habits and demographics of registered patients. This program starts without data or viable projections on how many patients will be registered within the Commonwealth in year-one.

Secondly, the geographic dispersion of approved dispensaries and their proximity to each other is unknown at this time. The "minimum of one dispensary per county" rule does little to enlighten the dispensary as to the location of dispensaries potentially competing for the same patient base.

Finally, the ability of a patient to purchase medical marijuana from any approved dispensary will make it difficult to predict number of patients and frequency of monthly visits. Patients may choose to visit one dispensary after work during the week and then visit a different dispensary close to home on the weekends.

General and Administrative expenses in year-one will fall in excess of succeeding years, as initial start-up expenses are incurred beyond the capital expenses. They are estimated at \$331,400.

Salaries and benefits constitute the largest percentage of these expenses. The salaries of the Executive Team are modest in scope, based on the lower range of executive compensation models for non-profit organizations. Manager and other supervisory salaries fall within the starting annual salary range of \$35,000 to \$52,000. ACS is confident that this will attract quality candidates willing to take a degree of career risk to become part of an industry with great potential.

The starting hourly rate for full-time and part-time employees, as well as selected contract agents, will be \$12.50 - \$17.50 per hour. These ground-floor personnel will have a variety of opportunities to grow within ACS and move into higher income levels.

Other General and Administrative Expenses include:

- Advertising and Marketing – Selected opportunities in a low-key manner, taking advantage of existing social media portals
- Accounting – A very closely monitored program in year-one, to include quarterly reviews and mini-audits
- Software – One-time and monthly leasing fees
- Training and Professional Development – Accessing opportunities to become more operationally savvy about dispensary operations and medical marijuana cultivation through newly developing educational programs
- Legal – Navigating through the questions and/or issues that evolve in this new industry with all of its "gray areas" – to include potential year-two changes in the Commonwealth's medical marijuana program through the Department of Public Health
- Insurance – Combining traditional business, operations and professional liability coverage with the need to insure for the cultivation operations and the finished medical marijuana products]

• Insurance – Combining traditional business, operations and professional liability coverage with the need to insure for the cultivation operations and the finished medical marijuana products]

Year-one operating budget attached as exhibit 4.4

4.5 Provide a detailed summary of a three-year business plan for the proposed RMD, including strategic planning assumptions, utilization projections, growth projections, and projected revenue and expenses. Note that the complete business plan will be reviewed as a component of the provisional inspection process. Include projected revenue and expenses as an attachment.

[ALTERNATIVE COMPASSION SERVICES, INC.

Upon receiving notice that a license will be granted to Alternative Compassion Services, Inc. (“ACS”) the non-profit will execute a formal contract with our architect to complete plans to renovate our contracted space. These plans will then be submitted to the town of Bridgewater and MA DPH for approval. Greenleaf Compassionate Care Center, Inc, which has already successfully built out another dispensary facility in Rhode Island, will provide resources and supervision of the construction. It is forecasted that the dispensary build-out and the growing cycle of the first crop of medical marijuana will take four months to complete. ACS in its projections has capitalized all start up and capital expenditures. Sales are projected to commence in month five after receiving the final inspection and approvals.

ACS has borrowed \$500,000 to date and plans to borrow or raise an additional \$250,000 to \$500,000 on an as-needed basis. Having availability of funds in advance will insure the success of ACS’s operations.

Our revenue projection is based on research with Greenleaf Compassion Care Center in the state of Rhode Island. Month one starts with sales to 50 patients. ACS will then increase its patient count by 60% for two months - reducing the monthly increase to 22% for the remainder of the first year.

In year two, our revenue projection continues. Patient sales will increase at the rate of 2% per month. ACS wishes to project a conservative business model. Should reality allow for a faster growth in sales, the model can easily be adjusted.

Revenue projections in year three continue with ACS patient sales at a 3% monthly increase.

ACS understands the need to give back to the community. Revenue projections incorporate our pledge to sell lower cost and no cost medical marijuana to those in need. Working with state agencies, ACS has projected that 15% of our sales will have a 5 - 15% reduction in price, and 10% of our sales will be donated to those who do not have the ability to pay. We will reach out to the medical community, veteran’s organizations, religious organizations and hospice to find those we can help.

Our grow team is currently producing legal medical marijuana in the state of Rhode Island. They come to ACS with two years of experience, and they understand the security and accountability required in operating with a medical marijuana dispensary.

Payroll taxes and employee benefits are budgeted at 30%. Benefits include health insurance, 403B retirement, and long term disability.

Depreciation of equipment is calculated on the straight line basis over 5 years. Other depreciations are calculated as follows.

- Furniture depreciated over 7 years
- Leasehold depreciated over 39 months

Start-up costs will be amortized over 180 months.

The \$30,000 Phase 2 application fee and the \$50,000 annual licensing fee have been included in the year 1 capitol start-up budget.

ACS has budgeted Federal taxes based on the 2007 CHAMP case at the rate of 34%.

All revenue includes a portion for caregiving consulting and related costs are allocated accordingly.

ACS assumes that Federal and State laws will stay consistent in relation to medical marijuana.

ACS plans to hire drivers and inventory control employees at a current market study of \$15 to \$20 per hour.



The ACS board will meet quarterly to stay current on market and competition conditions enabling the non-profit to facilitate change quickly. The board will also compare budget numbers to actual numbers.

ACS will add employees based on sales needs, not before.

ACS's initial grow space will enable the company to obtain sales of \$1,500,000. When sales exceed \$1,000,000 ACS will commence expansion of the growing environment. Space will be available on day one but the build-out will commence when sales warrant.]

Three-year projections attached as exhibit 4.5

4.6 Provide a description of the proposed RMD's plan to obtain a liability insurance policy or otherwise meet the requirements of 105 CMR 725.105(Q).

[MA Department of Public Health Phase 2 Application Insurance Requirement

Alternative Compassion Services, Inc. (ACS) has engaged Integrated Insurance Solutions, LLC to obtain the required property and casualty insurance coverage and employee benefits programs for our organization to meet the standards set forth in: MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes.

Integrated Insurance Solutions is an established insurance brokerage and consulting firm based in Framingham, Massachusetts, providing insurance services to a wide array of clients throughout the United States. Specific coverage areas for this program will include:

- Builder's Risk Insurance
- Real and Personal Property Insurance
- Business Interruption Insurance
- Equipment Breakdown
- Employee Dishonesty
- EDP or Data Processing Coverage
- Crop Coverage including living plant material, harvested plan material and finished stock.
- General Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a deductible no greater than \$5,000
- Product Liability Insurance no less than \$1MM per occurrence/\$2MM aggregate with a deductible no greater than \$5,000
- Professional Liability Insurance
- Umbrella/Excess Liability
- Directors & Officers / Employment Practices Liability / Fiduciary Liability
- Data Privacy & Security
- Workers Compensation

ACS and Integrated Insurance Solutions have reviewed the aforementioned coverage options with the program underwriters and the policies will be put in force upon the awarding of a Registered Marijuana Dispensary license by the MA Department of Public Health. Please note terms are subject to change as exposures change from those represented.]

**5. Location and Physical Structure**

5.1 Provide the physical address of the proposed RMD dispensary site if a location has been secured. If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location. Interest may be demonstrated by (a) a clear legal title to the proposed site; (b) an option to purchase the proposed site; (c) a lease; (d) a legally enforceable agreement to give such title under (a) or (b), or such lease under (c), in the event the Department determines that the applicant qualifies for registration as a RMD; or (e) evidence of binding permission to use the premises.

[110 Elm Street Bridgewater, MA 02324]

Evidence of interest attached as exhibit 5.1

5.2 Provide the physical address of the proposed RMD cultivation site if a location has been secured (the response must be the same as the location indicated in the response to 5.1 or 5.3). If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location (see examples of evidence in 5.1).

[110 Elm Street Bridgewater, MA 02324]

Evidence of interest attached as exhibit 5.2

5.3 Provide the physical address of the proposed RMD processing site if a location has been secured (the response must be the same as the location indicated in the response to 5.1 or 5.2). If a location has not been secured, indicate N/A in the text box and exhibit. Attach supporting documents as evidence of interest in the property by location (see examples of evidence in 5.1).

[110 Elm Street Bridgewater, MA 02324]

Evidence of interest attached as exhibit 5.3

5.4 Describe efforts to obtain assurances of support or non-opposition from the local municipality(ies) in which the applicant intends to locate a dispensary, cultivation site, and/or processing site and indicate whether the municipality expressed any opposition. If the sites are in different municipalities, provide information related to each community. If available, include a demonstration of support or non-opposition furnished by the local municipality, by attaching one or more of the following:

- A letter from the Chief Administrative Officer, as appropriate, for the desired municipality, indicating support or non-opposition;<sup>1</sup>
- A letter indicating support or non-opposition by the City Council, Board of Aldermen, or Board of Selectmen for the desired municipality; or
- A letter indicating support or non-opposition by the Board of Health in the desired municipality.

[In an effort to obtain assurances of support or non-opposition from the local municipality, it was important for Alternative Compassion Services (ACS) CEO Stephen Werther and COO Richard Radebach, to begin to develop a positive relationship with town officials.

We were initially invited to meet with the Bridgewater Town Manager and Town Planner. We discussed the regulations of 105 CMR 725.000, the towns' recently amended by-laws which included specific language with regard to a Medical Marijuana Treatment Center and the zoned area that was included. We discussed ACS' philosophy and ideas on Medical Marijuana and a Medical Marijuana Treatment Center in Bridgewater.

<sup>1</sup> Chief Administrative Officer is the Mayor, Town Manager, Town Administrator, or other municipal office designated to be the chief administrative officer under the provisions of a local charter.

Attendees at the second meeting included the Town Manager, Town Planner, Chief of Police, a police Lieutenant as well as the Fire Chief. The conversation at this meeting centered more on the regulation details, public safety, the delivery program, and our plan for security both at the facility as well as the delivery program. The Fire Chief asked questions about the cultivation process and general fire safety.

The final and third meeting was with the Town Health Officer. The Health Officer had a good overall understanding of the program and the benefits of medical marijuana in general. We covered how our plans and programs could benefit the local community and his role as it related to the dispensary.

All 3 meetings were positive and informational for all participants. At no time did Bridgewater town officials express opposition to our plan. The town has agreed to provide letters of non opposition for Alternative Compassion Services, Inc. Two (2) letters are attached as exhibit 5.4, one from the Town Manager and one from the Town Health Officer.]

Letter(s), if any, attached as exhibit 5.4

5.5 Provide a summary chart reflecting answers to questions 5.1 -5.4 indicating evidence of local support or non-opposition for cultivation, processing or dispensing activities of the proposed RMD.

Summary chart attached as exhibit 5.5

5.6 Provide a description of the applicant's plans to ensure that the proposed RMD is or will be compliant with local codes, ordinances, zoning, and bylaws, as well as state requirements for the physical address of the proposed RMD dispensing site and for the physical address of the additional location, if any, where marijuana will be cultivated or processed.

[Alternative Compassion Services, Inc. (ACS) has met with the Bridgewater Town Planner and obtained zoning ordinance D-2013-014. This ordinance amends Bridgewater's Zoning By-Laws to include the appropriate siting of Medical Marijuana Treatment Centers (MMTC). The MMTC will be located and allowed by special permit within the Industrial E District. ACS has confirmed that the proposed location meets the criteria of the ordinance.

In order for ACS to be granted a special permit by the town, ACS must not only comply with all the requirements of MA 105 CMR 725.000 but also meet the following standards and criteria:

We have insured that the site is of adequate size for the proposed use and is not sited within a radius of 500 feet of a school, daycare center or other facility where children may congregate.

The site is located in an office park with adequate parking and provides main road access. In addition, there are adequate utilities including sewage, water supply and storm water drainage. Upgrades to maintain compliance will completed as necessary.]

5.7 Describe the applicant's plan to continue to develop and maintain a positive relationship in each community in which the RMD is/will be located.

[ACS has enjoyed initial success with developing a positive relationship with the Bridgewater, MA community. Stephen Werther (CEO) and Richard Radebach (CFO/COO) were invited to brief the Town Manager and Town Planner on the proposed dispensary project. Both officials were aware of the medical marijuana program and the implementation instructions contained in 105 CMR 725.000.

During the meeting, the Town Manager shared copies of Bridgewater's recently revised by-laws that contained the following addition in part:

## 19.0 Medical Marijuana Treatment Center

### 19.01 Purpose and Intent

A Medical Marijuana Treatment Center is hereby allowed by special permit in the Industrial E district of the town. The intent of this section is to:

- a. Establish specific zoning standards and regulations for medical marijuana treatment centers, and medical marijuana growing and cultivation operations;
- b. Protect the public health, safety and welfare of Bridgewater residents;
- c. Regulate the siting, design, placement, safety, monitoring, modification, and removal of a Medical Marijuana Treatment Center (RMD); and marijuana cultivation; and
- d. To minimize the adverse impacts of a RMD on adjacent properties, residential neighborhoods, schools and other places where children congregate, local historical districts, and other land uses potentially incompatible with said facilities.

Both groups established that the proposed site for the ACS dispensary falls within the Industrial E district of the town and is not sited within 500 feet radius of a school, daycare center, or any facility in which children commonly congregate. Other questions were asked and answered about structural and utility needs, as well as about medical marijuana in general. Richard shared information about his current medical marijuana facility in Portsmouth, RI and extended an invitation for town officials and guests to visit his dispensary in the near future.

A second meeting with the Town Manager included the Bridgewater Chief of Police and Fire Chief. A number of questions were asked and answered about security of the facility and the delivery program, as well as the property's safety/fire protection plans. ACS will arrange for both Chiefs to tour the Greenleaf dispensary in Portsmouth and hopefully meet the Portsmouth Chief of Police and Fire Chief.

A third meeting was held with Health Agent Eric Badger from the Bridgewater Board of Health. The group reviewed the Bridgewater by-laws and talked about the role Eric's department might play with the inspection requirements for this dispensary on behalf of the MA DPH. Each party promised to keep the other informed as the program unfolds.

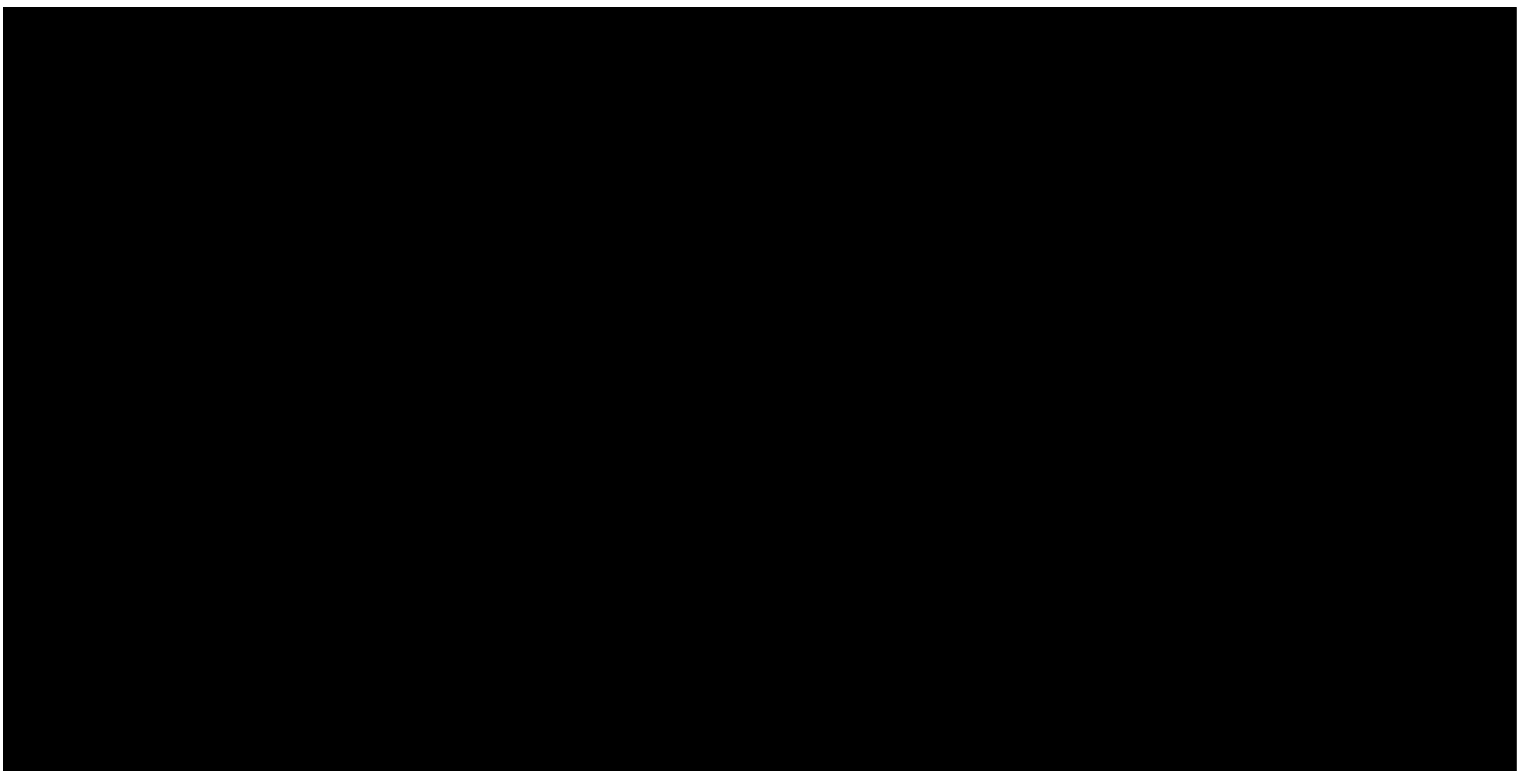
ACS will continue its efforts to engage Bridgewater and surrounding communities with a program of information, education, and accessibility. In addition to a regular interface with town officials, these other community entities are logical outreach opportunities:

- Bridgewater State University
- o Educating University officials and members of the campus community on the medical marijuana program
- o Opportunities to partner with University resources for enhanced community education efforts
- Bridgewater Board of Health
- Civic organizations
- Veterans organizations
- School and church groups
- Medical practices and groups
- Local media

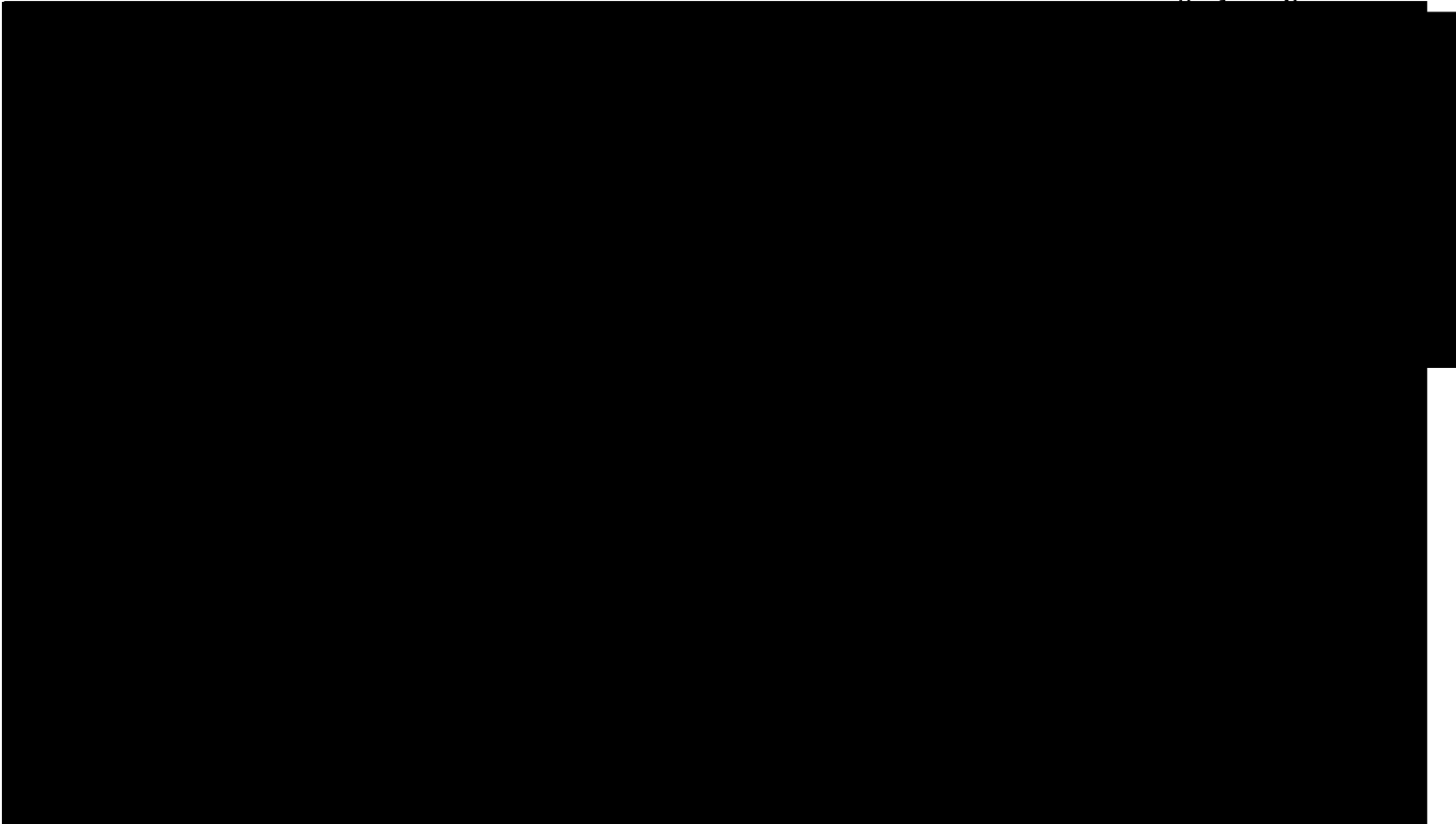
Since ACS hopes to extend its delivery services to adjoining counties, the above efforts and target contacts will take place in those communities as well as in other Plymouth County communities.

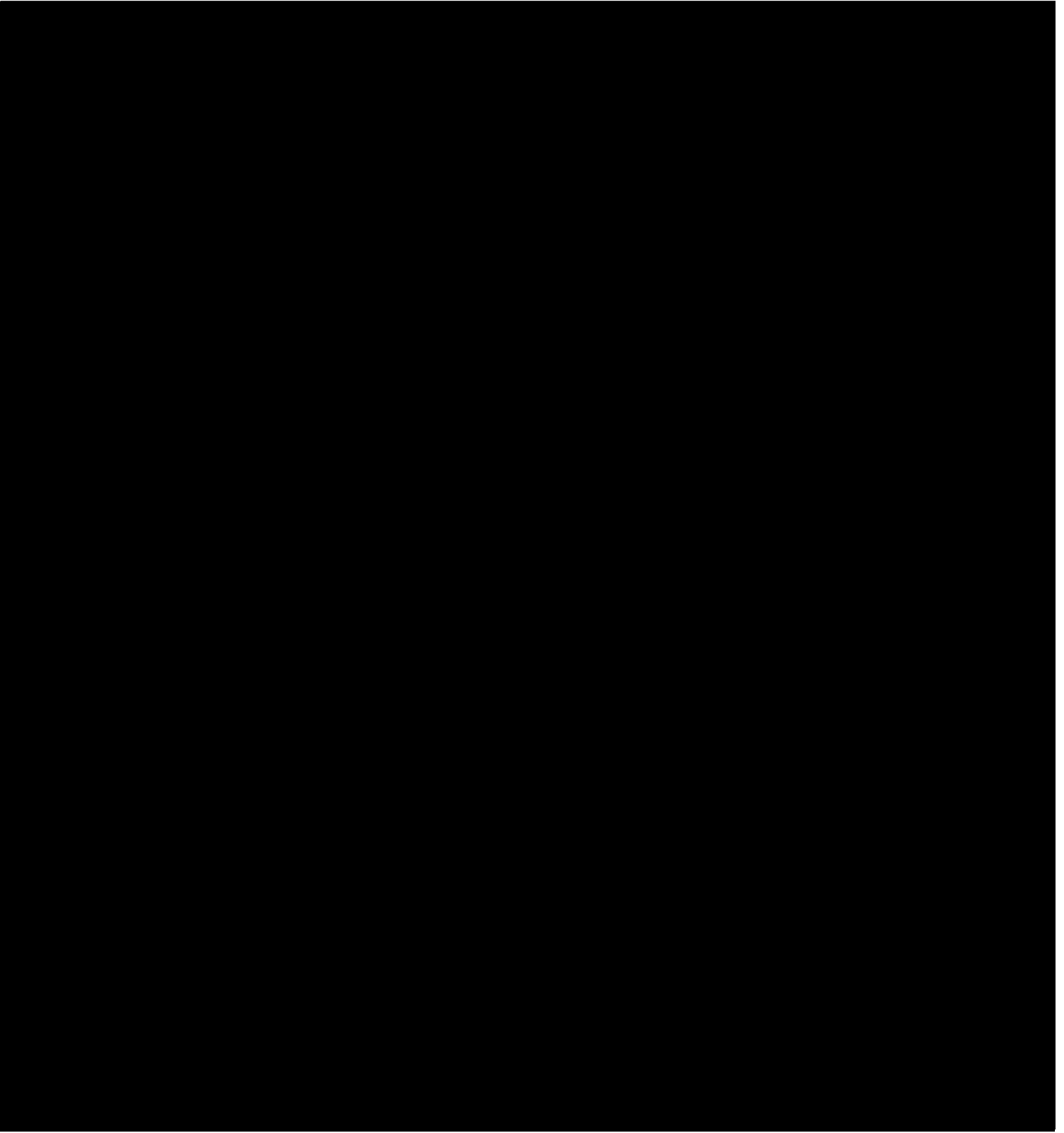
The overall theme of ACS outreach is to present the dispensary as a responsible and contributing business and neighbor that comfortably fits within its host community. The Greenleaf dispensary in RI has accomplished this within months of its opening, and ACS is confident of its ability to attain the same results.]

5.8 Provide a description of the proposed enclosed, locked facility that would be used for the cultivation and/or processing of marijuana, including steps to ensure that marijuana production is not visible from the street or other public areas. Note that the security plan will be reviewed as a component of the provisional inspection process.



5.9 Describe how the facility's security plan will help deter and prevent unauthorized entrance into areas containing marijuana and/or MIPs and theft of marijuana and/or MIPs at the proposed RMD and the alternate location, if any. Note that the security plan will be reviewed as a component of the provisional inspection process.





**6. Staffing Plan and Development**

6.1 Provide a narrative description of the proposed RMD staffing plan including position description, full time equivalency, and reporting structure. Attach an organizational chart in which you identify all staff and all

reporting relationships. If this level of detail is already included in exhibit 1.3, include the same organizational chart in exhibit 6.1.

[Alternative Compassion Services (ACS) has adapted the staffing plan currently in use by Greenleaf Compassionate Care Center, the dispensary co-owned by ACS Chief Operating Officer Richard Radebach. Positions and descriptions follow:

Chief Executive Officer (CEO) – Stephen Werther (Full Time)

Stephen’s function is to develop the strategic goals and objectives of ACS, giving direction and leadership towards the achievement of organization’s philosophy, mission and strategy. He will be the direct contact point for MA DPH and local municipal government personnel. Stephen will be accessible to the Medical Director at all times for consultation and/or guidance.

Chief Financial & Operations Officer (CFO/COO) – Richard Radebach (Full Time)

Richard will oversee the daily operations of the dispensary through supervision and guidance to the dispensary management staff, as identified below:

- Head Grower
- Dispensary Retail Manager
- Product Inventory and Control Manager
- Security Consultant
- Delivery Program Manager

He will partner with the Director of Patient Services to implement the ACS start-up plan and schedule, and he will report activities and/or issues to the CEO as necessary.

Richard is responsible for all financial and fiscal management aspects of ACS operations. He will provide leadership and coordination in the administration, business planning, accounting, and budgeting efforts of the company. He will supervise the daily activities of the Bookkeeper and Human Resources Specialist

Director of Patient Services – Ellen Andrew-Kasper (Part Time)

Ellen and her Program Assistant will represent patient needs and education within the dispensary’s operation. She will engage them, along with support organizations and the host/surrounding communities to introduce ACS and the Commonwealth’s medical marijuana program. This outreach will also incorporate opportunities to reach health care providers and institutions that interact with medical marijuana patients in other capacities.

Medical Director – Dr. Roger Pompeo (Part Time)

Dr. Pompeo will focus on providing an informational and educational connection between the medical communities and ACS. As a well-credentialed primary care specialist, he will be available to field questions and concerns among his contemporaries regarding the qualities and effects of a non-traditional medication.

Grow Staff – (Part Time)

ACS has selected a Rhode Island registered medical marijuana Caregiver to build-out and manage the horticultural operation. He will work with the Chief Operations Officer to introduce plants into the dispensary and provide daily supervision to his Assistant Growers (Part Time) throughout the cultivation cycle.

Dispensary Retail Manager (Full Time)

This position oversees the sale of medical marijuana and related products to registered patients. The Manager will be responsible for supervising the Sales Associates (Part Time) in their daily retail activities, which include patient verification, response to inquiries, inventory control, and all Point of Sales (POS) transactions. The Manager will also assist the kitchen staff in the transition of MIPs into the retail inventory.

Product Inventory and Control Manager (Full Time)

The “seed to sale” process is the responsibility of this Manager and their Assistant (Part Time). In coordination with the Grow Staff, the location, description, and yield of each plant is documented and monitored through the POS system. The utilization of the medical marijuana for various finished products

(including oils, hash, and edibles) is tracked to the gram weight. A regular schedule of inventory counts and disposition are also maintained.

Security Consultant – (Part Time)

The Security Consultant consistently monitors and reviews the dispensary security program to insure that the protocols for the safety of staff and patients are being fulfilled. Duties include a schedule of facility checks inside and outside the dispensary structure, as well as coordination of equipment reviews and testing with ACS contractors responsible for their installation and operation. The Security Consultant maintains a liaison with local and state law enforcement personnel and is available to lead facility tours and security briefings.

Delivery Manager (Full Time)

The ACS multi-county medical marijuana delivery program operates under the supervision of the Delivery Manager and a staff of Drivers (Part Time). The strict MA DPH guidelines and operating procedures dictate how medical marijuana deliveries are made by the drivers. The Delivery Manager insures that these requirements are met daily. This manager is also responsible for monitoring the online and by-phone process that patients use to order medical marijuana – including the steps taken by the dispensary retail staff to pull, process and package the product for delivery. ]

Organizational chart attached as exhibit 6.1

6.2 Explain the hiring plan for the RMD staff by role, including qualifications and experience by position description. Include a description of the applicant’s process to complete a Criminal Offender Record Information (CORI) check on each staff member working at the RMD at hire and on an ongoing basis.

[The Alternative Compassion Services hiring plan, by role, follows:

Chief Executive Officer (Position filled) - Must have executive level experience and / or have owned a business with gross revenues exceeding 1M per year. This position requires a background in technology or health services, supervising other management personnel and company finances.

Chief Financial & Operations Officer (Position filled) – This position requires experience in conducting the day-to-day bookkeeping and finances in a self-owned and / or mid to large size corporation. The CFO is responsible for producing capital, operating and multi-year budgets. The CFO will oversee daily cash receivables and payables.

Director of Patient Services (Position filled) – Management experience in a health care and / or human services organization is required. The director will have developed patient and / or community outreach service programs. These efforts will have taken place with other medical or human services professionals in either a teaching capacity or as part of a coordinated effort to provide information and or action.

Medical Director (Position filled) – Must be a physician with professional and medical ties to the South Shore and surrounding areas. The medical director will have experience in leading and / or consulting with peer groups regarding medical issues and / or opportunities.

Head Grower (Position filled) – The head grower will have verifiable and legal experience with the development of medical marijuana from seed, cultivation, harvesting and processing phases. The head grower will possess a scientific as well as a practical knowledge of horticulture and, specifically, medical marijuana strains, types and cannabinoid qualities.

Dispensary Retail Manager – This position will be filled by one of the Sales Associates at the Greenleaf Compassionate Care Center in Rhode Island - currently staffed with a Retail Manager and three Sales Associates. The ACS Chief Financial & Operations Officer (Greenleaf’s CFO/COO and co-owner) will make the selection for ACS. This will insure that the Retail Manager starts with hands-on experience in a medical marijuana dispensary, carries a depth of knowledge about medical marijuana to share with the Sales Associates and patients, and possesses a strong working capability with the ACS Point of Sale (POS) software – which is the system used at Greenleaf.



Product Inventory and Control Manager – The preferred candidate will have a supervisory background in manufacturing, where products are created to specification and follow a specific process to their completion, accountability and distribution. The Manager will work with a product that carries a lengthy timeline between first and final stages of growth, coupled with a harvesting schedule that requires a strict regime of intermittent yield each month. He/she will track the medical marijuana’s movement through the processing, packaging and retail steps via the POS system. Quality control and accountability for non-usable product and by-product will also be required.

Security Consultant – ACS intends to recruit a former law enforcement or security official for this part-time position. They will implement the physical and personnel security programs, work with ACS contractors, and provide a positive presence to the community. An ideal candidate will be someone having ties to the local and/or surrounding communities and a professional relationship with local and state law enforcement. Greenleaf’s Security Consultant will orient, train and assist the ACS Consultant upon hire.

Delivery Manager – The Delivery Manager will undergo much of the same initial training as the Sales Associates to insure that this program is conducted with the same standards and competency as “in store” operations. This Manager will recruit qualified part-time Drivers (2-4) – ideally responsible retired personnel with demonstrated customer service skills. Until the delivery program is underway and generating sufficient deliveries to patients, the Delivery Manager will assist the Dispensary Retail Manager in the day-to-day business of the dispensary.

Assistant Grower – These part-time positions (2-3) will be filled by employees of the Head Grower. They will be Rhode Island residents that have been registered Patients and/or Caregivers with the Rhode Island Department of Health. They have legal experience growing medical marijuana for themselves and/or other patients through Rhode Island’s medical marijuana program that has been operational since 2009. ACS considers this the best approach – utilize experienced grow staff that are self-taught or properly trained in a highly regulated environment to produce a quality product.

Kitchen Supervisor – This part time position will be filled by Greenleaf’s current Kitchen Supervisor and will report to the Chief Operations Officer. The goal is to launch the MIP program with the assistance and expertise of a state certified food safety and protection professional with legitimate and legal experience. The Supervisor will be responsible for the preparation of edibles with measurable, documented and displayed levels of medical marijuana. All MIP-related inventory and purchasing tasks will be coordinated by the Supervisor. Once the program is operating at a desirable level of competency and volume, a permanent Supervisor will be hired and trained.

NOTE: The Executive Staff will provide CORI releases as part of the Phase 2 application. The process for applicants to complete a CORI check will be integrated into the ACS hiring procedures. Typically, a candidate is selected and an offer of employment will be made contingent upon a CORI check that does not disqualify the candidate under the provisions of 105 CMR 725.000. ]

Proof of enrollment with Department of Criminal Justice Information Systems (DCJIS) to complete CORI checks attached as exhibit 6.2

6.3 Provide a detailed summary of the RMD’s personnel policies, including proposed wages, opportunities for advancement, the benefits package, and any employment provision required by law that will be offered to employees. Note that the Department will review the RMD’s personnel policies as a component of the provisional inspection process.

[Alternative Compassion Services (ACS) has developed personnel policies that recognize that a Registered Marijuana Dispensary (RMD) is a new and unique business entity in Massachusetts. While most traditional employee rules and regulations still prevail, ACS has included portions in their handbook that are based upon a best estimates of how to interpret and accommodate the provisions of 105 CMR 725.000. What follows is a summary of this effort.

ACS is an equal opportunity employer that will comply with all Commonwealth and Federal employment laws. Upon licensing by the MA DPH, a formal employment program will be activated. A number of manager level salaried and hourly positions will be available as well as hourly opportunities for full and part time employees. All candidates will complete a standard employee application packet that includes a release for ACS to request a CORI check when an offer of employment has been formally made. The packet will also include an explanation of a dispensary, along with a disclaimer stating that employees of a dispensary are protected by Commonwealth Law but not Federal Law with regard to the handling and/or possession of medical marijuana. A copy of the ACS Drug and Alcohol Free Workplace Program will be provided as well.

Upon acceptance of employment, an Employee Agreement will be executed. This document will include the following:

- Term of Employment – A starting date in status as an employee, subject to the provision elsewhere stated for termination
- Salary – Stated as a salary per year, or as an hourly rate
- Duties and Position – In what capacity the employee is being hired
- Full or Part Time Commitment to ACS – Employee agrees to devote full/part time attention and energies to the business of ACS.

Confidentiality of Proprietary Information – An agreement during or after employment not to reveal confidential ACS information or trade secrets to any person, firm, corporation or entity. If the agreement is violated, ACS will be entitled to an injunction restraining the employee from disclosure of information, or from rendering any service to any entity to whom this information has been or is threatened to be disclosed.

Reimbursement of Expenses – ACS will reimburse employee for all business expenses after the employee presents an itemized account of expenditures.

Vacation – ACS will present a schedule of vacation entitlements, based upon years of service.

Disability – Provisions if an employee cannot perform their duties because of illness or incapacity after a period of time. Should their continued absence extend for a stated period of time, ACS may terminate their employment. At that time, the Employee Agreement ends.

Termination of Agreement – Covers termination with and without cause, to include events relative to changes in ACS as a business entity.

Restriction on Post-Employment Competition – Defines a period after employment terminates in which the employee cannot consult to or be employed by a similar business, to include soliciting any of its accounts or by operating within ACS general business area.

ACS will issue other personnel policies during the employee orientation that address personal security and safety at the dispensary, patient confidentiality, and compliance with employee-related provisions of 105 CMR 725.000.

The ACS wage scale is designed to be competitive and flexible in support of the organization's growth and maturity. In general, starting wages will range as follows:

- Executive Staff @ \$37 - \$50 per hour
- Managers and Supervisors @ \$17 - \$25 per hour
- Hourly employees @ \$10 - \$20 per hour

Non-executive staff will be hired for a 60 day probationary period and receive a 90 day wage review. An annual performance and wage review will be given to every employee. ACS anticipates a healthy growth model that supports continued opportunities for current and future employees to progress personally and financially within the organization.

ACS will offer a benefits package in 2014 that includes provisions for healthcare, vacation/sick time, paid holidays, and any other benefit required under Massachusetts law. Current uncertainties regarding requirements under the Affordable Health Care Act, combined with the initial one year licensing of all RMDs, makes any longer range decisions for health insurance and employee savings programs tentative in the short term. ]

6.4 If known at the time of submission, provide the name and the role/title of each dispensary agent that the proposed RMD intends to employ. If the identity of dispensary agents is unknown at the time of application, indicate N/A.

Completed list of known RMD staff attached as exhibit 6.4

6.5 Describe the applicant's staff development plan, including a detailed description of all proposed training(s) for dispensary agents.

[ACS will engage in a multi-level training program as agents are brought into the organization. Beyond the general orientation training that covers patient privacy (HIPAA), personal and facility safety/security, and a medical marijuana tutorial, specialized training will be presented as follows:

- Patient Privacy – ACS will be HIPAA compliant on day one, as each new patient is asked to review and sign the Privacy Policy Notice. All agents will receive training from the Compliance Officer (COO) and take an exam to document their knowledge and understanding of HIPAA.
- Security – The Security Consultant will lead security training for, and provide the ACS security manual to, all agents. Security protocols will be provided to local and state law enforcement for review and comment. All agents will be subject to unannounced security challenges and questions to maintain an atmosphere of preparedness.

Security will also extend to external efforts, such as the medical marijuana delivery program. The ACS responsibilities for tight inventory control will necessitate specific training on accountability and diversion risks.

- Federal and Commonwealth medical marijuana laws and statutes – All agents will be trained on the applicable governing rules in this program. This will include the proper implementation of 105 CMR 725.000, as well as job-specific requirements.

- Patient Education – All agents will have the job or occasion to make contact with medical marijuana patients and/or caregivers. It is important to demonstrate professional communication skills in these interactions and to display a friendly, helpful and private demeanor that puts the patient at ease in this “different” environment.

- Recordkeeping – All agents will be trained in proper record keeping protocols (paper and electronic) as is required within their assigned duties. MA DPH has established rigorous recordkeeping requirements that must be accomplished with care and accountability. ACS will complement these standards and will acquire the technology and physical devices necessary for a successful program.

- Continuing Education – All agents exercising or operating within the medical parameters of this program will be given the resources and opportunities to fulfil initial and continuing medical education requirements. These will include professional opportunities through industry programs and conferences.

- Horticultural Training – The Head Grower will be given resources and the ability to further his knowledge of and exposure to this rapidly expanding field of medical marijuana. New growing techniques and materials are being introduced daily, and they should be reviewed and evaluated for integration in and improvement of the ACS operations. The Head Grower will also be responsible for the development of his assistants' horticultural training and development. ]

**7. Operations and Programmatic Response Requirements**

7.1 Explain the RMD start-up timeline, including evidence that the RMD will be ready to dispense within that proposed timeline if the RMD receives a provisional certificate of registration by the Department. The timeline

must detail, by location, the start up period, including key benchmarks, leading up to the Department's final inspection.

[ACS intends to open its dispensary in June 2014 with the same successful model that was utilized by members of the Greenleaf Compassionate Care Center start-up team during the period January 1 - June 1 in 2013. The timeline that was developed and executed for that dispensary is noted below.

The startup timeline with benchmarks and dates, attached as exhibit 7.1, indicates risk levels of "Medium" and "High". Medium risk is defined as a delay in work that does not cause an alteration of the timeline. High risk is defined as a delay in work that could cause an alteration of the timeline and, potential delay in the dispensary opening.

Month 1 (February 1 – 28, 2014)

- Announcement of ACS award to Bridgewater, MA community
- Building interior excavated and cleaned
- Structural and utility improvements permitted and contracted
- Rough build-out of retail, processing and administrative areas
- Grow area constructed and sealed
- Grow area plans finalized and approved
- Security and fire safety contractors walk-through and review of plans

Month 2 (March 1 – 31, 2014)

- Begin community information and outreach program
- Final structural and utility improvements completed
- Build and equip kitchen
- Grow area cultivation begins with seeds and seedlings
- Security and fire safety fit-outs for grow area completed
- Staff positions advertised
- Initial financial review conducted

Month 3 (April 1 – 30, 2014)

- Continue community information and outreach program
- Final building preparation for Certificate of Occupancy
- Growing operation continues
- Begin interview process for managers and supervisors
- Meet vendors and establish products and services agreements
- Point of Sale (POS) installation, training and inventory upload
- Schedule MA DPH inspection

Month 4 (May 1 – 31, 2014)

- Host ACS open houses for community – patient and non-patient
- Host patient open house and begin medical marijuana education program
- Host individual meetings and walk-throughs with community leaders, including police and fire
- Final security/fire installations and inspections
- Staff hired, oriented and trained
- Bring in non-medical marijuana products
- Set up retail area
- Conduct first harvest and curing
- Dress rehearsals for dispensary opening and delivery program
- Interim financial review conducted
- Final MA DPH and other inspections concluded



Month 5 (June 1- 30, 2014)

- Grand Opening date announcement and media tour of facility
- Open kitchen and prepare first MIP items
- Package medical marijuana
- Schedule first appointments
- Open for business

This start-up scenario outlines an organized progression of many moving parts leading up to the dispensary opening. It is not unlike other “brick and mortar” businesses in many of its components. The obvious difference is the presence of medical marijuana and the absolute necessity for its successful planting and growing cycle from day one. While other important start-up activities occur in the midst of the growing operation, most benchmarks are focused on the plants through their first harvesting. The Grower is responsible for a continuous regime of cultivation steps, coupled with hourly and daily attention to grow room activities by the Assistant Growers.

It is incumbent that the CEO and COO provide day-to-day supervision of the project and the start-up team’s efforts. ACS intends to fine tune its February to June timeline and activities over the two month period leading up to the proposed end of January announcement by MA DPH. One step in this process will be to assess Greenleaf’s start-up effort beginning in February 2013, to include a critique of lessons learned from that experience.

ACS anticipates close scrutiny from local officials, the media, and the patient community. In planning to become one of the first dispensaries to open in the Commonwealth, this organization has a significant responsibility to “get it right the first time” and to help create a favorable picture of how a professional dispensary should operate. ]

Start-up timeline with clear benchmarks and dates attached as exhibit 7.1

7.2 Provide a detailed summary of the year-one operating plan, including key business check-in points over the year that will inform business practice improvements.

[ACS has identified various aspects of its Operations Plan throughout this application. In summary, these are the principles and procedures that guide the year-one operation and establish key indicators of progress.

As a non-profit business, ACS is focused on a set of operating objectives that include the following:  
Implementation of the ACS Business Mission

The Executive Team is charged with the responsibility of clearly defining to its management staff and hourly employees the goals of ACS and the means by which they are achieved. This Team will be a hands-on group that engages and partners with its managers daily to accomplish the dispensary’s work. A clear communication of job responsibilities and expectations is required, along with the means to determine how well they are executed. The key business check-in comes from scheduled reviews of department performances, along with the mangers in charge.

Financial and Growth Strategy

The CFO/COO will develop a clear set of financial and growth metrics that both challenge and reward managers and their personnel. Budgets will be followed, and each manager must operate as if their department was its own business. Given the reality that ACS holds only a one year license, year one must succeed in both compliance with MA DPH rules and the dispensary’s ability to maximize its opportunities to market and sell its products within a new marketplace. With the competitive landscape of potentially 34 other dispensaries (to include their delivery programs), corrections and adjustments must come quickly. The key business check-in will be a weekly review among the Executive Team and key managers.

Patient Safety and Security Measures

While this objective is a part of the whole patient experience, it will become a focal point of media and public attention in the early days and weeks of the dispensary operations. The need to implement the training of staff and execution of standard operating procedures quickly and effectively in these areas will allow a positive experience for patients and the community. The key business check-in will be close personal attention daily by the Executive Team and especially the Security Consultant.

Community Relations

ACS has a business plan that predicts averages of 50-75 patient visits and deliveries daily. It may be competing with one or more dispensaries in Plymouth County, as well as unknown numbers of dispensaries in adjacent counties. Striking a cordial note and reaction from the leaders, businesses and citizens of Bridgewater and surrounding municipalities is an essential complement to our excellent products and customer service. The key business check-in will be a bi-weekly review of these efforts by the Director of Patient Services in-house, as well as through patient/community surveys and solicited feedback.

Product Development and Output

ACS will begin year 1 with a product lineup and pricing schedule that should be acceptable within the patient-consumer population and competitive against the other dispensaries within a reasonable radius. The CFO/COO has developed the dispensary's retail model based upon hands-on experience creating and launching a medical marijuana dispensary in Rhode Island. The key business check-in will be an almost daily review of dispensary sales, inventory levels by strain and product, and patient feedback directly and through the sales staff.

Non-Profit Status and Function

In the midst of the excitement, challenges and risks of this start-up dispensary, the Executive Team must maintain focus on the non-profit nature of this business and the responsibilities that it carries. As with any healthcare related organization, there are strict rules and protocols that must be followed, and staff must be properly trained to accommodate patients that are in need. The key business check-in will be monthly meetings in year 1 with the entire management team that include the ACS stewardship role as a non-profit. ]

7.3 Describe the applicant's knowledge of (and experience with) growing methods to be used in the cultivation of medical marijuana. Note that a copy of the marijuana cultivation and management plan will be reviewed as a component of the provisional inspection process.

[ACS will employ a professional grow team that has actively and successfully provided legal cultivation of medical marijuana in Rhode Island since 2011. The CFO/COO (an active Rhode Island medical marijuana Caregiver) has selected Robert Wood, who brings decades-long horticultural knowledge and experience, as the ACS Head Grower. Rob will manage the construction and operation of an efficient cultivation facility, with a production goal of early June 2014.

Rob has developed and/or consulted on a number of medical marijuana grow room projects, combining his horticultural capabilities with professional construction and HVAC contractor skills. He is well-versed on the unique techniques and protocols required in medical marijuana production that are atypical to most agricultural practices. While hygiene is essential in all consumable plant cultivation efforts, medical marijuana hygiene requires an elevated level of prevention. This will also extend to propagation, harvesting, curing and processing protocols – all under Rob's supervision.

In developing the ACS grow room, Rob will create a homeostatic environment with a series of controls to insure that plants will produce the highest quality and yield of medical marijuana. Proper engineering will include the following:

- A sealed facility to control movement of all liquids and gases
- Ample HVAC, electricity and fuel

- A water purification system
- A floor plan that allows for movement of grow staff within and around the grow area
- Automation of key functions, such as temperature control, humidity control, lighting frequency, carbon dioxide enhancement, water filtration, and air flow
- Video surveillance to allow visual monitoring of the grow area 24 hours-a-day
- Remote detection devices to monitor temperature, humidity, PH levels, and other key factors

Requirements for growers in other states typically do not prohibit the use of pesticides, inorganic nutrients and manmade chemicals. Rhode Island Department of Public Health has the distinction in this "industry" of having strict requirements similar to Massachusetts. With the knowledge and experience gained under these guidelines, ACS and its Grow Team will have no difficulty complying with the rules and protocols of 105 CMR 725.000

A sample checklist of grow room duties follows:

- |  |                                       |
|--|---------------------------------------|
| 1. 6:30am – Lights on                    | 9. Record max & min temp/humid        |
| 2. Change clothes                        | 10. Reset thermometer                 |
| 3. Smell the air (musty, stale)          | 11. Confirm controller function       |
| 4. Are all lights operating in main room | 12. Remove lid from cutting tray      |
| 5. Enter Vegetation Room                 | 13. Inspect rockwool – is it dry      |
| 6. Diagnose unlit lights and fix         | 14. Are any plants hardening          |
| 7. Check thermometers                    | 15. Exit and secure Veg Room door     |
| 8. Record current temp/humidity          | 16. Start Flower Room check list..... |

Rob will grow all plants from seed and perpetuate that process with a dedicated seedling area. He will develop strain selection with a variety of indica, sativa, and hybrid blends, with high CBD content and a THC range between 17% and 21%. He will work closely with the Kitchen Supervisor and Chef to supply necessary trim yields and to produce a medical marijuana product that yields extracts in varying strengths to support the creation of the following:

- Hash-based edibles
- Infused butter
- Concentrated oils (no additives)
- BHO (butane presence < 100ppm)]

7.4 Describe steps that will be taken to ensure the quality of the medical marijuana, including purity and consistency of dose and the presence of potential contaminants. Include a description of the testing process and frequency, quality standards, and plans to engage with a lab to conduct the testing. Note that a copy of the RMD's quality control plan will be reviewed as a component of the provisional inspection process.

[ACS is fortunate to have engaged the services of Know Your Grow (KYG) – a Rhode Island based laboratory that provides medical marijuana testing services. KYG currently provides testing for each of Rhode Island's approved dispensaries, as well as having been the only testing laboratory since 2011 for individual caregivers and patients enrolled in that State's medical marijuana program. KYG also supports the majority of Maine's medical marijuana dispensaries in their testing efforts. To date, over 5,000 medical marijuana samples have been tested.

KYG is poised to establish a state-wide satellite network in Massachusetts. A location has recently opened in Attleboro. Their mission is to provide a turn-key, third party potency testing and quality assurance service to dispensaries and patients/caregivers. ISO 17025 certification to support MA DPH requirements will be in place by December 2013.

KYG's services have been vital to dispensaries, as they need quality information in order to insure that their best decisions in strains selections and growing techniques are yielding safe and non-adulterated medical marijuana. Elements such as mold and mildew, pest feces, pesticide compounds, and volatile organic compounds found in concentrates are not present and presenting a danger when inhaled, vaporized, or injected by a patient.

Potency information is also critical in assisting patients to establish and repeat appropriate dosage for their condition(s). This is a practice followed in the sale of every commercial medicine to promote safe and effective use of that product. KYG is able to establish potency and facilitate a patient's decisions on dosing. This is especially important for edible or highly concentrated products.

KYG provides the following testing services:

- Potency Testing – for proper and repeatable dosing
- Pesticide Screening – to identify and quantify levels of popular pesticides used in cultivating cannabis
- Microbiological Screening – visual inspection for harmful mold and mildew
- Volatile Organic Compounds (VOC) Screening – to identify harmful bi-products of popular extraction agents used in the creation of concentrates – such as butane

For products that are typically burned or vaporized, KYG will use Gas Chromatography – where samples are vaporized during the testing process. This enables potency testing and safety screening for pesticides and VOCs found in popular extraction agents. For products that are not typically burned or vaporized, such as edible products and cooking ingredients, Liquid Chromatography will be used for potency testing.

All samples are handled by certified staff members. Visual inspection for mold and mildew is performed using sterilized material. Samples are weighed for accuracy level to the milligram and are then combined with extraction fluid and heated to 50 degrees Celsius. This insures a thorough and complete extraction before testing, as well as a consistent starting temperature. A very precise amount of that fluid is then withdrawn, using a syringe, and it is injected into the testing equipment.

Each Chromatogram is calibrated using standards procured from trusted industry leaders in chromatography standards. Calibration for all Gas Chromatogram and Liquid Chromatogram is performed every morning prior to daily testing jobs. Calibration is also performed in the event of a power-down of the Chromatogram, for the purpose of maintenance or configuration changes. ]

7.5 Describe the applicant's plan to dispose of excess or damaged plants or products, including security and plans to avoid diversion. Note that a copy of the RMD's marijuana disposal plan will be reviewed as a component of the provisional inspection process.

[ACS has a plan to disperse and dispose of all forms of medical marijuana and affected products in a safe, discreet and orderly fashion. These protocols will be similar to those practiced by the healthcare industry. As with medical waste, ACS personnel will identify, containerize, isolate, document and secure medical marijuana waste as one or more of the following actions is taken:

- Waste is destroyed or composted on site
- Waste is picked up by an appropriately licensed contractor for removal
- Waste is transported by ACS personnel to an appropriately licensed site in a non-usable form

In addition to 105 CMR 725.000, the following Commonwealth regulations will be followed in the proper disposal of these solid and liquid products:

- 314 CMR 3.00 – Surface Water Discharge Permit Program
- 314 CMR 5.00 – Ground Water Discharge Permit Program
- 314 CMR 7.00 – Sewer System Extension and Connection Permit Program
- 314 CMR 18.00 – Industrial, Wastewater Hold Tank and Container Construction, Operation and Record Keeping Requirements



ACS will document any medical marijuana or affected product relinquished by a patient and/or caregiver to the dispensary staff, as well as its subsequent destruction IAW 105 CMR 725.000.

Dispensary security policies will address the threat of diversion of medical marijuana and affected products. The Product Inventory and Control Manager has overall responsibility over all policies and procedures relative to these efforts. ]

7.6 If the proposed RMD intends to produce MIPs, describe the types and forms of MIPs that the RMD intends to produce, the methods of production (including sanitation and food protection processes), and procedures for labeling, storing, disposing, dispensing, and tracking MIPs. Note that a copy of the MIPs production plan will be reviewed as a component of the provisional inspection process. If the RMD does not plan to produce MIPs, indicate N/A.

[ACS will produce MIPs (edibles) that are available to patients on Day 1 of the dispensary operations. Edibles are typically viewed as an alternate means to medicate and as a complement to smoking and vaporizing practices. Its growing popularity comes from its convenience to transport, the ease of consumption, and its "time release" qualities.

Edibles will not be introduced as a treat, though many of them are sweetened and could be used to replace non-infused dessert items. ACS will present edibles as a means to deliver a healthy and flavored alternative for patients that are medicating.

Modern cooking methods and contemporary food cultures encourage the use of healthy ingredients – often organic. This extends to creating edibles that address health concerns by being gluten or dairy free. ACS will explore these options once the dispensary is operational and patient needs may be better assessed.

The proposed initial lineup of edibles will be as follows:

- Baked goods (sweetened and unsweetened)
- Candies
- Oils and butters – infused and sold to patients for their own cooking choices
- Tinctures

Proper food preparation and kitchen hygiene insures that foodborne illnesses will not become an issue. The Food and Drug Administration and the Commonwealth provide the necessary rules and guidelines that become the basis for in-dispensary protocols and best practices contained in the ACS Production Plan.

Creating a product by taking extracted cannabinoids from the finished medical marijuana plant and combining them with common cooking/baking ingredients is a multi-step process. ACS will incorporate all relevant portions of the plant to produce the extracts needed, using the efficient method of decarboxylation to produce THC from THCA.

Certified scales and measuring devices will insure that the standard 0.5 gram dose is being used at all times in food preparation, and packaging features will follow Commonwealth and Federal standards – defined and detailed in the Best Practices portions of the Production Plan.

The Kitchen Supervisor will conduct a daily check of the food preparation area and maintain a "train while working" presence to maintain proper sanitation and hygiene practices. This includes:

- A limited and clearly identifiable access area
- Equipment maintenance and cleanliness
- No adulteration or compromise of ingredients
- Current and verifiable records and checklists
- Scheduled and unscheduled inspections and peer reviews
- Proper environmental control

The ACS Production Plan will clearly illustrate the proper labeling of each type of edible product, as defined in 105 CMR 725.105 (E)(2). The MJ Freeway Point of Sale software will be the operating system used to produce the labeling for all edibles. It also provides the "seed to sale" inventory system for the medical marijuana and its by-products. MJ Freeway allows the dispensary to track medical marijuana in its original form as well as in its altered or "extracted" state.

Edible storage mandates a properly and environmentally controlled container, refrigerator or freezer. Compliance with the dispensary's sanitation policy, to include exclusion of any infestation, is required in all storage areas. Products that are expired, spoiled, or compromised to any degree will be placed in a dedicated and clearly marked storage area to await appropriate destruction and/or removal according to dispensary procedures.

Edibles will be displayed and sold in the same retail area of the dispensary. Patients will follow the same verification steps in purchasing edibles as are practiced with non-infused products.]

7.7 Describe the applicant's inventory management program, including seed-to-sale tracking procedures, prevention of diversion, and storage of marijuana products. Note that a copy of the inventory management program policies and procedures will be reviewed as a component of the provisional inspection process.

[ACS will utilize MJ Freeway Software Solutions – a “seed to sale” inventory and Point of Sale (POS) software system. This system is effectively in use now with Greenleaf Compassionate Care Center, which is co-owned by Chief Operating Officer Richard Radebach. This system includes the Gram Tracker Elite and Grow Tracker Elite platforms that provide the following:

- Integrated product weighing
- Inventory management
- Plant management
- Nutrient tracking
- Plant schedule and stages
- Batch tracking
- State compliance reporting and integration
- Product menu population
- Custom reporting

Tracking occurs in four phases

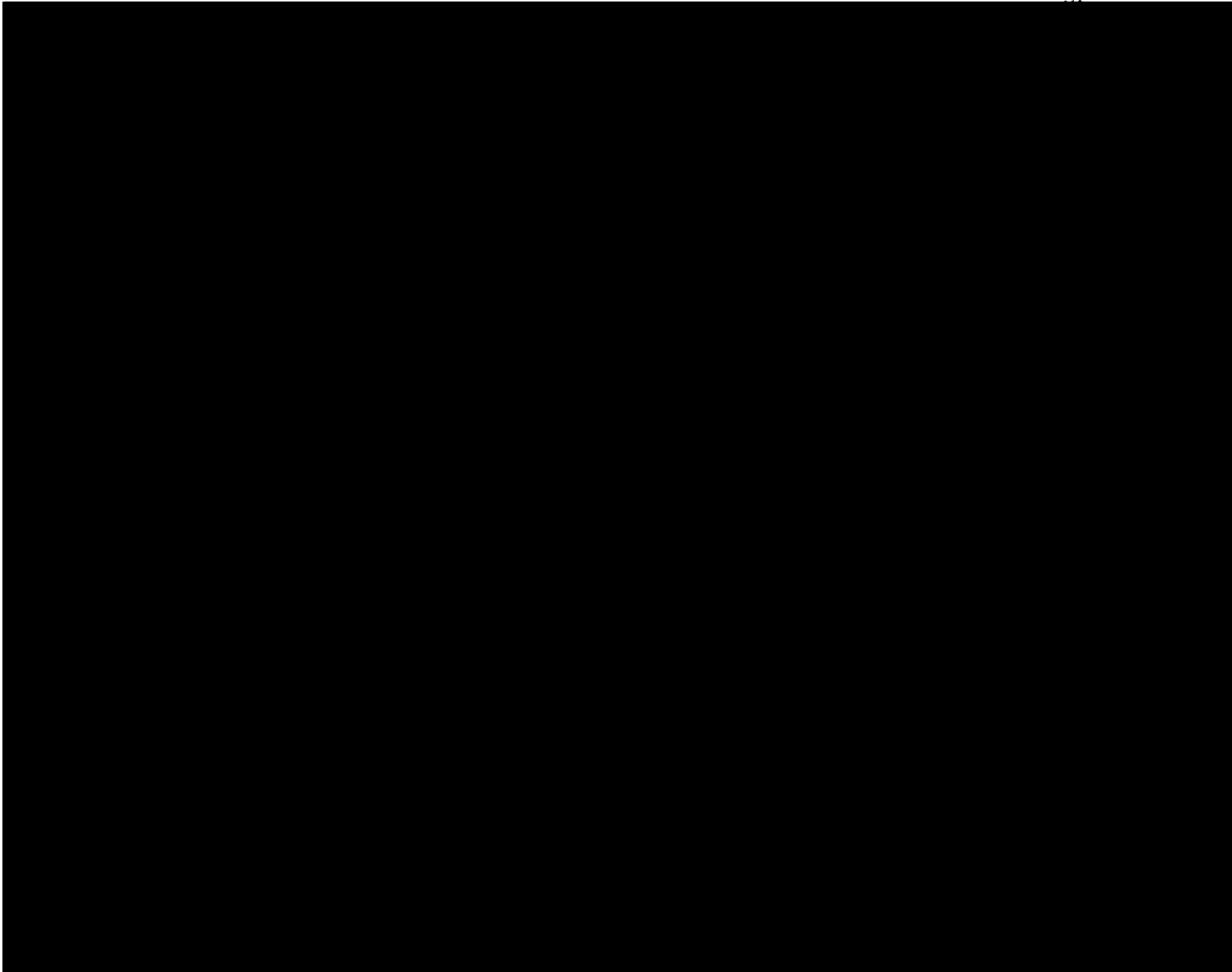
1. A seed, clone and/or cutting is acquired or produced in-house and entered into MJ Freeway with a unique identifier. This includes a serial number and bar code
2. The serial number and bar code is attached to the plant or container. Once it is planted, a batch and lot number is assigned. Every movement through the growing stages results in a status change on MJ Freeway
3. Once harvested, the weight of the materials culled from the plant (bud and trim) is entered into the tracking program
4. Upon packaging, the product will receive a label generated from MJ Freeway, along with a unique identifier, including patient name, and is moved to a storage area for further disposition. If divided into smaller quantities for retail, a secondary bar code is assigned in addition to its original batch and lot number
5. Status is changed when the product is moved into retail inventory. It is removed from active inventory upon sale.

The Diversion Prevention Program is practiced daily through a system of review and monitoring of sales, recordkeeping, security, waste management, and inventory control. Combined with the MJ Freeway system, total accountability is achieved as follows:

- Diversion prevention is a responsibility of every manager and supervisor in their daily activities. Each is responsible for utilizing MJ Freeway to generate reports and initiate audits.
- The ACS surveillance system records all employee activities within and directly outside of the dispensary. Recordings are reviewed as part of the dispensary security practices
- Access is restricted within the facility based on the employees' duties and responsibilities. For instance, retail personnel do not have access to the grow area – and vice-versa]

7.8 Describe how the applicant will transport marijuana, whether between the cultivation and dispensing site or between the dispensing site and a patient's home, including provisions for preventing diversion and tracking

inventory during transport. Include a description of the RMD's proposed home delivery protocol, including an identification check of the registered patient or registered personal caregiver and record keeping. Note that a copy of the transportation program policies and procedures will be reviewed as a component of the provisional inspection process.



7.9 Define the applicant's service area and provide an analysis of the projected patient population and projected need in the service area of the proposed RMD, including the applicant's strategy for delivering culturally competent and linguistically appropriate services.

[The service area for the Alternative Compassion Services dispensary and delivery services will include Plymouth County and the adjoining counties of Bristol, Norfolk and Barnstable.

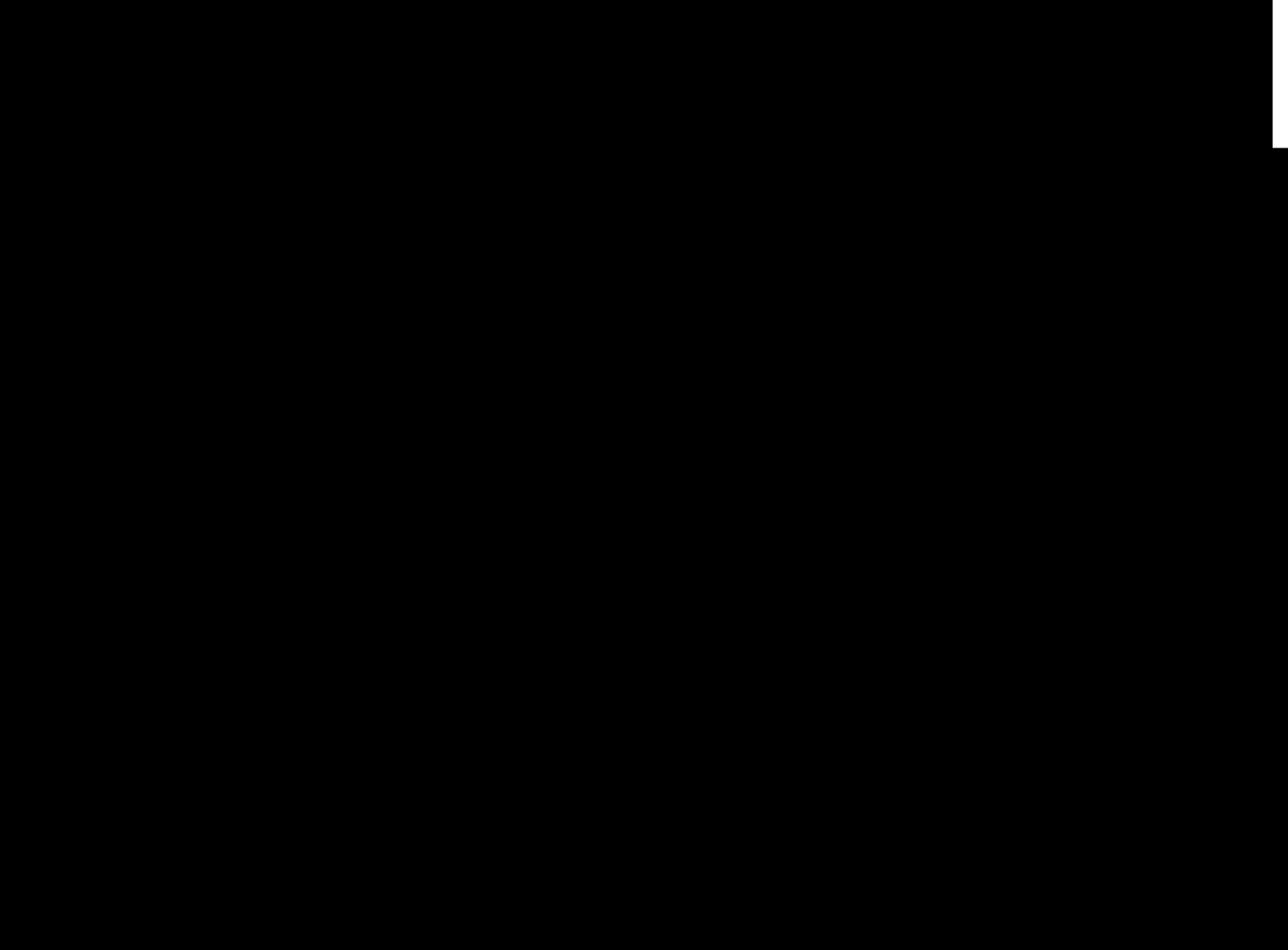
Based on 2012 Census estimates the total population of the 4 Counties is 1,948,109. Of this total 322,938 are listed as speaking a language other than English and 312,892 are listed as foreign born. The breakdown of races include White, Hispanic, Asian, Black and Native American. Percentage wise the number of Non Whites is 12.8% Plymouth County, 8.9% Bristol County, 17.7% Norfolk County and 6% Barnstable County.

Based on national statistics regarding Cancer, Glaucoma, AID's, HIV, Parkinson's, MS, Crohn's, Hepatitis C, and ALS it is estimated that approximately 12.5% of the national population could qualify under the Massachusetts Humanitarian Medical Use of Marijuana Act. This does not include the possibly large number of "chronic pain" patients that are statistically difficult to quantify. Applying the 12.5% rate to the population to >18 years of age in Plymouth, Bristol, Norfolk and Barnstable Counties, the projected number of adults who might qualify would be 190,851. In terms of actual medical marijuana patients within the 4 counties, ACS estimates that a 10% rate (approximately 19,000 adults) is viable.

In order to provide for culturally competent and linguistically appropriate services to this diverse population as mentioned above, ACS has partnered with The Boston Language Institute for translation services. Any written material or signage will be offered in alternative language appropriate to this population.

ACS will provide training to all staff in cultural awareness and sensitivity as part of the orientation process and ongoing training. This in addition to the experience we have acquired thus far in our respective careers will ensure the environment will be welcoming to patients of all cultures.]

7.10 Describe the RMD's procedures for safely dispensing medical marijuana to registered qualifying patients or their registered personal caregiver, including a process for identifying patients/caregivers, ensuring their safety, and protecting their privacy.



7.11 Describe the RMD's patient record keeping system and planned use of technology to support business operations, including use of the Department's electronic registration and dispensing tracking system. Note that a copy of the patient record keeping policies and procedures will be reviewed as a component of the provisional inspection process.

[ACS will not use a paper system for capturing and maintaining patient information. With the exception of a Privacy Practices (HIPAA) Acknowledgement, all patient information will be stored in the MJ Freeway operating system. MJ Freeway is a multi-purpose cloud-based patient tracking software system. It is fully HIPAA compliant, with state-of-the-art servers that are protected by biometric locks and around-the-clock surveillance. Their software and infrastructure are updated regularly with the latest security patches. Their network is protected by an enterprise-class firewall to ensure data safety. All patient data is encrypted.

Access to the ACS database will be limited to key personnel by rotating passcode, and access permissions to protected electronic patient files will be administered by the Chief Operating Officer.

ACS will utilize the electronic registration and dispensing tracking system secured by MA DPH as it becomes available.

Patient and caregivers are not obligated to provide any personal or medical information/data, with the exception of proof of registration and identity. ACS will document all patient and/or caregiver identification numbers at each visit and purchase. Patient and/or caregiver names and contact information will be requested in an effort to include them in dispensary activities and purchase opportunities. ACS believe that our trained staff will be in the position to assist patients and/or caregivers in a number of ways.

For internal purposes, ACS will track patient and/or caregiver purchase histories, strain preference and frequency of visits. At intervals, ACS will employ surveys for assessment of performance and other feedback. ]

7.12 Provide a detailed summary of the proposed RMD's policies and procedures for the provision of marijuana to registered qualifying patients with verified financial hardship at no cost or reduced cost, including a sliding fee scale. Note that a copy of these policies and procedures will be reviewed as a component of the provisional inspection process.

[ACS wants to contribute in the effort to provide more affordable medical marijuana to registered patients suffering financial hardship. Our intent is to couple a small amount of no-cost medical marijuana with the ability to purchase other amounts at a savings. This program will be reviewed throughout the year to insure that it is being conducted in a fair and professional manner.

We intend to use the income cut-off for Mass Health/Commonwealth Care eligibility as the threshold for the sliding price scale for medical marijuana. That is represented as 100 - 300% of the federal poverty level - starting at \$34,476 for a single person. As with MassHealth, ACS will use a variety of income verification tools such as tax returns, pay stubs, child support, and Social Security.

Patients at 100 - 300% or below of the federal poverty level will receive a free one-eighth ounce of packaged medical marijuana, that retails for \$250 per ounce, each month. In addition, eligible patients will receive a 5 - 15% discount on any medical marijuana product sold by the dispensary.

A 10% discount will also apply to all verifiable veterans, regardless of income, on each purchase. ]

Proposed sliding price scale attached as exhibit 7.12

7.13 Describe the proposed plans to provide counseling and educational materials to registered qualifying patients and their personal caregivers related to methods of marijuana administration and information about the health effects of marijuana use.

[ACS has learned from Greenleaf Compassionate Care Services in Rhode Island that patients and/or caregivers look for and appreciate medical marijuana information and guidance when it is presented in an informal and professional manner within the dispensary. We have also experienced positive feedback from those local community officials that have been briefed on the medical marijuana program by the ACS Executive Staff.

The overall plan for reaching dispensary clients is as follows:

- Provide a background of the medical marijuana program rules and regulations, to include
  - o Definitions provided in the Act
  - o How medical marijuana is dispensed and in what quantities
  - o Standards of responsible use by patients
  - o Safety and security precautions for patients and their family members
  - o License renewal requirements
- Explain how medical marijuana is used and its benefits/risks
  - o Consumption guidelines
  - o Strain profiles
  - o Proper dose administration
  - o Methods of consumption
- Continuing education and resources
  - o Americans for Safe Access (ASA) materials that address specific conditions
  - o ACS programs for patients/caregivers at the dispensary
  - o In-house information made available by advocacy and educational groups

A plan for initial and ongoing community outreach as follows:

- Reaching leading civic groups and organizations that provide a forum and support for medical marijuana education
  - Provided the information and resources to allow those eligible to become patients the opportunity and confidence to move forward with their healthcare providers or seek other professional opinions
- A plan to “de-mystify” medical marijuana within the healthcare community through various opportunities
  - Offer grand-round and in-service programs to healthcare providers under the guidance and assistance of the ACS Medical Consultant
  - Share patient feedback and prospective patient questions and concerns
  - Provide a consistent opportunity for the healthcare community to learn about medical marijuana and to seek ACS support ]

7.14 Describe the RMD’s proposed marketing and advertising plan, including the company logo, printed materials and flyers, external signage, advertising practices, and outreach and promotional materials. Note that a copy of the marketing and advertising plan will be reviewed as a component of the provisional inspection process. Do not include reproductions or representations of the logo, printed materials, or flyers.

[Responsible communication to patients, family members and the community at large is the simple goal of the marketing and sales plan being developed by ACS. It is a dual mission of presenting a positive picture of this Commonwealth-approved and regulated program, while profiling ACS as a well-organized and operated business that provides exceptional products and services to its clients throughout the State.

ACS has learned from the experiences of the Rhode Island dispensaries thus far in 2013. Both have engaged in low-key efforts that focus on education, accessibility, and customer service to draw patient business and maintain a “good neighbor” standing in their respective communities. There is no advertising by any media, and appearances in publications are either informational or as a result of a feature story. ACS has decided that a single spokesperson for the organization with regards to the media is the best strategy to attain and maintain continuity of our message to patients and the public.

Acceptable means to inform, educate and recruit are as follows:

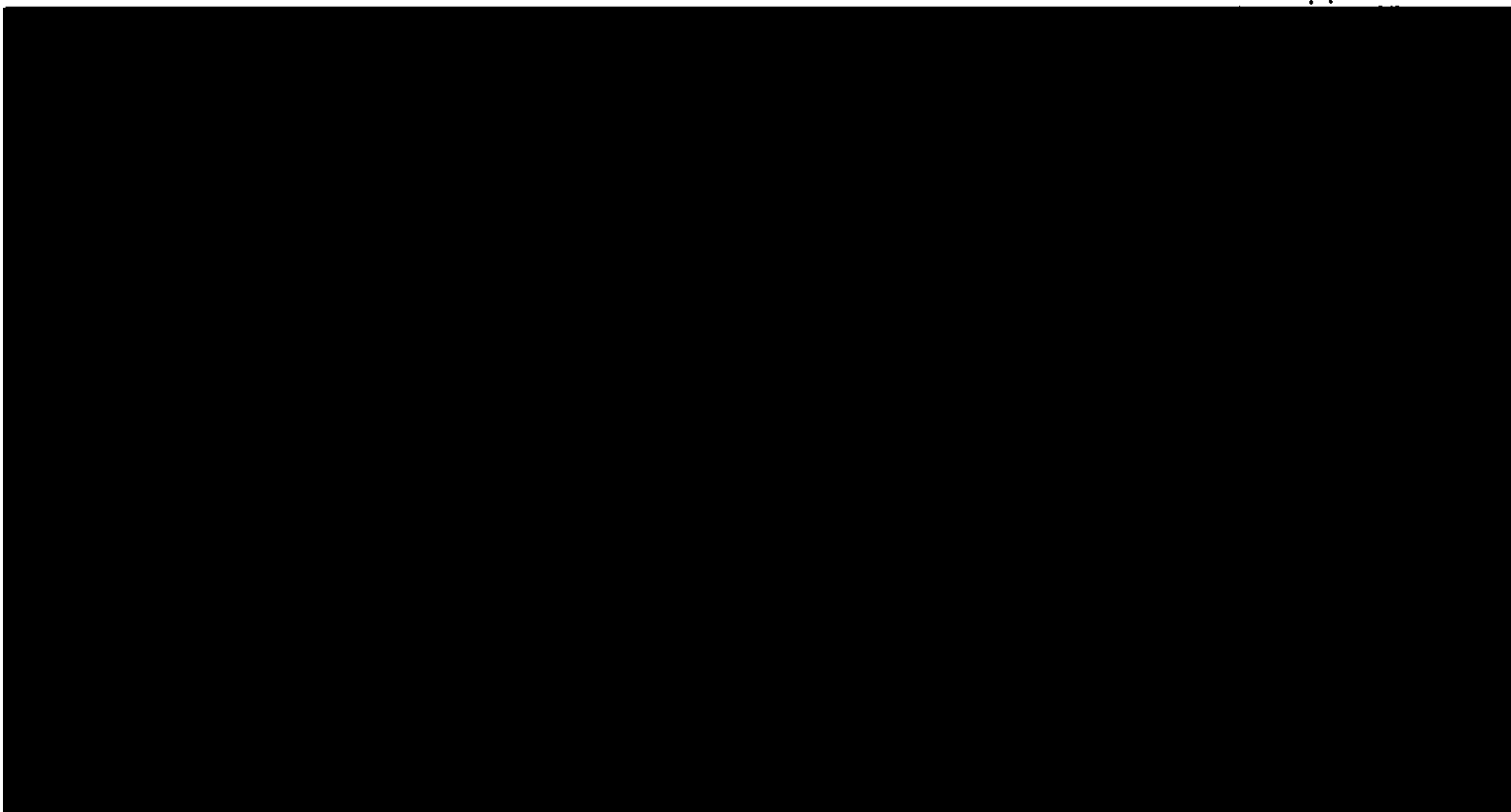
- The ACS website, with age-related disclaimers
- Scheduled interviews with print, radio and television
- Rack and business cards placed in appropriate and approved areas
- Events hosted or supported by ACS for various groups and/or organizations
- Special presentations to healthcare providers

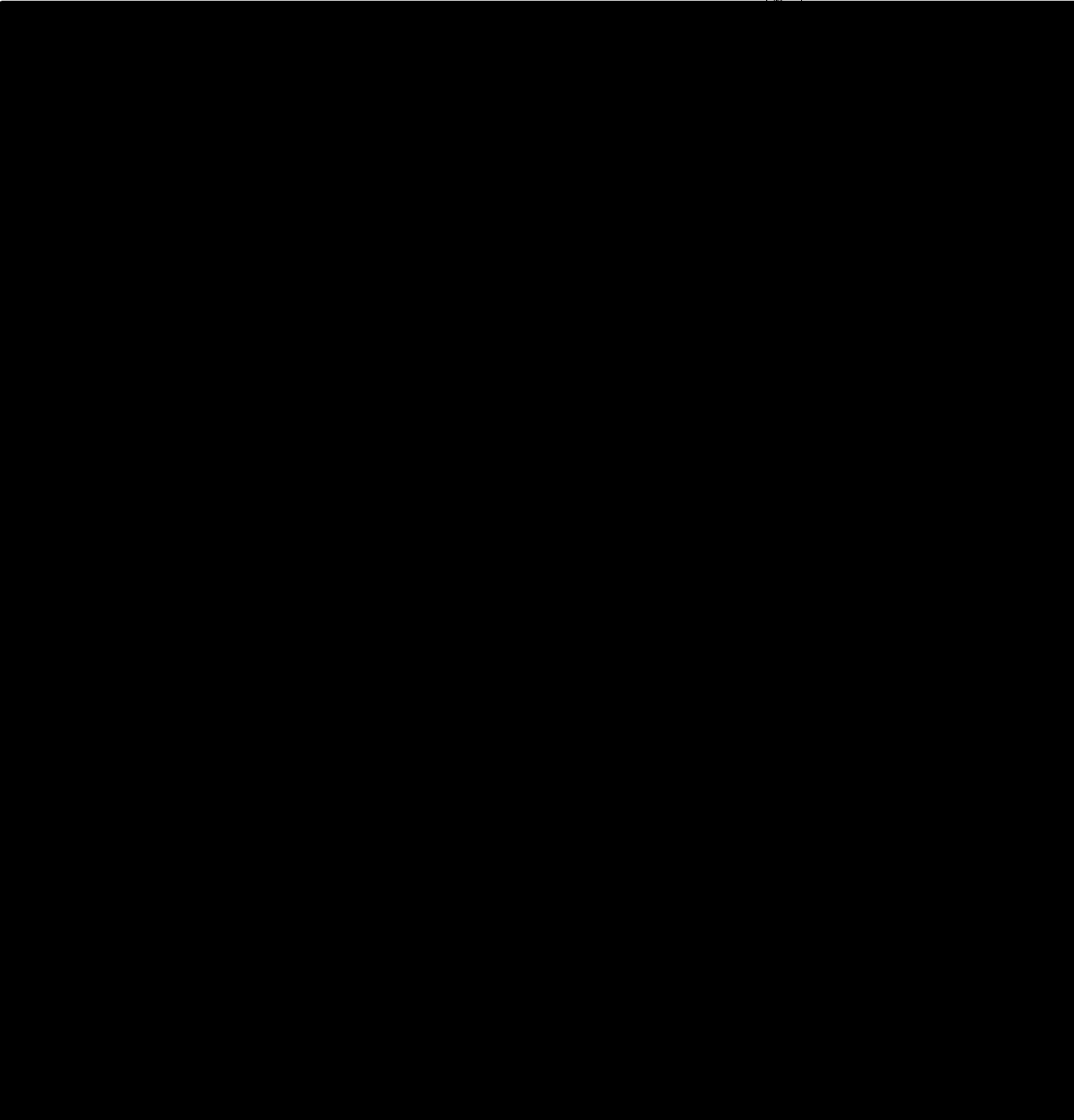
The ACS logo will be developed prior to the conclusion of the MA DPH dispensary selection process. It will be discrete and not reflect images and/or implications of medical marijuana use. Colors and style will be subtle, as the logo should not draw the attention of the public at any age. In addition, the selection of the organization name "Alternative Compassion Services" is void of medical symbols, marijuana images or paraphernalia, and any colloquial references to cannabis or marijuana.

Pursuant to 105 CMR 725, all materials used by ACS will not include:

- Any statement, design, representation, picture, or illustration that encourages or represents the use of marijuana for any purpose other than to treat a debilitating medical condition or related symptom
- Any statement, design, representation, picture, or illustration that encourages or represents the recreational use of marijuana
- Any statement, design, representation, picture, or illustration related to the safety or efficacy of marijuana unless supported by substantial evidence or substantial clinical data with reasonable scientific rigor, which shall be made available upon request of a registered patient and/or caregiver
- Any statement, design, representation, picture or illustration portraying anyone under the age of 18 years of age]

7.15 Describe the RMD's emergency preparedness procedures, including a disaster plan with procedures to be followed in case of fire or other emergency. Note that a copy of the safety and security procedures will be reviewed as a component of the provisional inspection process.

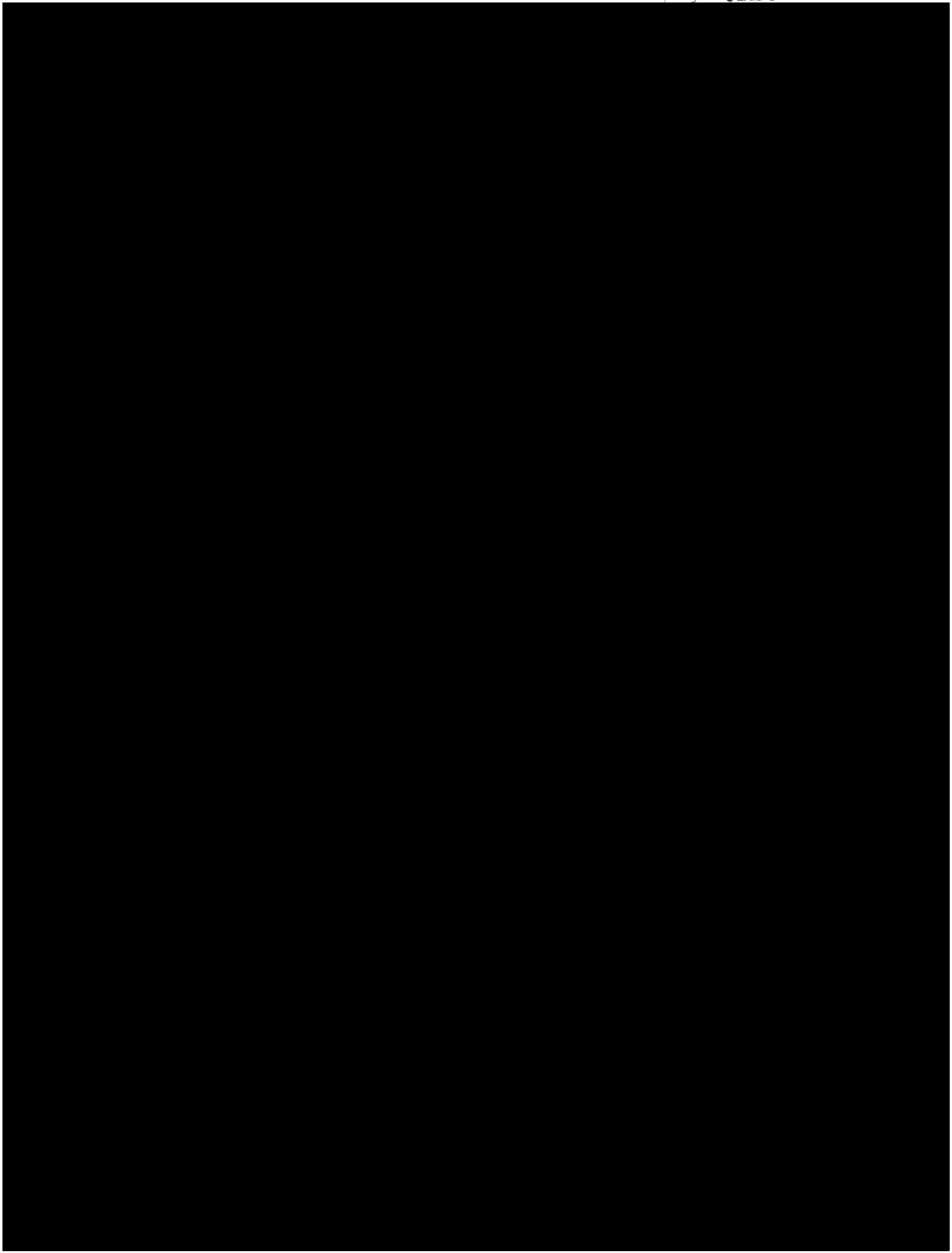




7.16 Describe the RMD's employee security policies, such as an employee ID/badge system and personal safety. Note that a copy of employee security policies will be reviewed as a component of the provisional inspection process.







7.17 Describe the RMD's incident management program, including policies and procedures to document, report, and manage adverse incidents, consumer complaints, operational concerns, and issues that will be reported to law enforcement and/or the Department. Note that a copy of the incident management program policies will be reviewed as a component of the provisional inspection process.

[The ACS Incident Management Program is a formal mechanism for documenting, reporting and managing events that will be handled internally and/or reported to law enforcement and/or MA DPH. The Program is managed by the CEO and serves to highlight ACS's commitment to monitor and react to those situations that challenge operational performance, safety and patient satisfaction.

Program policies and procedures will include the following:

- All criminal incidents will be managed according to our comprehensive Security Policies and Procedures Manual
- Appropriate measures will be taken to ensure that all medical emergencies occurring at the dispensary or during the transport of marijuana will be handled in accordance with those best practices outlined in our Safety Manual
- Quick response will occur if a patient reports adverse effects they believe are related to any of our products. These measures include:
  - o Assisting the patient, their family members, caregiver(s) and/or their healthcare providers determine what might have happened and how best to address the situation
  - o Determining, through testing, whether a particular product, batch or lot is compromised
  - o Documenting and reporting the source problem
  - o Destroying under established protocols any products that are deemed harmful or hazardous

Consumer Complaints are handled as follows:

- ACS will first determine the category of the complaint and determine whether the cause of the complaint could lead to additional harm or operational problems
- If the cause of the reported complaint is determined to be an on-going problem that could cause harm or adversely affect operations, ACS will take actions to mitigate the systemic causes
- If the complaint does not pose an immediate health risk, it should be reported first to a supervisor. The supervisor should list important details of the incident in the consumer complaint log.

The ACS mission supports a policy of awareness, identification, documentation and reporting for all operational concerns. Management of operational concerns involves integration of proper checks and balances that include:

- System reviews and data collection
- Regular and comprehensive audits
- Customer surveys to detect trends or issues
- Regular staff and one-on-one meetings to gather employee input

It is essential that every manager is properly trained to effectively document an incident and/or concern, as well as to follow the matter with the Compliance Officer until a resolution or conclusion is reached. ACS will, within a reasonable or formally requested time period, provide an incident report to MA DPH of any incident described below:

- Discrepancies identified during inventory, diversion, theft, loss, and any criminal action involving the dispensary

- Any suspicious act involving the sale, cultivation, distribution, processing, or production of marijuana by any person
- Unauthorized destruction of marijuana
- Any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or dispensary agents
- An alarm activation or other event that requires response by public safety personnel
- The failure of any security alarm system due to a loss of electrical power or mechanical malfunction that is expected to last longer than eight hours
- Any other breach of security. ]

## CHECKLIST OF REQUIRED DOCUMENTS FOR SUBMISSION IN PHASE 2

Assemble the required items for each individual application in the following order. If an exhibit is not applicable, indicate N/A on the exhibit form and submit it in order.

- Package Label (attached to the front or side of banker's box) – exhibit C
- Package Label (with original only) – exhibit C
- Bank/cashier's check for \$30,000 (with original only)
- 2 CDs (with original only)
- Sealed envelope with signed background check authorization forms and list—exhibits A1-A5 (with original only)
- List of authorized signatories—exhibit B
- Application Response Form (cover page on top)—original signed in blue ink by authorized signatory
- Organizational chart—exhibit 1.3
- List of Board of Directors (as defined on the Application Response Form)—exhibit 1.4
- List of Members of the corporation (as defined on the Application Response Form), if any—exhibit 1.5
- Corporation bylaws—exhibit 1.6
- Amended articles of organization (if applicable)—exhibit 1.7
- List of parent or subsidiary corporations, if any—exhibit 1.8
- List of references—exhibit 1.9
- List of Executive Management Team (as defined on the Application Response Form)—exhibit 2.1
- Resumes for Executive Management Team—exhibit 2.2
- One-page statement demonstrating liquid funds in an account in the name of the corporation; or in an account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, with Letter of Commitment —exhibit 4.1
- List of individuals/entities contributing 5% or more of the RMD's initial capital—exhibit 4.2
- Capital expenses—exhibit 4.3
- Year-one operating budget—exhibit 4.4
- 3-year budget projections—exhibit 4.5

- Evidence of interest in dispensary site—exhibit 5.1
- Evidence of interest in cultivation site—exhibit 5.2
- Evidence of interest in processing site—exhibit 5.3
- Evidence of local support or non-opposition—exhibit 5.4
- Summary chart of responses to questions 5.1 to 5.4—exhibit 5.5
- RMD organizational chart—exhibit 6.1
- Proof of enrollment with the Department of Criminal Justice Information Services (DCJIS)—exhibit 6.2
- List of RMD staff, if known—exhibit 6.4
- RMD start-up timeline—exhibit 7.1
- Proposed sliding price scale—exhibit 7.12
- Certification of Assurance of Compliance: ADA and Non-Discrimination Based on Disability (original signed in blue ink)—part of Application Response Form

Addendums or attachments not specifically requested in this document or on Comm-PASS will not be reviewed.



**ORIGINAL**

**ORGANIZATIONAL CHART  
(Exhibit 1.3)**

**This exhibit must be completed and attached to a required document and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc.

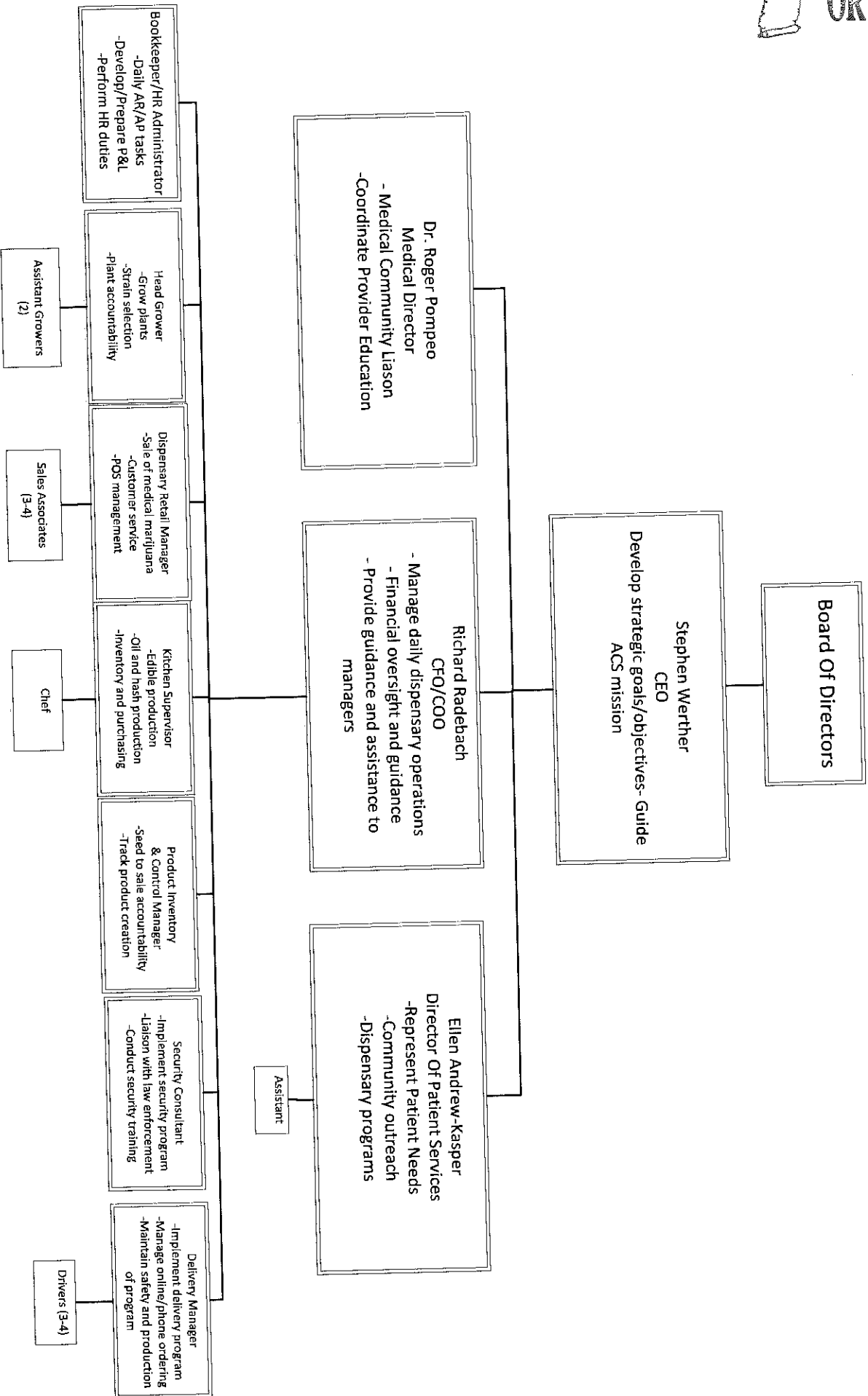
Application # (if more than one):

Attach organizational chart.


---

# Alternative Compassion Services

## Organizational Chart



**BOARD OF DIRECTORS**  
(Exhibit 1.4)

 ORIGINAL

This exhibit must be completed and submitted as part of the application.

Application # (if more than one): \_\_\_\_\_

Corporation Name: Alternative Compassion Services, Inc.

	Board Role	Name	Date of Birth	Business Email	Business Address
1	President/Chair	Stephen M. Werther	[REDACTED]	<a href="mailto:stephen@acs-pm.com">stephen@acs-pm.com</a>	120 Gilson Road Scituate MA 02066
2	Vice President/ Vice Chair	Richard W. Radebach		<a href="mailto:rradebach@thewellcomp.com">rradebach@thewellcomp.com</a>	1637 West Main Road Portsmouth, RI 02871
3	Treasurer	Marc A. Cohen		<a href="mailto:mac@cohenassoc.com">mac@cohenassoc.com</a>	151 Tremont Street Suite PH Boston 02111
4	Clerk/Secretary	Stephen M. Werther		<a href="mailto:stephen@acs-pm.com">stephen@acs-pm.com</a>	120 Gilson Road Scituate MA 02066
5	Director	Roger Pompeo, MD		<a href="mailto:rapmd143@yahoo.com">rapmd143@yahoo.com</a>	130 Forest Avenue Cohasset, MA 02025
6	Director	Ellen Andrew-Kasper		<a href="mailto:ellenak47@gmail.com">ellenak47@gmail.com</a>	120 Gilson Road Scituate MA 02066
7					
8					
9					



 ORIGINAL

**MEMBERS OF THE CORPORATION**  
(Exhibit 1.5)

This exhibit must be completed or marked N/A and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Name	Business Address	Type of Membership Rights	If Member of Other RMD, Which One?
1 N/A			
2 N/A			
3 N/A			
4 N/A			
5 N/A			
6 N/A			
7 N/A			
8 N/A			
9 N/A			
10 N/A			

**CORPORATE BYLAWS**  
**(Exhibit 1.6)**

This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc.

Application # (if more than one): \_\_\_\_\_

Attach bylaws.

BY-LAWS  
OF

ALTERNATIVE COMPASSION SERVICES, INC.

SECTION 1

ARTICLES OF ORGANIZATION, LOCATION  
CORPORATE SEAL AND FISCAL YEAR

1.1 Articles of Organization. The name and purposes of the corporation shall be as set forth in its Articles of Organization. These By-Laws, the powers of the corporation and of its directors and officers and all matters concerning the conduct and regulation of the affairs of the corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3 Corporate Seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

SECTION 2

ANNUAL MEETING

2.1 Annual Meeting. The annual meeting of the corporation shall be held on the first Tuesday of December in each year (unless that day be a legal holiday at the place where the meeting is to be held in which case the meeting shall be held at the same hour on the next succeeding day not a legal holiday) or at such other earlier or later date and time as shall be determined from time to time by the directors.

SECTION 3

SPONSORS, BENEFACTORS, CONTRIBUTORS  
ADVISORS, FRIENDS OF THE CORPORATION

The directors may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the directors shall

otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum and shall have no other rights or responsibilities.

## SECTION 4

### BOARD OF DIRECTORS

4.1 Powers. The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation. In addition to and without limiting the foregoing, the directors shall have and may exercise all powers, rights and privileges given to members of a corporation organized under Chapter 180 of the Massachusetts General Laws, as the same exists or may hereafter be amended, and as to any actions taken by the directors pursuant to any such powers, rights and privileges, the directors shall constitute the members of the corporation.

4.2 Number and Election. At each annual meeting of the corporation, the number of directors shall be fixed and that number elected. If the number of directors shall not be fixed at any annual meeting, the number in effect at the commencement of such meeting shall remain in effect. At any special or regular meeting the directors may increase the number of directors, and elect new directors to complete the number so fixed, by a vote of a majority of directors then in office; or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.

4.3 Term of Office. Each director shall hold office until the next annual meeting of the corporation and until his or her successor is elected and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified.

4.4 Committees. Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee shall have the power to act on all matters requiring prompt action between meetings of the directors except for such matters as are specified in Section 55 of Chapter 156B of the Massachusetts General Laws. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the directors. The members of any committee shall remain in office at the pleasure of the directors. In the event that any member of a committee shall cease to be a director of the corporation for any reason, he or she shall forthwith cease to be a member of such committee.

4.5 Regular Meetings. Regular meetings of the directors may be held without notice at such places and at such times as the directors may from time to time determine. A regular meeting of the directors may be held without notice immediately following and at the same place as the annual meeting.

4.6 Special Meetings. Special meetings of the directors may be held at any time and at any place when called by the Chairman of the Board of Directors (or if there be no such Chairman, the President) or by two or more directors.

4.7 Notice of Special Meetings. Notice of the time and place of each special meeting of the directors shall be given to each director by mail at least five days or by telegram at least forty-eight hours before the meeting addressed to him or her at his or her usual or last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him or her (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. Neither such notice nor wavier of notice need specify the purposes of the meeting, unless otherwise required by law, by the Articles of Organization or by these By-Laws.

4.8 Quorum. At any meeting of the directors a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.9 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, by the Articles of Organization or by these By-Laws.

4.10 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

4.11 Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 5

OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the corporation shall be a President, Treasurer, Clerk and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer may but need not be a director. The Clerk shall be a resident of the Commonwealth of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall

give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The President, Treasurer and Clerk shall be elected annually by the directors at their first meeting following the annual meeting of the members. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure. The President, Treasurer and Clerk shall each hold office until the first meeting of the directors following the next annual meeting of the corporation and until his or her successor is chosen and qualified, and each other officer shall hold office until the first meeting of the directors following the next annual meeting of the corporation unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each agent shall retain his authority at the pleasure of the directors.

5.4 Chairman of the Board of Directors. If a Chairman of the Board of Directors is elected, he or she shall preside at all meetings of the directors except as the directors shall otherwise determine, and he or she shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice Presidents. The President shall be the chief executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. If no Chairman of the Board of Directors is elected, the President shall preside at all meetings of the directors, except as the directors otherwise determine.

The Vice President or Vice Presidents, if any, shall have such duties and powers as the directors shall determine. The Vice President, or First Vice President if there are more than one, shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his or her inability to act.

5.6 Treasurer. The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall also be in charge of its books of account and accounting records and of its accounting procedures. It shall be the duty of the Treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service and other federal or state agencies. He or she shall have such other duties and powers as designated by the directors or the President.

5.7 Clerk. The Clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its Clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain the records of all meetings of incorporators and the

originals, or attested copies, of the Articles of Organization and the By-Laws and the names of all directors and the address of each. If the Clerk is absent from any meeting of directors, a Temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

SECTION 6

RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his or her resignation in writing to the Chairman of the Board, if any, the President or the Clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

6.2 Removals. A director or officer may be removed with or without cause by the vote of a majority of the directors then in office. A director or officer may be removed for cause only after reasonable notice and opportunity to be heard before the Board of Directors, which hearing may be waived.

6.3 No Right to Compensation. No officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no officer removed, shall have any right to any compensation as such officer for any period following his or her resignation or removal, or any right to damages on account of such removal, whether his or her compensation be by the month or by the year or otherwise; unless the directors shall in their discretion provide for compensation.

6.4 Vacancies. Any vacancy in the Board of Directors, including a vacancy resulting from the enlargement of the Board, may be filled by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if the office of the President, Treasurer or Clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Treasurer and Clerk until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 7

EXECUTION OF PAPERS

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the President or a Vice President and the Treasurer or an Assistant Treasurer, who may be one and the same person, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

SECTION 8

COMPENSATION; PERSONAL LIABILITY

8.1 Compensation. Directors shall serve with compensation. Directors shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services.

8.2 No Personal Liability. The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree or of any money that may otherwise become due or payable to them from the corporation.

SECTION 9

AMENDMENTS

These By-Laws may be altered, amended or repealed at any meeting of the directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby, by vote of a majority of the directors then in office.

SECTION 10

INDEMNIFICATION

10.1 Definitions. For purposes of this Section 10, the following terms shall have the following meanings:

- (i) "Indemnitee" means any person who serves or has served as a member of the Board of Directors of the corporation, any person who serves or has served as an officer of the corporation or in any other office filled by election or appointment by the Board of Directors and any person who serves or has served as an employee of the corporation;



(ii) "Proceeding" means any action, suit or proceeding, whether civil, criminal or investigatory, brought or threatened in or before any court, tribunal or administrative or legislative body or agency;

(iii) "Expense" means any liability fixed by a judgment, order, decree or award in a Proceeding, any fine or penalty, any liability reasonably incurred in connection with the settlement of a Proceeding and any professional fees and other expenses reasonably incurred in connection with a Proceeding or the settlement thereof; and

(iv) "Enforcement Proceeding" means a Proceeding initiated by an Indemnitee or by his or her heirs or legal representatives in which he or she successfully enforces his or her rights to indemnification under this Section 10.

10.2 General. Except as otherwise expressly provided by this Section 10, the corporation shall indemnify each Indemnitee and his or her heirs and personal representatives, to the extent legally permissible, against all Expenses incurred by such Indemnitee in connection with any Proceeding in which he or she is involved as a result of serving or having served as a director, officer or employee of the corporation or, at the request of the corporation, as a director, officer, employee or other agent of any other organization or in any capacity with respect to any employee benefit plan.

No indemnification shall be provided to an Indemnitee or his or her heirs or personal representatives with respect to any matter as to which it shall have been adjudicated in any Proceeding that (i) such Indemnitee did not act in good faith in the reasonable belief that his or her action was in the best interest of the corporation or, to the extent that such matter related to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan, or (ii) such Indemnitee derived an improper personal benefit.

Notwithstanding any other provision of this Section 10, an Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 with respect to acts or omissions occurring during any period in which such Indemnitee was not a director of the corporation except to the extent expressly approved by vote of the Board of Directors of the corporation.

To the extent authorized by a majority of the directors, indemnification under this Section 10 shall include, payment by the corporation of Expenses incurred by an Indemnitee or his or her heirs or personal representatives in defending a Proceeding in advance of the final disposition of such Proceeding; provided, however, that the corporation has first received an undertaking from such Indemnitee, or such heirs or personal representatives, to repay to the corporation all such advance payments if such Indemnitee, heirs or personal representatives shall be adjudicated in any Proceeding to be not entitled to such indemnification.

An Indemnitee and his or her heirs and personal representatives shall be entitled to indemnification under this Section 10 against all Expenses incurred by him or her in connection with any Enforcement Proceeding.

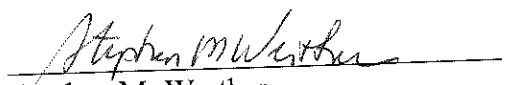
An Indemnitee and his or her heirs and personal representatives shall not be entitled to indemnification under this Section 10 against Expenses incurred by any of them in connection with any Proceeding initiated by any of them other than an Enforcement Proceeding unless the initiation of such Proceeding was expressly approved in advance by vote of the Board of Directors of the corporation.

In any Enforcement Proceeding, and in any other Proceeding which involves, or in which is sought, a determination as to whether or not an Indemnitee or any of his or her heirs or personal representatives is entitled to indemnification under this Section 10, the party or parties seeking a determination that he or she is not so entitled shall bear the burden of proving the same.

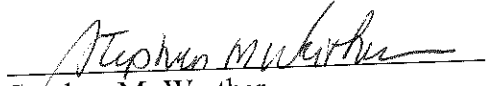
Nothing in this Section 10 shall limit any lawful rights to indemnification existing independently of this Section 10. Nothing in this Section 10 shall be construed as limiting in any manner the power of the Board of Directors of the corporation to provide indemnification to any person who is not a director of the corporation and who serves as an officer, employee or other agent of the corporation, who serves at the corporation's request as a director, officer, employee or other agent of another organization or who serves at the corporation's request in any capacity with respect to any employee benefit plan.

This Section 10 shall be deemed for all purposes to constitute a written agreement between the corporation and each Indemnitee which may be altered, amended or repealed in accordance with Section 9 of these By-Laws, provided that no alteration, amendment or repeal of this Section 10 shall adversely affect the rights and protection afforded to an Indemnitee and his or her heirs and personal representatives under this Section 10 for acts or omissions occurring before such alteration, amendment or repeal.

These bylaws of the corporation were duly adopted by a vote of the corporation's Board of Directors on the 14 day of May 2013

  
Stephen M. Werther  
Clerk

Attested to:

  
Stephen M. Werther  
President



ORIGINAL

**AMENDED ARTICLES OF ORGANIZATION  
(Exhibit 1.7)**

This exhibit must be completed and attached to a required document (if applicable) and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc.

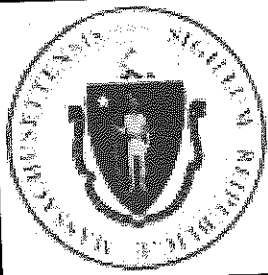
Application # (if more than one): \_\_\_\_\_

Please check box if articles have changed since Phase 1:

YES

NO

ORIGINAL



**The Commonwealth of Massachusetts  
William Francis Galvin**

No Fee

Secretary of the Commonwealth, Corporations Division  
One Ashburton Place, 17th floor  
Boston, MA 02108-1512  
Telephone: (617) 727-9640

**Certificate of Change of Directors or Officers of Non-Profit Corporations**  
(General Laws, Chapter 180, Section 6D)

Federal Employer Identification Number: 462655758 (must be 9 digits)

I, STEPHEN MARK WERTHER  Clerk  Assistant Clerk,

of ALTERNATIVE COMPASSION SERVICES INCORPORATED  
having a principal office at: 120 GILSON ROAD SCITUATE, MA 02066 USA

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: (Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)

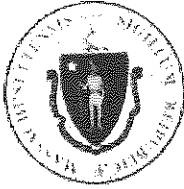
Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	STEPHEN MARK WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA	UNTIL
TREASURER	MARC A COHEN	151 TREMONT STREET, SUITE PH BOSTON, MA 02111 USA	THEIR SUCCESSORS
CLERK	STEPHEN MARK WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA	ARE
DIRECTOR	STEPHEN MARK WERTHER	120 GILSON ROAD SCITUATE, MA 02066 USA	DULY
DIRECTOR	MARC A COHEN	151 TREMONT STREET, SUITE PH BOSTON, MA 02111 USA	ELECTED
DIRECTOR	RICHARD WILLIAM RADEBACH JR.	2077 EAST MAIN ROAD PORTSMOUTH, RI 02871 USA	AND
DIRECTOR	ELLEN MARIE ANDREW- KASPER	120 GILSON ROAD SCITUATE, MA 02066 USA	ARE
DIRECTOR	ROGER A POMPEO MD	130 FOREST AVE. COHASSET, MA 02025 USA	QUALIFIED

**SIGNED UNDER THE PENALTIES OF PERJURY, this 14 Day of November, 2013,  
STEPHEN MARK WERTHER, Signature of Applicant.**



ORIGINAL

**Transaction Completed - Filing Accepted. No Fee**



Your filing has been submitted and will be reviewed by the Corporations Division. If you have any questions you may contact our office at (617) 727-9640 or e-mail our support desk at [corpinfo@sec.state.ma.us](mailto:corpinfo@sec.state.ma.us)

**Thank You for using our online service.**  
Click [HERE](#) to submit another filing.

<b>Filing Number:</b>	201356279160
<b>Services:</b>	
<b>Transaction ID:</b>	8450989 / Corp filing (03, 00018)

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**PARENT OR SUBSIDIARY CORPORATIONS  
(Exhibit 1.8)**

This exhibit must be completed and submitted as part of the application.

Application # (if more than one): \_\_\_\_\_

Corporation Name: Alternative Compassion Services, Inc.

Corporation Name	Chief Executive Officer	CEO Business Phone & Email	Corporation's Board Officers	Corporate Relationship to Applicant
1 N/A			President/Chair: Treasurer: Clerk/Secretary:	
2 N/A			President/Chair: Treasurer: Clerk/Secretary:	
3 N/A			President/Chair: Treasurer: Clerk/Secretary:	
4 N/A			President/Chair: Treasurer: Clerk/Secretary:	
5 N/A			President/Chair: Treasurer: Clerk/Secretary:	

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**REFERENCES  
(Exhibit 1.9)**

This exhibit must be completed and submitted as part of the application.

Application # (if more than one): \_\_\_\_\_

Corporation Name: Alternative Compassion Services, Inc.

	Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1	John Kinnealey	1.617.442.1200 <a href="mailto:johnk@kinnealey.com">johnk@kinnealey.com</a>	Business Client	1995 to present
2	Barbara Saccucci	1.401.847.4737 <a href="mailto:barbara@saccucci.com">barbara@saccucci.com</a>	Business Client	2011 to present
3	Derek Schultz	1.508.370.0002 <a href="mailto:derek@iisagency.com">derek@iisagency.com</a>	Business Client & Vendor	2007 to present

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**EXECUTIVE MANAGEMENT TEAM**  
**(Exhibit 2.1)**

This exhibit must be completed and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

	Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1	Chief Executive Officer/Executive Director	Stephen M. Werther	[REDACTED]	<a href="mailto:stephen@acs-pm.com">stephen@acs-pm.com</a> 1.617.620.5390	120 Gilson Road Scituate, MA 02066
2	Chief Financial Officer/Director of Finance	Richard W. Radebach	[REDACTED]	<a href="mailto:rtradebach@thewellcomp.com">rtradebach@thewellcomp.com</a> 1.401.461.0662	1637 West Main Road Portsmouth, RI 02871
3	Chief Operations Officer/Director of Operations	Richard W. Radebach	[REDACTED]	<a href="mailto:rtradebach@thewellcomp.com">rtradebach@thewellcomp.com</a> 1.401.461.0662	1637 West Main Road Portsmouth, RI 02871
4	Medical Consultant	Roger A. Pompeo, MD	[REDACTED]	<a href="mailto:Rapmd143@yahoo.com">Rapmd143@yahoo.com</a> 781.383.9422	20 Parkingway Cohasset, MA 02025
5	Director of Patient Services	Ellen Andrew-Kasper	[REDACTED]	<a href="mailto:Ellenak47@gmail.com">Ellenak47@gmail.com</a> 1.781.545.5857	120 Gilson Road Scituate, MA 02066
6					



**RESUMES FOR EXECUTIVE MANAGEMENT TEAM  
(Exhibit 2.2)**

This exhibit must be completed and attached to the required documents and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc.  
Application # (if more than one): \_\_\_\_\_

List the résumés attached:

	<b>Title</b>	<b>Name</b>
1	Chief Executive Officer/ Executive Director	Stephen M. Werther
2	Chief Financial Officer/Director of Finance	Richard W. Radebach
3	Chief Operations Officer/Director of Operations/Other	Richard W. Radebach
4	Director of Patient Services	Ellen M. Andrew-Kasper
5	Medical Director	Roger A. Pompeo
6	Other(specify)	



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STEPHEN M. WERTHER  
120 Gilson Road, Scituate, MA 02066  
Phone (617) 620-5390 \* Email [stephen@acs-pm.com](mailto:stephen@acs-pm.com)

Alternative Compassion Services, Inc. - CEO

2009 - Present **ACS Project Management - Scituate, MA**

**Founder, Owner, President**

*Project Management - helping clients manage the risks and challenges associated with relocation and facility management needs by bringing experience and market knowledge to the table, helping clients minimize disruptions, control costs and complete projects on time.*

- Developing new customer relationships and servicing existing company clients on all aspects of project / move management from sales through project completion, ensuring complete customer satisfaction.
- Facilitating all facets of moving and expansion projects including relocation, furniture procurement, voice/data wiring infrastructure, telephone systems and carrier selection, security systems (intrusion, access control and camera (CCTV) systems), IT consulting, and audio/visual systems for our corporate clients.

2006-2009 **Facility Management Consultants, Inc. Boston, MA**

**Vice President**

*Project Management group helping clients manage the risks and challenges associated with relocation and facility management needs by bringing experience and market knowledge to the table, helping clients minimize disruptions, control costs and complete projects on time.*

- Developing new customer relationships and servicing existing company clients on all aspects of project management from sales through project completion, ensuring complete customer satisfaction.
- Facilitating all facets of moving and expansion projects including relocation, furniture procurement, voice/data wiring infrastructure, telephone systems and carrier selection, security systems (intrusion, access control, camera (CCTV) systems), and audio/visual systems for our corporate clients.

1983-2004 **Alternative Communication Systems, Inc. Needham, MA**

**Founder, Owner and President**

*B2B Interconnect/Systems Integrator Business engineering, selling and servicing telephone systems, voice mail systems, call processing systems, voice, data and fiber cabling, VOIP Technology, and custom LAN/WAN computer networks.*

• Alternative Compassion Services, Inc. – CEO

- Started a service-oriented communications business with 1 service truck and an office in my apartment as the sole employee performing sales, installation, service and bookkeeping tasks.
- Built customer base of 3000+ business clients and an excellent business reputation while servicing the Eastern Massachusetts marketplace for 21 years.
- Acted as primary sales person until 1995. Continued sales throughout ownership.

**Stephen M. Werther**

Page 2

- Peaked at annual revenue of \$7M and 50 employees.
- Developed direct relationships with suppliers including Nortel, Microsoft, Cisco, Adtran, Graybar, Fujitsu, Mitel and many others.
- Sold business to Coghlin Network Systems in November 2004.  
[www.coghlinnet.com](http://www.coghlinnet.com)

2004-2006 **Collectible Dreams, Inc.** Natick, MA

**Founder and Co-owner**

*Internet Retail Part-Time Business focusing on automobile related toys, collectibles, artwork, jewelry and more.*

- Conceived, built and maintained retail website including digital images and descriptions of thousands of products, as well as online sale capabilities.
- Accumulated client base of 1000 retail and wholesale clients during 1<sup>st</sup> year online.
- Developed vendor relationships with major toy companies for direct supply.  
[www.collectibledreams.com](http://www.collectibledreams.com)

1999-2003 **DieCast Alley, Inc.** Needham, MA

**Founder, Owner and President**

- Conceived, built and maintained retail website for diecast model vehicles.
- Developed client base of 2500 wholesale and retail customers.
- Sold business to GreenLight Collectibles, LLC. [www.diecastalley.com](http://www.diecastalley.com)

1996-1999 **Revolution Software** Needham, MA

**Founder, Owner and President**

- Funded the in-house development of telecommunications-related software.



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• Alternative Compassion Services, Inc. – CEO

- Recouped investment by selling products to wholesale client base as well as the ACS retail B2B client base.
- Sold licensing of CTI (computer-telephony integration) software to Nortel, Inc.
- Sold call accounting software and “Revolution” name to RSI, Inc.  
[www.telecost.com](http://www.telecost.com)

1989-1998 **ACS Message Systems, Inc.** Needham, MA

***Founder, Owner and President***

- Built systems, technology and customer base from ground zero to 1000 clients for this voice mail service bureau.
- Sold business to Dictronics in 1998. [www.dictronics.com](http://www.dictronics.com)

***References Furnished Upon Request***



**Alternative Compassion Services, Inc. – CFO / COO**

**Education**

B.A., Political Science, College of William & Mary – Graduated in 1974  
M.A., Human Resources Management, Pepperdine University – Graduated in 1977

**Chronology of Job Assignments**

United States Army - Active Duty (1974 - 85)

United States Army - Reserves (1988 - 96)

BDM International, Washington, DC (1985-86)

- Staff Consultant, Organizational Training

Snelling and Snelling, Washington, DC (1986-87)

- Staff Recruiter, Office Support Division

Newbury College, Brookline, MA (1987-89)

- Director of Operations
- Adjunct Professor of Business Management & Human Resources

Direcktor Shipyard, Middletown, RI (1989-90)

- Safety Director/Workers' Compensation Administrator

Newport Hospital, Newport, RI (1989-2000)

- Occupational Health Consultant

The Wellness Company, Providence, RI (2000-Present)

- Founder and President

Greenleaf Compassionate Care Center (June 2013-Present)

- Chief Financial Officer and Co-Owner

**Summary of Job Accomplishments**

**Personnel Management**

- Developed and published over 40 Policies and Procedures Manuals covering a variety of Personnel Management areas
- Personnel manager for overseas military printing and postal facility employing 1,000+ US and German troops/civilians



- During a period of organizational growth, conducted manpower assessment studies which resulted in over 100 new job classifications
- Created a program to allow managers access to over 300 in-house personnel to fulfill temporary (usually 3-6 month) job assignments
- Provided hands-on supervision of personnel and community matters involving 20,000 personnel, employed and retired, in the greater New York Metropolitan Area

Administrative Management

- Conducted four yearly selection boards to interview and select exemplary law enforcement agents for participation in advanced criminal investigation training with senior FBI agents
- Managed Support Services activities, to include: 20 yearly support services contracts; a \$2.3M logistics/maintenance budget; building management for a 250,000 square foot office complex; program security for over 36 major classified Test and Evaluation projects

Health and Wellness

- Developed a nationwide network of drug testing collection facilities to support Federal Department of Transportation mandatory drug testing policies for 26,000 personnel in 26 states
- Organized turn-key delivery system for a school-based vaccination programs within every Rhode Island high school
- Partnered with Rhode Island Department of Health to deliver over 120,000 H1N1 flu vaccinations to school children within the State
- Successfully created a medical marijuana dispensary program and facility for registered patients within Rhode Island

# Ellen M. Andrew-Kasper

120 Gilson Road ♦ Scituate, MA 02066  
781.545.5857

A C S   D i r e c t o r   o f   P a t i e n t   S e r v i c e s

P r o f e s s i o n a l   E x p e r i e n c e

## Massachusetts General Hospital

Boston, MA

*Staff Nurse (2007-present):* Responsible for direct patient care of medical/surgical patients, patient/family teaching and training/supervision of orienting RN's, student RN's and ancillary staff on a busy 36 bed Orthopedic/Urology unit.

## Partners Home Care

Rockland, MA

*Staff Nurse (2001 to 2007):* Research Nurse Certification CITI/IRB. Cardiac Team Member. Participated in Partners Homecare Research program on telemonitoring with Class 3 and 4 heart failure patients. Relief telemonitoring nurse; telephone patient assessment and triage, documentation, communicate with physicians, case managers. Responsible for teaching patients and families. Responsible for IV's, wound care, vac dressings, g-tube management and lab draws. Received two Partners in Excellence Awards for Teamwork and Outstanding Achievement.

## Affiliated Community Visiting Nurse Association, Inc.

Rockland, MA

*Case Manager (1994 to present):* Responsible for coordination and delivery of care to all types of patients in their homes. Developed care plans for home health aides. Coordinated community resources for patients no longer requiring skilled care. Participated in Cardiac Team for patients with fragile cardiac status to maximize independence and prevent frequent hospitalizations. Utilize data collection tools to assess outcomes at various intervals of care. Assisted with transfers to other facilities when necessary. Review cases in adult group foster care and elderly housing complexes in Marshfield, MA.

## Tahoe Forest Hospital

Truckee, CA

*Nurse Manager, Staff Nurse (1989 to 1993):* Two years as House Supervisor, responsible for all nursing management of 50 bed acute facility and 36 bed ECF after hours and on weekends. Assisted in ER and other units as needed. Provided relief staffing and functioned as Per Diem Coordinator and Bed Control Nurse. On-call Sexual Assault Nurse Examiner responsible for examination, evidence collection, colposcopic photos. Coordinated formation of Sexual Assault Response Team in Tahoe/Truckee area which included fundraising and community discussions. Two years as Nurse Manager, responsible for 23-bed combined adult and pediatric medical/surgical unit. Responsible for financial/fiscal aspects, human resource endeavors, policy development, remodel planning, new program development and community outreach.

A C S   D i r e c t o r   o f   P a t i e n t   S e r v i c e s**Primus P2067A**

San Francisco, CA  
*Naval Reserve Nurse – NAVMEDCOM NW REG 530 (1987 – 1994):* Involved with support of mobilization site at Oakland Naval Hospital. Served one weekend a month and two weeks per year in Active Duty. Recalled to Active Duty during Operation Desert Storm.

**Oakland Naval Hospital**

Oakland, CA  
*Assistant Branch Head (1985 – 1987):* One year on 40-bed medicine ward. Two years in emergency room. Responsible for oversight of nursing and ancillary staff. Other responsibilities included budget officer, Product Review Committee, Patient Contact Representative, BLS Instructor and PM Supervisor.

**USNS Mercy T-AH 19**

Hospital Ship  
*Staff Nurse (1987):* Six-month temporary duty on Humanitarian Cruise to the Philippines. Participated in two-week operational demonstration. Assigned to 50-bed Casualty Receiving area. Assisted in supplying, outfitting and writing procedures. Rotated between ICU onboard and RN in charge of oversight of Ortho Clinic onshore.

**US Naval Hospital**

Okinawa, Japan  
*Assistant Branch Head (1982 – 1984):* Responsible for supervision, training, scheduling and evaluations of nursing and ancillary staff on combined Medical/Ortho ward. Education Officer. Trained in Combat Casualty Course. Cruised with Marines to set up Field Hospital and acted as Relief Recovery Room Nurse.

E d u c a t i o n :

- ♦ **University of Massachusetts at Amherst** – BS Degree in Nursing
- ♦ **Scituate High School** – Scituate, MA

L i c e n s i n g   &   C e r t i f i c a t i o n :

- ♦ State Board of Nursing – California
- ♦ State Board of Nursing – Massachusetts
- ♦ BLS Certified

H o n o r a b l e   M e n t i o n   &   P e r s o n a l   I n t e r e s t s

- ♦ 2007-Volunteered with Missionaries MD's and Nurses in Lampang, Thailand setting up community support, Health Services and small businesses for HIV patients
- ♦ Leader of Sierra Club National Outings – Adult and family trips in Alaska, Utah and California
- ♦ 1992-Worked in Himalayan Rescue Association Clinic in Pheriche, Nepal
- ♦ Started Environmental Committee at Tahoe Forest Hospital
- ♦ Hiking, mountain biking, rock climbing and cross-country skiing





**ROGER A. POMPEO, MD**

20 Parkway  
Cohasset, MA 02025  
781-383-9422 / Fax 781-383-8024

CURRICULUM VITAE

Medical Director ORIGINAL

Roger A. Pompeo, M.D., F.A.A.F.P.

**EDUCATION;**

B.A. Bowdoin College (Chemistry)  
M.D. Boston University School of Medicine

**POST GRADUATE TRAINING:**

Internship-Framingham Union Hospital  
Residency-U.S. Naval Hospital, Boston, Massachusetts

**LICENSURE:**

Massachusetts Medical License 30135  
New York 139060  
DEA - AP4590813

**CERTIFICATION:**

National Board of Medical Examiners  
Diplomate, American Board of Family Practice  
Fellow, American Academy of Family Practice  
Advanced Cardiac Life Support

**APPOINTMENTS:**

Clinical Instructor of Social Medical Sciences  
And Community Medicine, Boston University School of Medicine  
Medical Examiner, Norfolk County, Massachusetts

**MILITARY SERVICE:**

United States Navy  
Senior Officer, MILPHAP, Rach Gia, Vietnam  
U.S. Naval Hospital, Boston  
Vietnam Service Medal  
National Defense Service Medal  
Republic of Vietnam Campaign Medal, Ribbon with Device  
Bronze Star

AFFILIATIONS:

Medical Director  
ORIGINAL

Solo Family Practice – Cohasset, Massachusetts  
Active Staff – South Shore Hospital, So Weymouth, Massachusetts  
Emergency Room Staff – Quincy City Hospital  
Emergency Room Staff---South Shore Hospital  
Emergency Room Staff---Choate Hospital  
Medical Examiner---Norfolk County  
Massachusetts Medical Society  
Norfolk County Medical Society  
American Academy of Family Practice  
American College of Sports Medicine  
Massachusetts Medical Society  
Physician---United State Ski Team  
Physician---Lake Placid Olympic Organizing Committee  
National Association of Medical Examiners

PROFESSIONAL

COMMITTEES:

Chairman---Department of Family Practice, South Shore Hospital  
Executive Committee---South Shore Hospital  
Emergency Room Committee  
Chairman---Inter-specialty Advisory Committee—Blue Shield of Massachusetts  
Master Plan Committee—South Shore Hospital  
Credentials Committee---South Shore Hospital  
Records Committee---South Shore Hospital  
Disaster Committee---South Shore Hospital  
Board of Governors---Massachusetts Academy of Family Practice

CIVIC:

Founder, Chairman—Cohasset Drug Education Committee  
Chairman---Board of Health Cohasset, MA



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**EVIDENCE OF CAPITAL  
(Exhibit4.1)**

**This exhibit must be completed and attached to a required document and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc.

Application # (if more than one): \_\_\_\_\_

Total Capital needed for this application: \$ 500,000

Attach one-page bank statement.



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11-15-2013

ALTERNATIVE COMPASSION SERVICES INC  
120 GILSON RD  
SCITUATE MA 02066

To Whom It May Concern:

Please accept this letter as verification of the total balance for all accounts for the customer listed above. Total Balance as of 11-15-2013 = \$500,081.50.

Should you have any questions, please do not hesitate to contact me directly.

Sincerely,

M. Parker Pescatore  
Assistant Branch Manager | Notary Public  
Downtown Crossing, Boston B156 | NMLS #832507  
63 Franklin St | Boston, MA | 02110

P: (617) 772-0205 | F: (617) 439-4356

E: [m.pescatore@easternbank.com](mailto:m.pescatore@easternbank.com)

**INDIVIDUALS CONTRIBUTING 5% OR MORE OF INITIAL CAPITAL  
(Exhibit 4.2)**

This exhibit must be completed and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

	Name	Business Address	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	EJM HOLDINGS LLC	151 TREMONT ST BOSTON MASS 02111	\$ 530,000 100%	CASH	NONE	TERM LOAN INTEREST ONLY FOR 60 MONTHS BALLOON PAYMENT
2			\$ %			
3			\$ %			
4			\$ %			
5			\$ %			
6	Add more rows as needed.....		\$ %			

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**CAPITAL EXPENSES**  
**(Exhibit 4.3)**

This exhibit must be completed and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

	Expense Type	Costs	Explanation of Expense
<b>Planning and Development</b>			
1	Architect and design fees	\$20,000	Required for building design, ADA compliance, City / Town, State & DPH compliance
2	Environmental survey	\$2000	As required by local ordinance
3	Permits and Fees	\$3,000	As needed to meet all local & state requirements
4	Security assessment	\$1250	Licensed security professional to review plans developed by the CEO
5	Land/building cost	\$N/A	
6	Site clean-up and preparation	\$N/A	
7	Other- describe	\$N/A	
8		\$	
9	START UP COSTS TO CULTIVATE	\$176,472	COSTS BEFORE SALES ARE CONSIDERED START UP COSTS
<b>Build-out Costs</b>			
1	Construction expenses	\$75,000	Cost to build out the MMTC including sales, cultivation, processing, storage and offices.
2	Painting and finishes	\$10,000	New paint and finishes as required
3	Security system	\$80,000	[REDACTED]
4	Landscape work	\$N/A	
5	Parking facility	\$N/A	
6	Other- describe	\$	
7		\$	
8		\$	
9		\$	
<b>Equipment Costs</b>			
1	Vehicles and transportation	\$N/A	Lease of vehicles included in "other"
2	Cultivation equipment	\$75,000	Lights, plumbing, electrical, generator
3	Furniture and storage needs	\$10,000	Dispensary, offices, processing, general
4	Computer equipment	\$22,000	Server, desktop pcs, printers, wireless router, etc
5	HVAC	\$75,000	Cultivation area
6	Kitchen/food prep equipment	\$15,000	Refrigerator, stove, work surfaces, pots, pans etc
7	Other- describe	\$5,000	Packaging, labeling & phones
8		\$	
9		\$	

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	<b>TOTAL</b>	<b>\$ 569,722</b>	
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**YEAR-ONE OPERATING BUDGET  
(Exhibit 4.4)**

**This exhibit must be completed and submitted as part of the application.**

Corporation Name: ALTERNATIVE COMPASSION SERVICES, INC. Application # (if more than one):

Budget Period: MONTH 1 OF OPERATIONS to MONTH 12 OF OPERATIONS

Projected Number of Patients: 906 and Number of Visits: 4656

		Year ONE Budget	Budget Notes <sup>i</sup>
<b>REVENUE</b>			
1	Medical Marijuana sales	\$ 1,047,263	AFTER ALLOWING FOR DISCOUNTS TO LOW INCOME INDIVIDUALS
2	Other supplies sold	\$ 7,700	Vaporizers and other supplies
3	Other revenue sources	\$	
<b>A</b>	<b>TOTAL REVENUE:</b>	<b>\$1,054,963</b>	
<b>PAYROLL EXPENSES</b>			
	<b>Personnel Category</b>	<b># FTE</b>	
1	"KITCHEN / INVENTORY CONTROL	1.5	75,000 Starting in month before sales commence
2	PRESIDENT	1	100,000 Starts Day 1
3	DRIVERS	2	40,000 Starting in month sales commence
4	BOOKEEPER / RETAIL ASSOCIATES	3.5	75,000 Starting in month sales commence
<b>B</b>	<b>TOTAL SALARIES</b>		<b>\$290,000</b>
<b>C</b>	Fringe Rate and Total	<b>30%</b>	\$87,000 PAYROLL TAXES, HEALTH AND OTHER BENEFITS
<b>D</b>	<b>TOTAL SALARIES PLUS FRINGE (B+C)</b>		<b>\$377,000</b>
<b>OTHER EXPENSES</b>			
1	Consultants	\$277,500	MEDICAL DIRECTOR, GROW TEAM, SECURITY
2	Equipment	\$N/A	Included elsewhere in budget
3	Supplies	\$60,000	Growing operations including nutrients, office
4	Office Expenses	\$15,600	Miscellaneous office expenses
5	Utilities	\$62,400	Gas, Electric, water (predominately for growing)
6	Insurance	\$22,800	General & product liability, others listed on application
7	Interest	\$9,984	Interest
8	Depreciation/Amortization	\$53,460	FROM CAPITAL NEEDS STUDY 4.3
9	Leasehold Expenses	\$N/A	
10	Federal taxes	\$116,440	PER TAX CASE



11	LICENSE	\$50,000	Annual Fee
12	MISC GROW & DIRECT COSTS	\$33,400	CLEANING SUPPLIES, LAB TESTING, PACKAGING, REPAIRS, RUBBISH DISPOSAL, DELIVERY COSTS
13	RENT	\$55,000	AVG \$10/ SQ FT
14	OTHER GENERAL ADMIN COSTS	\$58,400	ADVERTISING, LEGAL, ACCOUNTING, AUTO, SOFTWARE, DIRECTORS FEE, DUES, TELEPHONE, TRAVEL
E	<b>TOTAL OTHER EXPENSES</b>	\$814,984	
	<b>TOTAL EXPENSES: (D+E)</b>	\$ 1,191,984	
	<b>DIFFERENCE</b>	\$-137,021	

<sup>i</sup> Enter short explanation of expenses

<sup>ii</sup> Enter detail as appropriate for the applicant and more rows as needed

**THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS  
(Exhibit 4.5)**

**This exhibit must be completed and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Fiscal Year Time Period: Feb 1 to Jan 31 First year three months Capitalized Projected Start Date for the First Full Fiscal Year: Feb 1, 2014

	FIRST FULL FISCAL YEAR PROJECTIONS 2015	SECOND FULL FISCAL YEAR PROJECTIONS 2016	THIRD FULL FISCAL YEAR PROJECTIONS 2017
Projected Revenue	\$1,054,963	\$2,846,459	\$2,903,147
Projected Expenses	\$1,191,984	\$1,912,451	\$2,256,620
TOTAL :	\$-137,021	\$934,008	\$646,527
Number of Patients	906 <sup>1</sup>	1,149	1638
Number of Patient Visits	4,656	12,399	14,277
Projected % of growth rate annually	3%	2%	3%
Total FTE in staffing	8 FTE	12 FTE	13 FTE
Projected Medical Marijuana Inventory	135 Lbs.	642 Lbs.	660 Lbs.

<sup>1</sup> Enter projected information

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**EVIDENCE OF INTEREST IN DISPENSARY SITE  
(Exhibit 5.1)**

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
110 Elm Street Bridgewater, MA 02324	Plymouth	Signed Letter of Intent to Lease Space

November 10, 2013

Alternative Compassion Services, Inc.  
120 Gilson Road  
Scituate, MA 02066  
ATT: Stephen Werther, CEO

RE: 110 Elm Street, Bridgewater, MA 02324

**Letter of Intent**

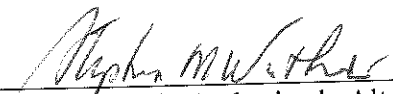
The property herein referred to is identified as follows:


110 Elm Street, Bridgewater, MA, consisting of approx. 5,020 SF net leasable area. The undersigned agrees to the following terms to Lease:

- 1) Lease the above referenced premises for the term 5 years commencing upon the approval and license from the MA DPH to open and operate a Medical Marijuana Treatment Center.
- 2) Monthly rental payments as follows;
  - a. Year 1: \$4,180 (\$10.00 PSF - Annually)
  - b. Year 2: \$4,390 (5% annual increase)
  - c. Year 3; \$4,608
  - d. Year 4: \$4,840
  - e. Year 5: \$5,080
- 3) Option to Renew: Provided Lessee is not under default of any of the lease terms, Lessee shall have the right to renew its lease for one (1) additional term of five (5) years. Base rent during the option period shall be increased by 5% per year, above the previous year's rent.
- 4) Lessor shall pay for real estate taxes and property insurance. Lessee (tenant) shall pay for its own insurance on its space, plus any additional premium charged to Lessor by the insurance company due to Lessees business. Lessee shall also be responsible for all operating costs of the property except maintenance and repair of the ROOF, specifically Lessee shall pay for its proportional share of water and sewer, snow and trash removal, and its own utilities; gas & electric services, Internet services, and all other general property maintenance for its designated space.
- 5) Upon acceptance of a lease by both parties, the Lessee shall deposit with the Lessor the amount \$25,080 representing six month's rent in advance. An additional deposit of two month's rent shall be due, applied to Last month's rent in Advance (on account), and security deposit. The advance deposits of six months each shall serve in lieu of personal guarantees of the lease. An additional six month's rent in advance shall be paid within 90 days of possession.

- 6) Lease is subject to Lessee obtaining all licenses and permits necessary from State and Local authorities in order for Lessee to conduct its business on or before February 1<sup>st</sup>, 2014. Lessee is responsible exclusively at its own risk for determining the suitability of the property in order to conduct its business. Lessee shall inform Lessor on February 1<sup>st</sup> of its ability to proceed with the lease. If Lessee is unable to proceed, all deposits made with this LOI shall be returned, and there shall be no recourse to either party.
- 7) Lessee shall deposit with Seller the amount \$1,000 upon execution of this Letter of Intent which shall be applied towards lease deposits, and fully refundable should the parties not execute said Lease. Lessor shall deliver to Lessee a proposed Lease for review on or before January 1<sup>st</sup>, 2014. Further, within five (5) business days of Lessee obtaining all permits, & licenses necessary from both the Commonwealth of MA, and the town of Bridgewater, the parties shall execute the lease and all deposits shall be made.
- 8) Real Estate Brokerage: Both seller and buyer agree no broker has been involved with this transaction.

Agreed to this 10<sup>th</sup> day of November, 2013, by:

By: Lessee:   
Stephen Werther, CEO Duly Authorized, Alternative Compassion Center, INC. Lessee

By: Lessor:   
Michael Tack, manager Elm Bank Realty, LLC

**EVIDENCE OF INTEREST IN CULTIVATION SITE  
(Exhibit 5.2)**

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
110 Elm Street Bridgewater, MA 02324	Plymouth	Signed Letter of Intent to Lease Space

November 10, 2013

Page 1 of 2

Alternative Compassion Services, Inc.  
120 Gilson Road  
Scituate, MA 02066  
ATT: Stephen Werther, CEO

RE: 110 Elm Street, Bridgewater, MA 02324

**Letter of Intent**

The property herein referred to is identified as follows:

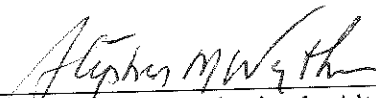
110 Elm Street, Bridgewater, MA, consisting of approx. 5,020 SF net leasable area. The undersigned agrees to the following terms to Lease:

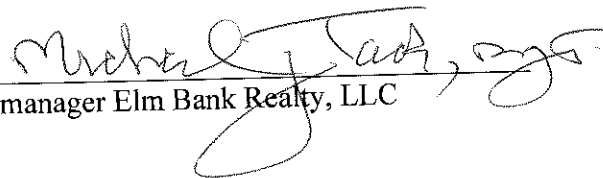
- 1) Lease the above referenced premises for the term 5 years commencing upon the approval and license from the MA DPH to open and operate a Medical Marijuana Treatment Center.
- 2) Monthly rental payments as follows;
  - a. Year 1: \$4,180 (\$10.00 PSF - Annually)
  - b. Year 2: \$4,390 (5% annual increase)
  - c. Year 3: \$4,608
  - d. Year 4: \$4,840
  - e. Year 5: \$5,080
- 3) Option to Renew: Provided Lessee is not under default of any of the lease terms, Lessee shall have the right to renew its lease for one (1) additional term of five (5) years. Base rent during the option period shall be increased by 5% per year, above the previous year's rent.
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- 8) Real Estate Brokerage: Both seller and buyer agree no broker has been involved with this transaction.

Agreed to this 10<sup>th</sup> day of November, 2013, by:

By: Lessee:   
Stephen Werther, CEO Duly Authorized, Alternative Compassion Center, INC. Lessee

By: Lessor:   
Michael Tack, manager Elm Bank Realty, LLC



**EVIDENCE OF INTEREST IN PROCESSING SITE  
(Exhibit 5.3)**

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
110 Elm Street Bridgewater, MA 02324	Plymouth	Signed Letter of Intent to Lease Space

November 10, 2013

Page 1 of 2

Alternative Compassion Services, Inc.  
120 Gilson Road  
Scituate, MA 02066  
ATT: Stephen Werther, CEO

RE: 110 Elm Street, Bridgewater, MA 02324

**Letter of Intent**

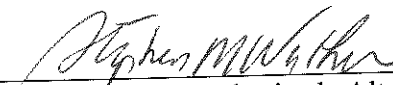
The property herein referred to is identified as follows:


110 Elm Street, Bridgewater, MA, consisting of approx. 5,020 SF net leasable area. The undersigned agrees to the following terms to Lease:

- 1) Lease the above referenced premises for the term 5 years commencing upon the approval and license from the MA DPH to open and operate a Medical Marijuana Treatment Center.
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- 3) Option to Renew: Provided Lessee is not under default of any of the lease terms, Lessee shall have the right to renew its lease for one (1) additional term of five (5) years. Base rent during the option period shall be increased by 5% per year, above the previous year's rent.
- 4) Lessor shall pay for real estate taxes and property insurance. Lessee (tenant) shall pay for its own insurance on its space, plus any additional premium charged to Lessor by the insurance company due to Lessees business. Lessee shall also be responsible for all operating costs of the property except maintenance and repair of the ROOF, specifically Lessee shall pay for its proportional share of water and sewer, snow and trash removal, and its own utilities; gas & electric services, Internet services, and all other general property maintenance for its designated space.
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- 8) Real Estate Brokerage: Both seller and buyer agree no broker has been involved with this transaction.

Agreed to this 10<sup>th</sup> day of November, 2013, by:

By: Lessee:   
Stephen Werther, CEO Duly Authorized, Alternative Compassion Center, INC. Lessee

By: Lessor:   
Michael Tack, manager Elm Bank Realty, LLC

**EVIDENCE OF LOCAL SUPPORT  
(Exhibit 5.4)**

This exhibit must be completed or marked N/A and attached to required documents and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Site	City/Town	County	Type of Support Attached
1	Bridgewater	Plymouth	Letters of non-opposition from the Bridgewater Town Manager & Town Health Officer
2			

# TOWN OF BRIDGEWATER

OFFICE OF THE  
TOWN MANAGER

Michael M. Dutton  
Town Manager



508.697.0919  
508.697.1468 (Fax)  
mdutton@bridgewaterma.org

Memorial Building, 25 South Street  
Bridgewater, MA 02324

November 13, 2013

Department of Public Health  
Cheryl Bartlett, Commissioner  
250 Washington Street  
Boston, Massachusetts 02108

Commissioner Bartlett:

The Town of Bridgewater, having fully considered the proposal of Alternative Compassion Services, Inc. to operate a medical marijuana dispensary within the Town, provides this letter of no opposition for the proponent to proceed with its application.

Alternative Compassion Services, Inc. has complied with the policies set forth by Town's legislative body - *Bridgewater Town Council*. Further, the requirements and concerns enumerated by varied departments with oversight authority, including Inspectional Services, Planning, Police, Fire, and Health Departments, have thus far been sufficiently addressed.

Finally, the proposed site for the medical marijuana dispensary (*110 Elm Street*) would be a suitable location within the Town's zoning district (IE); which by ordinance could be allowed by special permit.

Best Regards,

A handwritten signature in black ink, appearing to read "Michael Dutton".

Michael Dutton  
Town Manager

TOWN OF BRIDGEWATER  ORIGINAL

Board of Health

Brian Penney, Chairman  
Eric Colon, Member



TEL: 508-697-0903  
FAX: 508-697-0933  
ikeane@bridgewaterma.org

Highway Office Building – 151 High St.  
Bridgewater, MA 02324

November 13, 2013

Stephen Werther, President  
ACS Project Management  
120 Gilson Rd.  
Scituate, MA 02066

Re: Medical Marijuana Dispensary in Bridgewater

Dear Mr. Werther:

This letter is being sent as notice to the acknowledgement of non-opposition to a medical marijuana dispensary in Bridgewater. I met with the Board of Health on October 29th and discussed our meeting held on October 28, 2013. As we discussed in our meeting, further information will be requested as to the local requirements for a medical marijuana dispensary in Bridgewater.

I stated that as Health Agent I had concerns about questions that needed answers. The Board of Health agreed that our questions would need further clarification as this project moves forward. At present, as the Health Agent I am not in opposition to a medical marijuana dispensary in the Town of Bridgewater.

Please be advised that moving forward our questions would need to be answered.

Sincerely,

Eric J. Badger  
Health Agent

C: Michael Dutton, Greg Guimond, Brian Penney, Eric Colon

**SUMMARY CHART OF LOCATIONS AND LOCAL SUPPORT  
(Exhibit 5.5)**

This exhibit must be completed or marked N/A and submitted as part of the application.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	Dispensing	110 Elm Street Bridgewater, MA 02324	Signed Letter of Intent to lease space	Letters of Non Opposition from the Bridgewater Town Manager and Town Health Officer
2	Cultivation	110 Elm Street Bridgewater, MA 02324	Signed Letter of Intent to lease space	Letters of Non Opposition from the Bridgewater Town Manager and Town Health Officer
3	Processing	110 Elm Street Bridgewater, MA 02324	Signed Letter of Intent to lease space	Letters of Non Opposition from the Bridgewater Town Manager and Town Health Officer



ORIGINAL

**RMD STAFFING PLAN  
(Exhibit 6.1)**

**This exhibit must be completed and attached to a required document and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc.

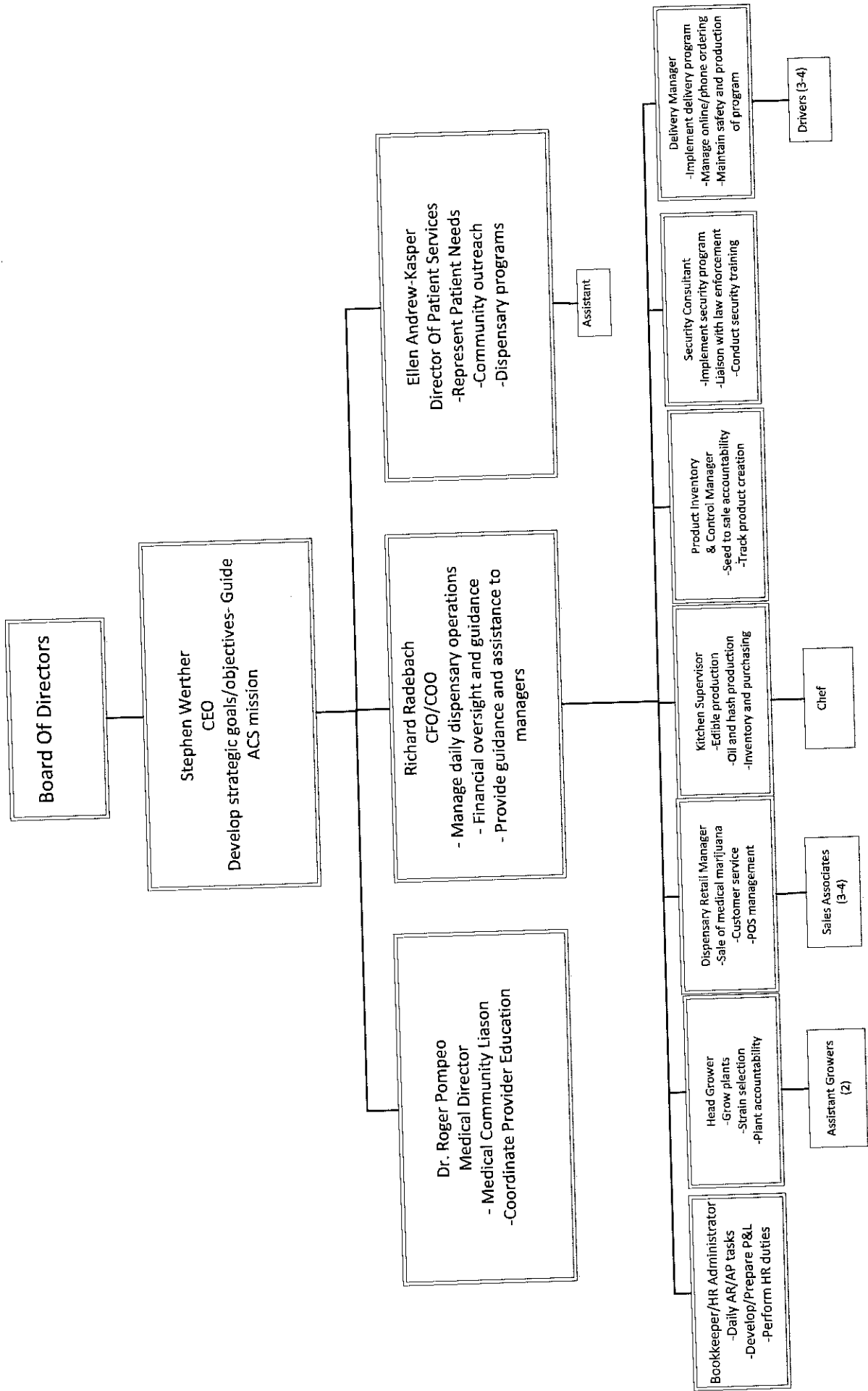
Application # (if more than one): \_\_\_\_\_

Attach staffing plan.



# Alternative Compassion Services

## Organizational Chart



**EVIDENCE OF ENROLLMENT WITH DEPARTMENT OF CRIMINAL JUSTICE  
INFORMATION SERVICES (DCJIS)  
(Exhibit 6.2)**

**This exhibit must be completed and attached to a required document and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc.

Application # (if more than one): \_\_\_\_\_

Attach evidence of enrollment.



**RMD STAFF**  
**(Exhibit 6.4)**

**This exhibit must be completed or marked N/A and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc.

Application # (if more than one): \_\_\_\_\_

	Name	Role/Title
1	Stephen Werther	CEO
2	Richard Radebach	CFO & COO
3	Ellen Andrew-Kasper	Director of Patient Services
4	Robert Wood	Head Grower
5	Jamie DeSousa	Testing Laboratory
6		

**RMD START-UP TIMELINE**  
**(Exhibit 7.1)**

This exhibit must be completed and submitted as part of the application. Include benchmarks for ALL RMD sites.

Corporation Name: Alternative Compassion Services, Inc. Application # (if more than one): \_\_\_\_\_

Key Benchmarks <sup>i</sup>	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
Submitting architectural plans for approval	Feb. 1 - 28	CEO	High	June 2014
Permits & licensing approvals	Feb. 1 - 28	CEO	High	
Build out of retail, processing & admin areas	Feb. 1 - 28	CEO	High	
Grow area constructed and sealed	Feb. 1 - 28	CEO, CFO/COO, Head Grower	High	
Begin community information and outreach program	March 1-31	Director of Patient Services	Medium	
Final structural / utility improvements completed	March 1-31	CEO	Medium	
Grow area cultivation begins	March 1-31	Head Grower	High	
Final building preparation for Certificate of Occupancy	April 1 - 30	CEO	High	
Point of sale (POS) installation, training & upload	April 1 - 30	CFO / COO	High	
Schedule MA DPH inspection	April 1 - 30	CEO	High	
Begin medical marijuana education program	May 1-31	Director of Patient Services, CFO/COO	Medium	
Final security & fire installations and inspections	May 1-31	CEO	High	
Staff hired, oriented and trained	May 1-31	CEO, CFO/COO & Managers	High	
Conduct first harvest and curing	May 1-31	Head Grower	High	
Dress rehearsals for dispensary opening and delivery program	May 1-31	Entire Staff	Medium	

Interim financial review	May 1-31	CEO, CFO/COO	High
Final MA DPH and other inspections completed	May 1-31	CEO, CFO/COO	High
Open kitchen and prepare first MIP items	June 1-30	CFO/COO, Retail Manager & kitchen supervisor	High
Schedule first appointments	June 1-30	Director of patient Services and retail staff	High
Open for business	June 1-30	Entire Staff	High

Insert more rows if needed

**PROPOSED SLIDING PRICE SCALE**  
**(Exhibit 7.12)**

**This exhibit must be completed and attached to a required document and submitted as part of the application.**

Corporation Name: Alternative Compassion Services, Inc.

Application # (if more than one): \_\_\_\_\_

Attach sliding price scale.

Exhibit 7.12

Sliding Scale for Reduced Price and No Cost Medical Marijuana

- Patients at 100% or below of the federal poverty level
  - One-eighth ounce of medical marijuana or MIP equivalent per month (from any \$250 per ounce strain)
  - 15% discount on all marijuana products purchased thereafter
  
- Patients at 200% or below of the federal poverty level
  - One-eighth ounce of medical marijuana or MIP equivalent per month (from any \$250 per ounce strain)
  - 10% discount on all marijuana products purchased thereafter
  
- Patients at 300% or below of the federal poverty level
  - One-eighth ounce of medical marijuana or MIP equivalent per month (from any \$250 per ounce strain)
  - 5% discount on all marijuana products purchased thereafter

The 10% discount will also apply to all verifiable veterans, regardless of income, on each purchase.



**APPLICATION RESPONSE FORM SUBMISSION PAGE**

**CERTIFICATION OF ASSURANCE OF COMPLIANCE:  
ADA and NON-DISCRIMINATION BASED ON DISABILITY**

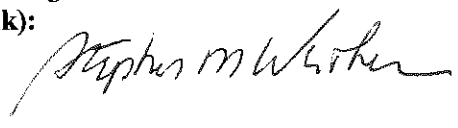
Applicants must certify that they will comply with all state and federal requirements regarding equal employment opportunity, nondiscrimination, and civil rights for persons with disabilities. The Applicant must complete a Certification of Assurance of Compliance: ADA and Non-Discrimination based on Disability. By signing, the Applicant formally notifies the Department that the Applicant is in compliance and shall maintain compliance with all applicable requirements.

- I certify, that the Applicant is in compliance and shall maintain compliance with all applicable federal and state laws protecting the rights of persons with disabilities, including but not limited to the Americans with Disabilities Act ("ADA"), 42 U.S.C. §§ 12131-12134; Article CXIV of the Massachusetts Constitution; and; Chapter 93, § 103; Chapter 151B; and Chapter 272, §§ 98 and 98A of the Massachusetts General Laws.
- I understand that federal and state laws prohibit discrimination in public accommodations and employment based solely on disability. I recognize that to make goods, services, facilities, privileges, advantages, or accommodations readily accessible to and usable by persons with disabilities, the Applicant, under the ADA, must:
  - remove architectural and communication barriers in existing facilities, when readily achievable and, if not readily achievable, must use alternative methods;
  - purchase accessible equipment or modify equipment;
  - modify policies and practices; and
  - furnish appropriate auxiliary aids and services where necessary to ensure effective communication.

I understand that reasonable accommodation is required in both program services and employment, except where to do so would cause an undue hardship or burden. I also understand that the Massachusetts Constitution Article CXIV provides that no otherwise qualified individual shall, solely by reason of disability, be excluded from the participation in, denied the benefits of, or be subject to discrimination under any program or activity within the Commonwealth.

- I agree that the Applicant shall cooperate in any compliance review and shall provide reasonable access to the premises of all places of business and employment and to records, files, information, and employees therein for reviewing compliance with the ADA, the Massachusetts Constitution, other applicable state and federal laws, and this Contractual Agreement.
- I agree that any violation of the specific provisions and terms of this Assurance or of the ADA, and/or of any Corrective Action Plan shall be deemed a breach of a material provision of the Registered Facility registration between DPH and the Registered Facility. Such a breach shall be grounds for cancellation, termination, or suspension, in whole or in part, of the registration by the Department.

**I affirm that I will comply with the requirements of this proposal.**

<p><b>Authorized Signatory (as designated in exhibit B):</b>  <b>First Name:</b> [Stephen] <b>Last Name:</b> [Werther]</p> <p><b>Title:</b> [CEO]</p>	<p><b>Authorized Signature for the Applicant Organization</b>  <b>(in blue ink):</b></p> 
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