

 ORIGINAL

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

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Corporation

The applicant corporation's legal name, trade name, and any other name under which the bidding entity does business (if any): [Baystate Compassion Center, Inc.]

Website URL (if applicable): [http://www.baystatecompassioncenter.org]

Address:
[One Monarch Place
Suite 1900
1414 Main Street]

[]

City: [Springfield] State: [MA] Zip: [01144-1900]

CEO (Chief Executive Officer)/Executive Director (ED)

First Name: [Kevin] Last Name: [Collins]

FEIN: [462915012]

Contact Person

First Name: [Michael] Last Name: [Schneider]

Title: [Counsel]

Telephone: (413) 733-3111 FAX: (413) 734-3910 E-Mail: [mschneider@dwpm.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.


 Name: KEVIN COLLINS
 Title: PRESIDENT

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.


 Name: KEVIN COLLINS

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.

[Baystate Compassion Center, Inc., Date of Incorporation June 5, 2013.]

1.2 Describe the organization's mission and vision.

[Mission Statement: Wellness; Community; Education; Excellence – Through the practice of holistic medicine and the art of cannabis, Baystate Compassion Center, Inc. (BCC) is dedicated to improving the quality of life of the qualifying patients of the Commonwealth with debilitating medical conditions by providing safe and affordable access to medical cannabis.

Vision Statement: It is the vision of BCC to promote the ongoing health and well-being of our patient population by continuing to evolve our standard of care. Our commitment to excellence will be demonstrated through continuing research of the various cannabinoids and their unique ability to better one's quality of life. Also, BCC continuously seeks state of the art analysis of cannabinoid ratios that are catalogued to each strain; therefore allowing us to eventually use technological development and patient feedback on a continuing basis to ultimately define individual strains for specific ailments.]

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.

[Since the phase one application, Baystate Compassion Center's Board of Directors has changed as follows:

Resigned from the Board of Directors

- Robert Bonneau - resigned for personal reasons, since he was the treasurer at the time of his resignation, the Board appointed Director David Spannaus to fill his role.

- Parita Patel - resigned for personal reasons
- Sanjeev Patel - resigned for personal reasons

Added to the Board of Directors

- Ronald Paasch
- Jason French

Resigned from the Board of Directors

- Jason French - resigned for personal reasons]

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 résumé.

[The Baystate Compassion Center Executive Management Team is composed of successful, established community leaders, professionals, doctors, and others committed to providing qualifying patients, their caregivers, and their healthcare providers with current, scientifically accurate information about medical cannabis and to bringing the highest quality medical cannabis and patient-centered care to those who need them most.

Kevin Collins, CEO – Successful leadership experience with strong, multi-discipline capabilities. Has experience managing and supervising individuals through training of rules, guidelines and procedures. Widely recognized for helping and guiding individuals in career and in life. To continue that mission of helping through improving life quality and relieving pain through cannabis. Through being in charge of overseeing, evaluating and written report submission, with an increase in overall performance of 30% over the past 9 years, Kevin will bring leadership, compliance and team-building to ensure the success of Baystate Compassion Center as this compliance experience is a natural transition to the highly regulated industry of medical cannabis.

David Spannaus, CFO – A results-driven individual who is currently a partner in an organization with Offices in New York City, Wilton, Connecticut and Los Angeles, California. This organization employs close to eighty people in the contract furniture field and has grown from \$0 to \$12 million over the past 8 years under Dave's leadership. Dave has been responsible to both start-up and turn around companies and has managed every aspect of these organizations including sales, marketing, finance, and operations. I have a passion to learn and understand how the medical cannabis industry can effect and improve the quality of life of its patients and will apply my sound business experience to Baystate Compassion Center.

Diane Czarkowski, Operations Manager – Diane established Canna Advisors as a way to share my industry knowledge, bring about connections and activate change on a national level. She thrives in start-up environments where she can help navigate the myriad of tasks in building a successful business model, be it as a consultant or rolling up my sleeves and getting the job done. Diane assists businesses in emergent, regulated medical marijuana states and countries from pre-license business development through to established operations and will lead the operations facet of Baystate Compassion Center. Over the past 21 years, Diane has a proven track record and has assisted organizations grow consistently, including building one of the most successful medical marijuana dispensary's in Colorado. Boulder Kind Care included a storefront and 12,000sf grow operation and grew to \$2.4M in sales with 20 employees.

Ronald Paasch, MD, Medical Director – Through leading several business and medical enterprises including Pioneer Spine and Sports Physicians, PC, Advanced Medical Group, Quality Realty Partners, Quality Billing Service and Coles Meadow, Ronald has established himself as not only a premier medical professional but also as a successful entrepreneur. As a super 60 top business performer winner for PSSP for the last four years, and averaging growth rates of 2500% over 20 years and over 140 employees, Ronald aims to apply a new level of dedication, business and medical experience to Baystate Compassion Center.

Mary Collins, RN, Director of Patient Services – Mary has worked in the Mercy Medical Center Operating Room since 1972 and before working in Coronary Care. Mary has an extensive background in patient services, care and consultation. Mary will provide safe and effective nursing care while displaying leadership qualities to her colleagues. She strives to work on the leading edge of health care being patient focused and determined to provide optimum continuous care to all of Baystate Compassion Center's patients.

Brian Collins, EVP Facilities & Security – Brian is the owner and proprietor of an electrical service business contracting to commercial and residential clients in the New England area. Oversees the overall business, marketing, customer service and operations of this 20+ employee organization. Over the past 10 years, Brian has gained strong growth from starting with one employee to now nearly 25 demonstrated by a sales growth of \$300,000 in 1992 to \$2.2 million this year. Brian's efforts will continue to grow Springfield Electric while integrating deeper within the Springfield area community as a business leader, civic patron and proponent of community development. As part of this development, Brian plans to provide the Springfield area with a holistic alternative to Western medicine while improving the health and well-being of patients.]

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.

[The Executive Management Team of Baystate Compassion Center is not only balanced with business and financial experience but also with providing healthcare services and services providing marijuana for medical use.

Kevin Collins, CEO – Kevin provides the leadership experience to the team and does not have any direct experience with providing health care services.

David Spannaus, CFO – While David does not possess any health care service experience, he leads the business and fiscal operations based on over 25 years experience.

Diane Czarkowski, Operations Manager – In addition to her consulting knowledge, which assists businesses in emergent, regulated medical marijuana states and countries from pre-license business development through established operations, Diane founded Boulder Kind Care, one of the most successful medical marijuana dispensary's in Colorado. The business included a storefront and 12,000sf grow operation. The company grew to \$2.4M in sales and 20 employees.

Diane spearheaded many facets of the business including Patient Acquisition and Retention, Product Development, Human Resources, Technology, Marketing/Branding, Financials, Vendor Management and

State/Local Compliance. Was always heavily involved in the local business and residential community; participating actively in local community events and outreach.

Her key achievements include:

- Increased patient membership more than 200% in a highly competitive market due to our dedication to the customer experience, superior products and knowledgeable staff.
- Founder of Boulder Kind Care (BKC), one of the state of Colorado's first licensed medical marijuana dispensary and production facilities.
- Managed the BKC dispensary operation and oversaw all product development, patient care and services and community outreach.
- The company grew to employ 20 employees.
- Provided investors with profit distributions regularly beginning in the 2nd year of business.
- One of the first businesses in the State of Colorado and the City of Boulder to receive MMC and OPC licenses respectively.
- Business consistently recognized as a leader in Colorado, winning several awards such as: Best of Boulder 2010-2012 and BoCo Gold Award 2011.
- Earned respect of the state regulatory agency and local municipalities as a legitimate business.
- Embraced by the medical and law enforcement community as an honest and reliable resource.
- Served on the Development Board to help create the industry standard "seed-to-sale" software platform, MJ Freeway.

Ronald Paasch, MD, Medical Director – As medical director, Ron brings nearly 26 years of direct health care experience to Baystate Compassion Center. Affiliated with Massachusetts's medical establishments such as Rehab West, Noble Hospital, Baystate Medical Center, Cooley Dickinson Hospital and Mercy Medical Center, multiple medical professional associations and numerous honors and awards, including Physician of the Year, America's Top Physician and Best Doctors Award, Ron brings a multitude of experience.

His education from Cornell University, UMDHN-Rutgers Medical School, PM & R Residency at the UCI Medical Center supported by special training in Peripheral Nerve Blocks, Facet Injections and Discograms and Board Certification and currently lecturers and is a clinical instructor at Harvard Medical Center. Ron has also served as team and host physician for a variety of sporting events and athletic teams.

Ron has provided pain relief services to over 149,000 patients (approximately 60,000 active) and employs 18 doctors in 3 offices across Hampden County, 2 offices in Hampshire County and an additional 7 throughout New England.

Through experience, medical leadership and a vast and diverse health care network of resources, Ron is a cornerstone of Baystate Compassion Center.

Mary Collins, RN, Director of Patient Services – Mary has been providing over 42 years of direct health care services with obtained certifications of CNOR and positions in coronary care and the operating room. Her experience is exemplified by her multi-tasking skills, ability to work as a team member, flexible, organizational skills, time management, proficient with various software programs, communication and networking skills. Mary has worked with patients to solve social issues, worked with families in education on care, elders and children. She has a great ability to stay calm and composed in situations of extreme stress and provides a great deal of experience and knowledge to Baystate Compassion Center

Brian Collins, EVP Facilities & Security – Prior to a sports and business owner and proprietor, Brian served as a respiratory therapy equipment technician at Mercy Hospital. Though his health care experience was not directly serving patients, his technical skillset and sensitivity to patients and their experience will be amplified through Brian's position as EVP of Facilities and Security.]

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.

[The Executive Management Team of Baystate Compassion Center is not only balanced with healthcare services and services but also with sound business and financial experience.

Kevin Collins, CEO – Kevin provides the leadership experience to the team and has founded, operated and managed a talent growth organization and school which serviced over 1,600 students over 23 years, growing from 4 employees to 16, which were all former students. Additionally, participated in negotiations, budgeting reviews and operating representation in various capacities serving NHL Officials Association while overseeing an annual operating budget of \$250,000 and negotiated annual employee budget packages of \$60-70 million annually.

David Spannaus, CFO – Dave will be responsible for the financial management and oversight of the business aspects of Baystate Compassion Center. As the President of The Atlantic Group Connecticut, Dave Spannaus brings his in-depth knowledge of the furniture procurement business, his organizational skills paired with his sound business leadership, and an understanding of company expansion management to this growing business.

Following graduation, Spannaus worked in the furniture industry, serving Westchester and Fairfield Counties from 1983-90. That year he moved to North Carolina to manage various dealers and coordinate a four-state region for Open Plan Systems, a re-manufacturer of systems products. He quickly earned a reputation as a strong leader and astute salesman. He was recruited by WB Wood in 1997. In a few short years, Spannaus increased the company's Connecticut revenues from \$2 to \$24 million.

In 2005, The Atlantic Group began their expansion into the Connecticut market, Spannaus, who was a formidable competitor, was contacted. After taking a close look at the Atlantic Group's model and early success, he agreed to join the team and has grown the market by focusing closely on corporate national accounts. In the 8 years under Dave's leadership, the Atlantic Group CT has grown from \$0 to \$12 million in sales and now manages an annual operating budget of \$1.8 million.

The Atlantic Group serves clients that spans across a variety of industries: from technology firms to banks, from law firms to hospitals; from not-for-profits to Fortune 500 companies. Each client has needs unique to their business and we spend the time understanding those needs and translating them into the ideal work environment. Each client and every project, regardless of size, receives the highest level of service and attention to detail that is synonymous with the Atlantic Group name.

Diane Czarkowski, Operations Manager – Diane will be responsible for Operations of Baystate Compassion Center and is a founder of Boulder Kind Care (BKC), a medical marijuana business in Boulder, Colorado. This business opened in 2009, before the state's regulatory framework was in place. The BKC owners realized that the only way they could control quality and supply would be to cultivate their own medical marijuana, so the company was built on the vertically integrated model. BKC was the first MMJ business to be licensed by the city of Boulder, and the seventh to receive full licensing by the state of Colorado. The key to the BKC dispensary's success was having this cultivation center to keep it supplied. The consistent supply, along with the consistent quality, combined with excellent customer service quickly established BKC as the leading dispensary in Colorado. Within the first four months of business, BKC won a "Best of" dispensary award in April 2010. BKC won the same award the next two years. Boulder Kind Care has provided care and service to over 3000 patients from all over the state, with some customers driving as much as four hours to purchase their medicine.

She is Managing Partner of Canna Advisors, a national cannabis industry consulting firm focusing on the design, build, and start-up operations of medical cannabis facilities. Prior to entering into the cannabis

industry, Diane's career history included more than a dozen years in the high tech industry, and a decade in real estate with a focus on development, investing and property management. In 2009, Diane, along with her husband and business partner, Jay, founded Boulder Kind Care (BKC) and managed an operating budget of approximately \$1.5 million. Her primary responsibilities focused on business operations, compliance and patient-related operations. BKC quickly became one of the most reputable businesses in the state, earning one of the first state and local licenses. Diane is a founding member of the National Cannabis Industry Association, a Board Member of the Women's CannaBusiness Network and its Colorado Chapter President, a sustaining member of Americans for Safe Access (ASA). Diane also sits on the Steering Committee for the Colorado Chapter of ASA.

Diane's sound business and financial experience will help lead Baystate Compassion Center's overall operations.

Ronald Paasch, MD, Medical Director – Ronald has lead several business and medical enterprises including Pioneer Spine and Sports Physicians, PC, Advanced Medical Group, Quality Realty Partners, Quality Billing Service and Coles Meadow, Ronald has established himself as not only a premier medical professional but also as a successful entrepreneur. With an operating budget of \$12-14 million and averaging growth rates of 2500% in one of the largest sports medicine practices in the country, Ronald aims to apply a new level of dedication, business and medical experience to Baystate Compassion Center.

Mary Collins, RN, Director of Patient Services – While Mary does not have any direct experience with running an organization/business, she brings multi-tasking skills, the ability to work as a team member, flexibility, organization, communication and direct patient care and management to Baystate Compassion Center.

Brian Collins, EVP Facilities & Security – Over the past 10 years as the owner of Springfield Electric, an electrical service business contracting to commercial and residential clients in the New England area, Brian oversees the overall business, marketing, customer service and operations of this 20+ employee organization. Brian has grown sales by 20% year-over-year over the past 21 years and manages an annual operating budget of \$500,000.]

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.

[The Baystate Compassion Center Executive Management Team has diverse and sound experience with managing financial corrective actions through reporting, restructuring and organizational management at a variety of levels.

Kevin Collins, CEO – Kevin has not had to take any financial corrective actions due to any results of an operating review. Through his experience in supervision, placement and development of talent at all levels (management, staff and field), he has provided personnel with constructive guidance and corrective actions as his standard reporting process.

David Spannaus, CFO – Dave has participated in several operating reviews which resulted in financial as well as organizational corrective actions. Market fluctuation, available market constrictions, product and service lead-time availability, cash flow availability, customer buying habits, and expense and cost control have all led to a variety of corrective actions that Dave has managed. These corrective actions, as appropriate to the situation, have included hiring of new staff (temporary, part-time and full-time), workforce reduction, organizational restructuring, debt reduction, capital procurement, new income stream

identification, planning and execution, expense reductions, cost management, and facility/office additions, expansion and contraction.

Diane Czarkowski, Operations Manager – As Managing Partner at Canna Advisors and a founding partner of Boulder Kind Care, Diane has not had to take financial corrective actions based on an operating review. She has though, however, had to make organizational adjustments due to standard market fluctuations, competition and strategic business planning.

Ronald Paasch, MD, Medical Director – On an annual basis, Ron and his organizations go through operational reviews. There have been no outcomes needing financial corrective actions.

Mary Collins, RN, Director of Patient Services – Mary does not have any direct experience with financial corrective actions as a result of an operating review.

Brian Collins, EVP Facilities & Security – While owning and managing Springfield Electric, Brian has taken financial corrective actions due to market fluctuation and available work, not as a result of an operational review. Closely monitoring all aspects of his business, he has the pulse on the market and incoming work forecast and adjusts staff, contractors and production accordingly to meet the needs of commercial and residential clients as well as the electrical service contracting market.]

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.

[REDACTED]

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.

[REDACTED]

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.

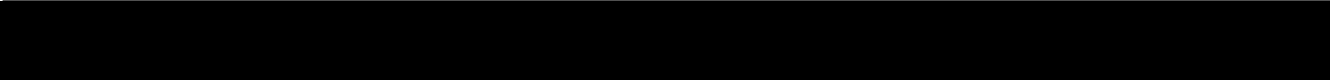
[REDACTED]

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.



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 following start-up expenses are anticipated for the build out of both the proposed dispensary and cultivation processing facilities include:

- Architect and Deign Fees – Design fees – \$10,000
- Permit Fees – Fees paid to the state and city – \$85,000
- Security Assessment - \$1,500
- Land/Building Cost - \$75,000
- Legal - \$41,000
- Consultants - \$24,500
- Build-Out Costs, Painting and Finishes – Real property improvements made to the cultivation facility and dispensary including security, fire, HVAC, etc. These costs will incur one-time and will not be re-occurring – \$260,000
- Security System - \$75,000
- Vehicles and Transportation - \$25,000

- Cultivation Equipment – Capital expenses anticipated for growing equipment. This does not include building improvements such as electrical, HVAC, plumbing or other upgrades that are made to the building. This includes growing mediums, irrigation equipment, reservoirs, nutrients, grow lights, digital ballasts, etc. – \$225,000

- Computer Equipment, Office Equipment, Furnishings, Furniture and Storage – Capital expenses anticipated for supplies to run our office such as pens, paper, printers, computers, desks, jewel cases, televisions, seating, etc. – \$40,000]

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.

[After extensive review of other established facilities and established dispensary collectives, we have developed a comprehensive 3 year financial pro forma for the anticipated results of establishing and operating our proposed facility. Our financial projections show the immediate and long-term financial feasibility of our proposed plan. Specifically our Pro forma demonstrates how we plan to maintain our not-for-profit status. We have given particular emphasis to the projected cash flows and opportunities for revenue redistribution through taxation, job creation, patient services and community benefits.

The proposed year-one RMD revenue by sales type is listed below:

- Medical cannabis sales - Finished dried cannabis flowers - \$768,000

The proposed year-one line item operating expenses include:

- Supplies - \$26,000
- Office Expenses - \$10,000
- Utilities - \$149,000
- Insurance - \$30,000
- Interest - \$115,200
- Depreciation/Amortization - \$84,700
- Taxes - \$18,000
- Rent - \$130,000
- Security - \$24,000
- Legal - \$12,000
- Directors Fees - \$30,000
- Vaporizers - \$6,000
- Vehicle Expense - \$10,000
- Repairs & Maintenance - \$7,000
- Community Support - \$51,200
- MJ Testing/Coding - \$12,000
- Nutrients - \$36,000

The proposed year-one line item staffing expenses include:

Salaries

- Manager - \$30,000
- Security Guard - \$22,500
- Drivers - \$45,000
- Processors - \$45,000
- Horticulturist - \$30,000

- Facility Manager - \$22,500
- Assoc. Horticulturist - \$22,500
- Hort Asst/Trimmers - \$67,500
- Med Tender(s) - \$22,500
- Patient Consultant(s) - \$22,500

Baystate Compassion Center anticipates by the end of year 1 having gross sales in the amount of \$772,000. The gross sales include discounting for patients with financial hardships. Our cost of sales includes nutrient costs in the amount of \$36,000 and utilities in the amount of \$149,000. After deducting our cost of sales from our gross sales our gross profit is estimated to be \$587,000 at the end of year 1. After deducting the total reoccurring expenses as described above, we are left with a total net income before tax of \$587,000. Income tax is calculated based on gross profit, and we anticipate paying \$187,800 in federal income taxes and \$456 in state income taxes, leaving a projected net income tax of \$398,744 at the end of year 1.]

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.

[Baystate Compassion Center has sufficient capital in place to build, secure and start up the proposed facilities. We will have a separate cultivation site from our dispensary facility. Such costs incorporate the state's permit fee. Baystate Compassion Center believes that \$720,000 is more than sufficient capital to cover estimated costs of build, operation, compensation of employees, equipment costs, utility costs, legal compliance, and other operating and maintenance as needed. The funds for this project are readily available and have been set aside for our project, pending approval of our permit. Additional sums remain available, if necessary, to fund Baystate Compassion Center's longer term financing needs until it becomes self-sustaining.

After extensive review of other established facilities and established dispensaries, we have developed a comprehensive 3-year financial pro forma for the anticipated results of establishing and operating our proposed facilities. Our financial projections show the immediate and long-term financial feasibility of our proposed plan. Specifically our pro forma demonstrates how Baystate Compassion Center plans to maintain our not-for-profit status. We have given particular emphasis to the projected cash flows and opportunities for revenue redistribution through taxation, job creation, patient services and community benefits. We have a 3-year pro forma and proof of capitalization available for review.]

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).

[Baystate Compassion Center has reached out to Cannassure Insurance Service. Cannassure Insurance Service leads the way in setting underwriting standards for the medical cannabis industry. They have insurance licenses in states permitting dispensaries, collectives or cooperatives and provide insurance coverage for commercial operations in the medical cannabis industry. Coverage in the medical cannabis industry includes:

- General Liability
- Workers Compensation
- Commercial Building Coverage

- Builders Risk
- Business Personal Property
- Employment Practices Liability
- Live Plant Coverage

Baystate Compassion Center plans to complete an insurance application and will ask Cannasure to review our application with underwriters for insurance coverage. If we are approved to operate a RMD, Baystate Compassion Center will meet the requirements of 105 CMR 25.105(Q) either:

- Obtaining and maintaining a general liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for no less than \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, except as provided in 105 CMR 725.105(Q)(2).

- We will also endeavor to purchase up to an additional \$5,000,000 in excess umbrella liability from a carrier licensed to provide this coverage in Massachusetts. This will provide an extra layer of liability insurance protection ensuring our business is adequately protected and can remain a strong viable entity in the event of an occurrence requiring liability insurance protection.

- Our deductible for such a liability policy shall be no higher than \$5,000 per occurrence

- In addition to the liability insurance, we plan on carrying sufficient insurance on all owned property, including crop coverage.

We will look into carrying Business Income coverage which will allow us to remain a strong entity in the event of a significant occurrence.

Baystate Compassion Center will report and document insurance compliance in a manner and form pursuant to 105 CMR 725.105(M), in a form and manner determined by the Department.]

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.

[Baystate Compassion Center currently has 2 options for the dispensary site - Our preferred site is located at 340 McKinstry Avenue, Chicopee, MA while our secondary site is located at 90 Carando Drive, Springfield, MA]

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).

[28 Gaylord Street, South Hadley, MA 01075]

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).

[28 Gaylord Street, South Hadley, MA 01075]

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;¹
- 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.

[Members of Baystate Compassion Center Board of Directors and Executive Management team have met with officials from both Hampden and Hampshire Counties, along with Chicopee, Springfield, and South Hadley municipality officials.

The outcome of all meetings has been met with support and non-opposition for Baystate Compassion Center to set up the dispensary facility in either Chicopee or Springfield and the cultivation and processing facility in South Hadley.

We also have met with and have written support from Sheriff Michael Ashe of Hampden County. Attached in exhibit 5.4 are letters of local support from:

- The South Hadley town administrator, Michael Sullivan
- The City of Chicopee Mayor-elect, Richard Kos
- The City of Springfield to participate in municipality's phase one process]

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.

[Baystate Compassion Center, Inc. ("BCC") has decided to base its operations only within cities and towns that have adopted, or are in the process of adopting, local zoning requirements pursuant to 105 CMR 725.600. BCC proposes to have one cultivation and processing facility and one dispensing site. BCC proposes to site its cultivation and processing facility at 28 Gaylord Street, South Hadley (the "South Hadley Property"). BCC also plans to have its dispensing site either at 340 McKinstry Avenue, Chicopee (the "Chicopee Property")]

¹ 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.

or at 90 Carando Drive, Springfield (the "Springfield Property"). Accordingly, pursuant to 105 CMR 725.110(A)(14), BCC will comply with the local requirements of South Hadley and Chicopee or Springfield (once adopted by Springfield).

As amended by the Town of South Hadley at a Special Meeting held November 19, 2013 by an almost unanimous vote BCC's plans for the South Hadley Property constitute use as a Medical Marijuana Cultivation and Processing Facility (an "MMCPF") under the Town of South Hadley Zoning By-Law. The South Hadley Property is located in an Industrial B Zone. MMCPFs are allowed by right subject to site plan review in Industrial B Zones, provided the MMCPF does not abut a parcel with a residence that is closer than 300 feet from the MMCPF. BCC has enquired whether there is such an abutting residence in the vicinity of the South Hadley Property, and the Town of South Hadley has indicated there is not. BCC will work proactively with the Town of South Hadley during the site plan review process and the Selectboard approval process to ensure all storage, signage, contact information, and reporting requirements under the Town of South Hadley Zoning By-Law requirements are met. For example, BCC MMCPF's operations will take place only within an enclosed building and no outside storage will be permitted, as mandated by the Town of South Hadley Zoning By-Law. Required contact information for all management staff and key-holders will be provided by BCC to appropriate Town of South Hadley departments and officers.

On April 2, 2013, the City Council of the City of Chicopee voted to amend its Zoning Ordinance specifically to allow for medical marijuana uses and facilities. Medical marijuana facilities are permitted in Chicopee's Industrial Zoning District pursuant to a special permit from the City Council. The Chicopee Property is located within an Industrial Zoning District. Chicopee's Zoning Ordinance provides that medical marijuana facilities may not be located within 300 feet of a residence or residential zoning district. The Chicopee Property is not so located. The Chicopee Zoning Ordinance also provides that no medical marijuana facility may be located within 1000 feet of any school attended by those 18 years of age or younger, any licensed child care facility, any drug or alcohol rehabilitation center, any correctional facility or half-way house, or any other medical marijuana facility. The Chicopee Property is not so located. Nor is it located within 500 feet of any church, school, park, playground, play field, youth center or any other location where minors congregate regularly. Finally, the Chicopee Zoning Ordinance provides that any medical marijuana facility be located within building containing at least 2,500 square feet but not more than 20,000 square feet. The Chicopee Property's facility utilizes 4,100 square feet of space within a larger industrial building. Accordingly, the Chicopee Property is suitable for a special permit for a medical marijuana facility. BCC will work proactively with the Chicopee City council during the special permitting process to ensure any other City-imposed conditions are met. Required contact information for all management staff and key-holders will be provided by BCC to the Chicopee Police Department and Building Commissioner.

BCC has been invited by the City of Springfield to participate in Springfield's local Phase I Request for Qualifications/Requests for Proposals application process (the "RFQ/P") to site a medical marijuana facility in Springfield. As an alternative to the Chicopee Property, therefore, BCC is also ready to site its dispensing-only facility at the Springfield Property. On October 28, 2013 Springfield's City Council adopted a moratorium on medical marijuana facilities. The RFQ/P, however, includes a draft Zoning Ordinance amendment that the City is in the process of developing with the Pioneer Valley Planning Commission (the "Draft Amendment"). Under the Draft Amendment, medical marijuana treatment facilities would be permitted as of right subject to site plan review in Industrial zoning Districts. The Springfield Property is located within an Industrial A zoning district. The Draft Amendment also provides that medical marijuana facilities may not be located within 300 feet of a school or licensed day care center or in buildings containing pharmacies, medical offices or residential units. Nor may they abut parcels dedicated to residential uses. The Springfield Property does not run counter to any of the above-stated prohibitions. In addition the Draft Amendment would require that all management and key-holder information be transmitted to Springfield's Police Department, Fire Department and Building Commissioner. BCC would comply with these requirements and any others under the Draft Amendment or any actual amendment. In the event Springfield does not adopt any zoning amendment in relation to medical

marijuana facilities and uses, the Springfield Property is not located within 500 feet of any of the sensitive locations named in 105 CMR 725.110.]

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.

[Baystate Compassion Center is committed to strong public engagement, outreach and support to the community. Our community outreach has three goals: (i) to establish a process by which the community can express itself regarding the project; (ii) to inform the community about medical cannabis issues; and (iii) to ensure that our approach genuinely reflects the community's needs.

To reach our goals, we anticipate doing one or more of the following, depending on input at various stages of the project:

- Identifying a broad cross-section of community-based organizations and community leaders, including those representing indigent and traditionally underserved and underrepresented residents, to learn how residents and stakeholders can best receive useful information that enables them to participate meaningfully.
- Identifying and visiting civic, senior, and veteran organizations, health care support groups, and community meetings to introduce our nonprofit organization, our mission, and our vision for the patient care center. We believe this type of outreach establishes our legitimacy with the community and our vested interest in its welfare. We will listen receptively and respond to any concerns about the project.
- Holding or participating in a community meeting to introduce Baystate Compassion Center and present the project to any parties with similar goals. Again, our purpose would be to listen and find ways to be responsive. Completing our outreach efforts with a follow-up letter to community stakeholders, letting them know that we heard their concerns and what procedures we will follow in responding to such concerns.

We believe that by having a combination of community building and nuisance mitigation we can develop a strong relationship with our neighbors. We have a unique opportunity to make a tremendous change within our local surroundings.

Community building efforts will first be pursued by reaching out to neighboring businesses and residential communities directly. Collaboration is the first step towards creating positive change. The ultimate direction of collaborative efforts will be a function of neighboring interests and actual needs that are difficult to assess unilaterally. However, thoughts for initial efforts include establishing or engaging an existing neighborhood watch group. Baystate Compassion Center also has an interest in helping to revitalize surrounding areas. We will focus our positive community building efforts through:

- Appointing a neighborhood liaison – A neighborhood liaison within our organization will be responsible for reaching out to neighbors and dealing with community concerns. We understand that the government has limited resources and we would like to address community issues proactively. To make sure neighbors have an additional resolution outlet and to conserve our public sector's limited resources, we will place signage on the exterior of the building with the name and contact information of our on-site liaison so that we can respond to community concerns proactively. Our neighborhood liaison will be able to communicate with community stakeholders and work to build a strong relationship with our neighbors.
- Investing in public improvements – We will work to improve our surroundings by re-investing earnings in transportation improvements, landscape beautification projects, sidewalk maintenance, lighting improvements, code compliance and neighborhood security measures.

Philanthropy and giving back to the community – We will implement a community benefits program to provide grants to local nonprofit organizations. Our grant funding process will be established to ensure grants are awarded in an objective and fair manner that gives each local group a chance to participate and compete. Our community benefits program includes: Establishing grant making priorities, establishing enrichment program areas, outreaching to potential grantees to apply, reviewing grant applications, awarding grants, measuring grantee progress, and adjusting our grant making strategy.

Together with pursuing community outreach we will work to minimize the nuisances caused by our operation. Some of the areas that we will work to mitigate potential negative effects include:

- Noise Mitigation - We will comply with all state and local regulations governing noise standards. We have identified two primary areas of noise mitigation- operations and facility design. Operational noise mitigation entails how we will reduce noise in our day-to-day business operations; and facility design entails how our facility is designed and constructed to reduce noise.

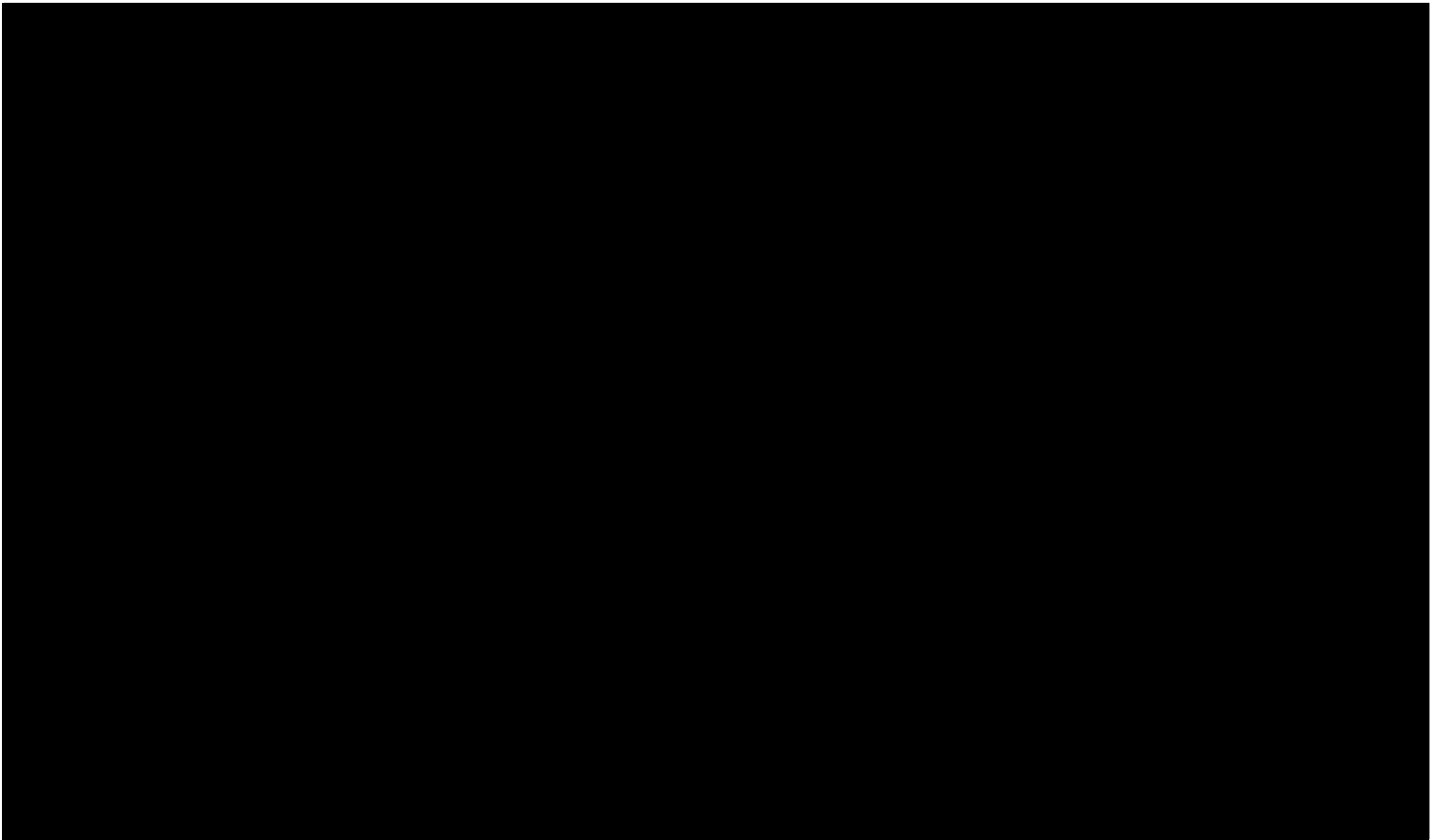
- Odor Mitigation - Controlling odor is an essential part of our operation to remain discreet and to minimize the nuisance on our neighbors. Cannabis produces heavy odors due to evaporation of volatile terpenoids. If not handled properly, these odors could be dispersed and draw unwanted attention to our operations. We will utilize what we believe to be the two most effective odor mitigation methods. First we will operate a closed grow environment and second by using activated carbon filters.

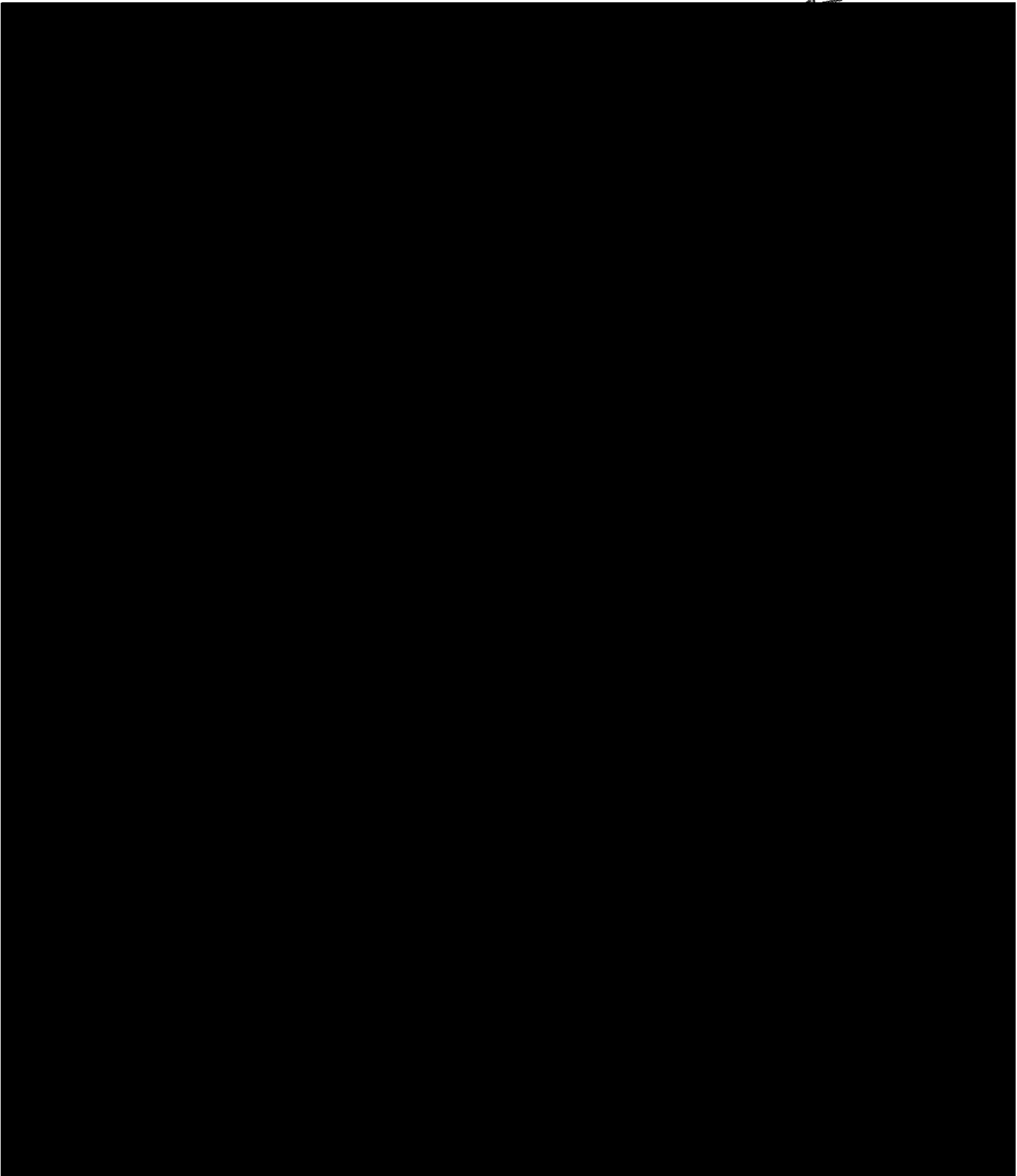
- Limiting Foot & Vehicular Traffic - We will minimize traffic flow interference by designating employee parking, restricting facility access and implementing a traffic control plan.

- Limiting Waste & Water Production - Bulk trash will not be placed on the sidewalk for pickup earlier than twenty-four (24) hours before the start of scheduled bulk trash collection. Our solid waste carts and recycling containers will be placed at the locations designated before 7:00 a.m. and removed immediately following collection.

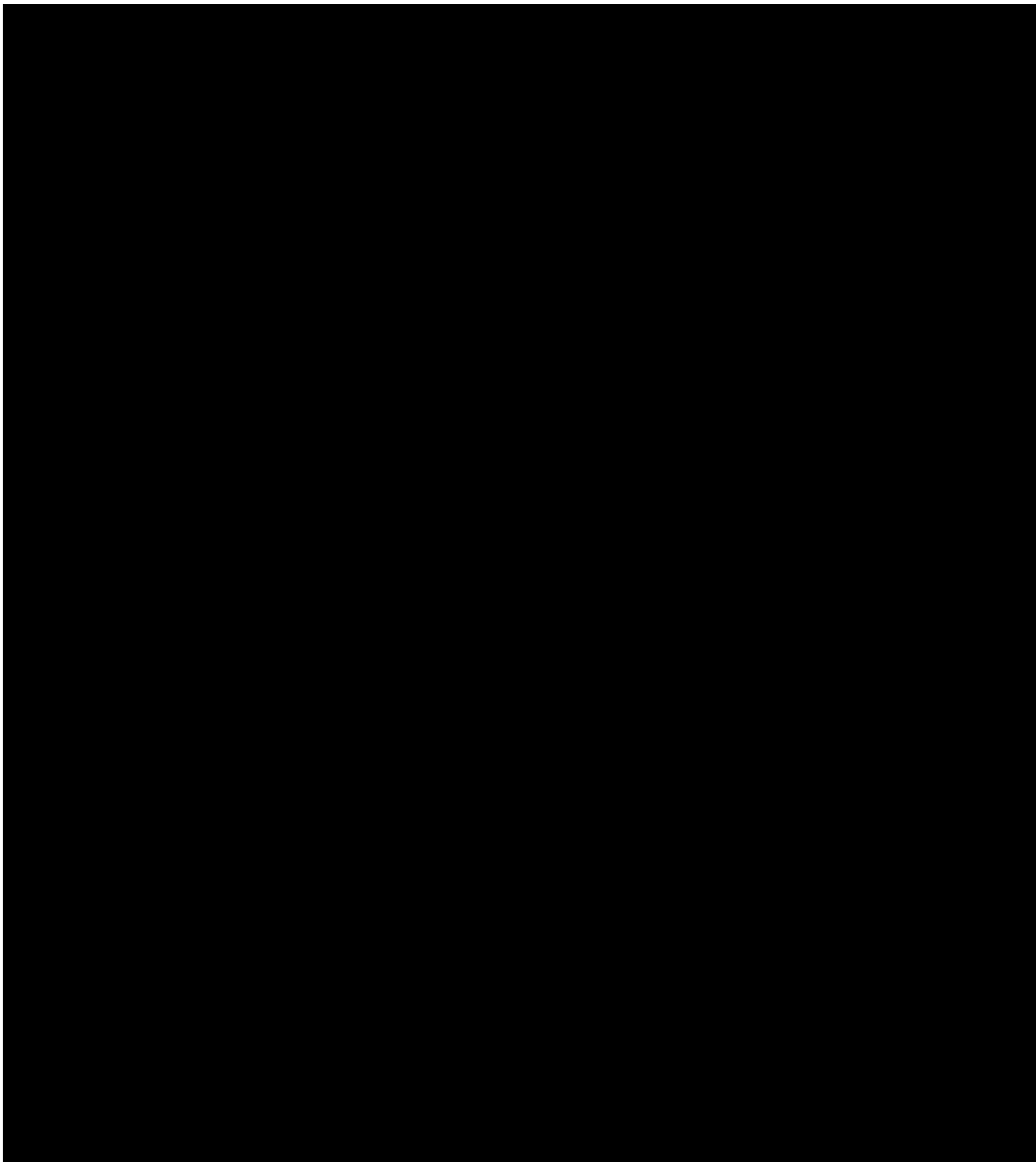
Addressing Safety Related Concerns – We plan to develop and operate according to a site safety and support matrix to accelerate the rapid response for any emergency or activity that our employees deem as a hazard to staff or the surrounding community.]

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.

[The written Proposed Staffing Plan for Baystate Compassion Center addresses and meets the application of Massachusetts Medical Marijuana Program Rules and Regulations.

The organizational structure outlines Kevin Collins, CEO with direct reports of David Spannaus, CFO, Brian Collins, EVP Facilities & Security, Diane Czarkowski, Director of Operations and Ronald Paasch, Medical Director. Reporting to Ronald Paasch will be Mary Collins, Director of Patient Services.

Initially the CEO and EVP of Facilities & Security positions will be full-time while the CFO, Director of Operations and Medical Director positions will be part-time. Both the Dispensary and Cultivation/Processing Facility Managers will report to the Executive Management Team.

A summary of roles and responsibilities are as follows:

CEO - Establishes credibility throughout the organization and with the Board as an effective developer of solutions to dispensary and dispensary business challenges. Provides leadership and management to ensure that the mission and core values of the company are put into practice. Responsible for driving the company to achieve and surpass business goals and objectives.

CFO - The CFO is responsible for directing the fiscal functions of the corporation in accordance with generally accepted accounting principles issued by the Financial Accounting Standards Board, the Securities and Exchange Commission, other regulatory and advisory organizations and in accordance with financial management techniques and practices appropriate within the private and public industries.

Medical Director - The Medical Director drives the advancement of patient safety by rigorously and creatively applying their scientific and medical expertise. Medical Director possesses and leverages his or her credibility to inform and influence healthy growing practices, clinical studies, leads strategic research activities on cannabis, provide insights for and influence new strains for supporting patient's. Works collaboratively with dispensaries to understand needs of patients.

Director of Operations - The Director of Operations interfaces with ownership, vendors, landlords, law enforcement, compliance officers, inventory and quality to control clerks to ensure the transactional fluidity of the Dispensary as a whole. It is the responsibility of the Director of Operations to ensure the entire office is working within compliance of local policy and state law. Working with ownership and accounting, the Director of Operations establishes, maintains and enforces office policy and procedure so product is tracked from plant to end user market and all transactions are accurately documented.

Director of Patient Services - The Director of Patient Services drives the advancement of patient safety by rigorously and creatively applying their scientific and medical expertise in collaboration with the Medical Director. The Director of Patient Services possesses and leverages his or her credibility to inform and influence healthy growing practices, clinical studies, leads strategic research activities on cannabis, provide insights for and influence new strains for supporting patient's. Works collaboratively with dispensaries to understand needs of patients.

EVP of Facilities & Security - The EVP of Facilities & Security is responsible for facility management and security oversight for ensuring a safe, professional, friendly, respectful and hospitable environment filled with compassion for patients, visitors and associates.

Also included in the comprehensive Staffing Plan are details outlining:

- Department of Health Compliance
 - Non-Discrimination, Minimum Age and Entry Requirement
 - Background Check Reporting
- Maintenance and Compliance of Confidential Information Policy
- Disclosure of Company Information
 - Patient Authorization
 - Business Associates
 - Medical Cannabis Confidential Information Requested in Forced Circumstances
 - Personal Health Information Requested for a Legitimate Business Purpose
- Company Right of Notice
- Workplace Security and Training
 - Cultivating Security and Safety Policy

- Workplace Safety and Security
 - Security and Safety Training Drills
 - Theft Prevention
 - Fire and Safety Training Drills
 - Hazardous Material Training
 - Conflict Resolution and Self Defense Training
- Leadership Presence During Hours of Operation
 - Hours of Operation and Sale]

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.

[Baystate Compassion Center shall have a comprehensive plan in place for hiring the best possible candidates for employment while maintaining a diverse and competent workforce. We have developed a staffing plan that is available for the Department upon request, which includes an outline of the hiring process. Below are its key elements:

- The Management Team must obtain authority from the Board of Directors to fill a position.
- Job descriptions will be created for each position and updated as necessary.
- Selection criteria will be determined based on requisite qualifications.
- Want ads will be published to attract applicants and present equal employment opportunities.
- An interview committee will be established to review applications and employ standard interview questions.
- Top candidates will be identified.
- Once a determination has been made, references will be checked. If an existing employee is interviewing for a new position, the employee's personnel file shall be reviewed.
- Once a finalist is selected, the Management Team will obtain salary approval from the Board of Directors.
- A letter is sent to applicant confirming an employment offer.
- An RMD executive registered with the Department of Criminal Justice Information Systems pursuant to 105 CMR 725.100(A)(7) submits to CORI the report obtained from the prospective employee within 30 days prior to submission.
- If the prospect is approved by the Department, they will be hired. All other candidates are notified they were not selected.
- Any changes to the status of employment will be immediately notified to the Department.
- Baystate Compassion Center will collect a copy of the employee's identifying documents as required, which will be kept in the employee's confidential file.

Baystate Compassion Center has developed a plan for RMD operations and drafted a qualifications and experience list by position. The qualifications and experience requirements for initial staff members are summarized below:

- Chief Executive Officer – Strong problem solving and communication skills, and an ability to identify and solve problems. Leadership skills and experience in decision-making, process improvements, effective delegation and performance review. Ability to train and develop skills of subordinates. Record of sound and accurate judgment. Previous experience of five years as a CEO or general manager.
- Chief Financial Officer – Ability to plan, implement, direct and evaluate the organization's fiscal operations. Record of participation in the development of corporate plans and programs. Strong ability to produce accurate analyses of budgets, financial reports and financial trends in order to assist the CEO and Board in performing their duties. Able to provide financial input for use in decision-making. Ability to advise on

contracts and help oversee maintenance of the not-for-profit status. Must have ten+ years of recent
controllershship experience.

 ORIGINAL

- Medical Director – Research and provide information on medical cannabis. Work with lab representatives to ensure efficacy of cannabis through development of clinical studies. Qualified to review patient files and communicate with dispensary manager. Serve as key medical advisor to RMD management. Provides insight to new products and delivery methods. Educate employees and patients on cannabis use. Experience requirements include 3+ years of clinical experience with direct patient care and clinical trials. Education requirement includes a medical degree, residency training and board certification.

- Operations Manager – Management skills adequate to operate a small-to-mid size business. Ability to provide excellent customer service and build rapport with patients. Extensive knowledge of medical cannabis including strains, genetics, modes of administration, selection of strains for ailments. Ability to produce sales reports, identify market trends and provide analysis. Commitment to accountability. Ability to respond to the Board of Directors and higher-level executives while maintaining the workplace and effectively managing staff. Experience requirement includes 5+ years as a manager dealing with training and sales.

- Horticulturist – Must have knowledge and skills for cannabis cultivation. Ability to maintain grow facility and perform pest control measures to meet Department standards. Ability to collect, compile and analyze data and deliver findings. Strong management ability to oversee horticulturalists, evaluate worker performance and identify inefficiencies in production. Ability to respond to the needs and demands of the RMD management. Experience requirement includes 5+ years growing plants indoors.

Baystate Compassion Center has prepared qualifications and experience requirements for other positions including horticulturalists, med tenders, security, reception and administrative staff. Due to character limits this information is available upon request.

We have registered Baystate Compassion Center with the Department of Criminal Justice Information Systems. Pursuant to 105 CMR 725.100(A)(7), we are submitting to the Department a Criminal Offender Record Information (CORI) a report for everyone we seek to obtain a dispensary agent registration for. This information shall have been obtained within 30 calendar days prior to submission.

After CORI requests are submitted, we will be able to login to our iCORI account and view the results. These results will be communicated and utilized as deemed appropriate by the Department. We will work with the Department to comply with all rules, as may be amended, regarding procedures.]

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.

[Baystate Compassion Center is committed to providing our workforce with competitive wages, opportunities for advancement, comprehensive employee benefits and compliance with all applicable employment provisions under the law. We will offer advanced employee training and education to ensure our staff has all the skills to successes fully serve our patients.

The goal of our competitive wage philosophy is to attract, retain, and motivate employees. If we take care of our employees, they will in turn take care of our patients. We plan to competitively compensate our employees and allow for annual raises each fiscal year. Our proposed wages our first year of operation is as follows:

- Board of Directors at 4 hours/week at \$0/month; 4 positions
- CEO at 40+ hours/week at \$30,000/year; 1 position
- CFO at 20 hours/week at \$30,000/year; 1 position
- Operations Manager at 20 hours/week at \$30,000/year; 1 position

- Director of Patient Services at 20 hours/week at \$30,000/year; 1 position
- Medical Director at 20 hours/week at \$30,000/year; 1 position
- EVP of Security and Facilities at 40+ hours/week at \$30,000/year; 1 position
- RMD Facility Manager at 40 hours/week at \$30k/year; 1 positions
- Security Guard at 30 hours/week at \$30k/year; 2 positions
- Drivers at 30 hours/week at \$30k/year; 2 positions
- Patient Consultant at 30 hours/week at \$30k/year; 1 position
- Med Tender at 30 hours/week at \$30k/year; 1 position
- Order Processor at 30 hours/week at \$15/hour; 3 positions
- Cultivation/Processing Facility Manager at 30 hours/week at \$15/hour; 1 position
- Horticulturist at 30 hours/week at \$30k/year; 1 position
- Associate Horticulturist at 30 hours/week at \$15/hour; 1 position
- Horticulturist Assistant/Trimmers at 30 hours/week at \$15/hour; 4 positions
- Horticulturist Processor at 30 hours/week at \$15/hour; 1 position

Our philosophy is that more important than a competitive wage policy are opportunities for advancement. Research has shown that opportunity for advancement is the number one priority of employees. Advancement opportunities are central to strong job performance, as it incentivizes employees to perform.

When the time comes to promote an employee, we will evaluate each candidate by assessing their skills, effectiveness in their current position and future potential. The following steps will be taken for considering employee advancement:

- Step 1–Develop checklist with criteria for advancement
- Step 2–Compare the employee’s performance, skills, and adherence to company policy against the checklist
- Step 3–Interview eligible employees as potential candidates for open positions
- Step 4–Promote from within whenever possible to fill positions before seeking outside candidates
- Step 5–Talk to employees who are denied a promotion about their evaluation

There may be times when promotions are not feasible, however, on -the-job-training will always be encouraged. When possible, employees’ tasks will be rotated, thereby increasing skill sets and strengths among staff. Keeping employees engaged and growing their skills will be an emphasis of our operations to prepare employees for promotion when possible.

Benefits are also important to employees. For that reason, we will provide our employees with a comprehensive benefits plan. There are two types of employee benefits that we will provide: benefits that are required by law and those that we offer as an option to compensate our employees. Examples of required benefits include:

- Social Security–Funds applied toward retirement benefits.
- Unemployment Taxes–Government program that gives temporary cash payments to workers who have lost their jobs through no fault of their own. All Massachusetts employers who hire one or more employees must register with the Massachusetts Department of Unemployment Assistance.
- Workers' Compensation–Commonly known as 'disability benefits', compensate workers disabled by occupational illness or injury.
- Overtime Compensation–Even if not required we will compensate non-administrative employees with 1.5 times their normal wage when working over 40 hours a week.
- Voter Participation Incentive–We will provide at least two hours for employees to vote in elections.

Example of optional benefits we will offer our employees include:

- Leave Benefits-These leave benefits include holiday/vacation, jury duty, personal and sick leave and funeral/bereavement leave. We will offer our employees a minimum of 8 days of leave benefits annually.
- Health Benefits-These health benefits include vision, dental, prescription and disability options. As a hopeful member of the healthcare industry we know that keeping employees healthy is important to our operations. We want to provide several options based on coverage and expense. We will be offering HMO and PPO options from multiple providers.
- Retirement Savings-A retirement savings plan (commonly known as a 401k) allows a worker to save for retirement, and have the savings invested while deferring current income taxes on the saved money and earnings until withdrawal.

The cost of providing optional benefits will vary due to multiple-plan variables. We estimate providing 15-20% of an employee's salary in benefit compensation (i.e. if employee is paid \$48,000/year, we estimate \$7,200-\$9,600 paid in benefits for that employee).

We have prepared a comprehensive employee development plan that enumerates our plans in greater detail. Other provisions include paying a livable wage, never under MA minimum wage, conducting salary surveys to provide comparable earning information, and compensating all employees according to equal opportunity and non-discrimination policies. We will comply with the Americans with Disabilities Act and ensure non-discrimination and equal access.]

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.

[For all employees, Baystate Compassion Center will outline professional development plans that document the goals, required skill and competency development, and objectives a staff member will need to accomplish in order to support continuous improvement and career development. The manager working closely with the staff member will identify the necessary skills and resources to support the staff member's career goals and the organization's business needs.

Professional development for staff members begins when a new member joins the Baystate Compassion Center team. In addition, all staff members should have a "living" professional development plan in place. Planning should not take place only after a staff member is identified as needing improvement. Professional development plans should be reviewed on an on-going basis throughout the year, with at least one interim review discussion between the staff member and supervisor prior to the end of the yearly performance review period.

WORKPLACE SECURITY AND TRAINING

A. Cultivating Security and Safety Policy:

Baystate Compassion Center will provide and ensure a safe growing and dispensary environment by providing adequate security and theft prevention training and development programs.

B. Workplace Safety and Security

The safety and security of our employees is our top priority. The organizations executive team aim to protect employees from internal and external security risks. Workplace security has gained much attention within the last 10 years due to an increase in workplace violence, company invasions, the need to request background investigations of potential and existing employees, Internet and technology-based security needs,

threats of terrorism, and increased legal liability to organizations for not taking reasonable measures to safeguard the workplace due to security threats.

The CEO, top level executives and expert security teams strive to provide and implement top security measures for all employees, third party contractors, vendors, and individuals visiting on company premises. In addition, our company has developed an additional written safety and security plan that addresses operations hazards and potential security risks, which is updated frequently as company safety risk changes and for the ongoing safety of our staff. Our company compliance and safety subdivision while working with our IT department will oversee all programs, trainings, and seminars.

C. Security and Safety Training Drills

Given the nature of our business, security is a significant aspect of our day-to-day operations. As such, employees will not only be trained on the proper procedure in the case of emergency while on site, but all new employees will also be required to attend safety trainings that must be completed during the early stages of employment. As part of our commitment to a safe working environment new employees will also receive basic training on personal safety. This includes parking lot safety and training for employees walking to work or utilizing public transportation.

D. Theft Prevention

Baystate Compassion Center plans to implement security theft prevention training to deter and prevent the theft of cannabis or any unauthorized access to areas containing cannabis. All cannabis will be stored in highly secure areas with no public access. Our measures to safeguard against theft prevention include training on:

- Perimeter Access
- Entry/Exit Procedures
- End of Day Procedures
- Alarm Activation
- Surveillance Monitoring
- Electronic Access Control

E. Fire and Safety Training Drills

Given that fire safety is important in our line of work; our company will provide significant continuous training on fire prevention to all employees. Employees will be trained generally on fire hazards, with an emphasis on area specific hazards. For example the dispensary room will have different and arguably greater risks than the harvesting and drying departments. As such, employees in the Dispensary department will receive fire prevention training specific to wiring, amperage, and voltage department and job classification specific training like this will be provided for certain employees while general fire safety, hazard training and drills will be required for all employees. The general training will encompass detecting potential fire hazards and appropriate steps to take in the event of an actual fire emergency.

F. Hazardous Material Training

It is expected that every person working in the dispensary and manufacturing facility will be knowledgeable in acting responsibly in emergencies and handling hazardous materials. In most cases the observer of an emergency is faced with the decision to leave the scene and summon help or to stay and provide help. It is imperative that the employees receive proper training so they know the correct protocols in handling these types of situations. At minimum, employees should:

- Know basic hazard and risk assessment
- Know how to select and use protective equipment
- Understand basic hazardous materials terms
- Know how to perform basic control, containment, and/or confinement operations within the capabilities of their resources and protective equipment
- Know basic decontamination procedures

G. Conflict Resolution and Self Defense Training

It is expected that every person working in the dispensary and manufacturing facility will be knowledgeable in acting responsibly in emergencies and handling hazardous materials. In most cases the observer of an emergency is faced with the decision to leave the scene and summon help or to stay and provide help.]

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.

[The planned startup timeline for our cultivation and dispensary facility is summarized in exhibit 7.1 showing the dates of the most significant construction and horticultural milestones. Upon issuance of our RMD, we are prepared to immediately begin construction planning and we expect to have construction complete by April 21, 2014. The General Contractor will complete the primary growing areas first, so that horticultural activities can begin while construction in other areas is ongoing. We will start growing in the facility on May 1, 2014, we expect first harvest on October 23, 2014 and product will be available for sale shortly thereafter. The dates shown here are subject to change based on factors such as unexpected shortages of construction materials, permitting and zoning delays.

The initial focus of construction will be to complete all cultivation areas. In order to open our RMD as quickly as possible and to have a steady supply of medical marijuana, we will construct our propagation area first in the cultivation area so that we can begin raising mother plants for vegetation. As soon as permissible by the Department and other regulatory agencies, we will plant inside the propagation room to give us a head start on raising our mother plants. Once the propagation room is complete, we will focus on developing our vegetation area so that cuttings from our mother plants can be vegetated and prepared for flowering.

After the vegetation room is complete we will develop our flowering area so that once our plants finish their vegetation stage, we can immediately move them into our flowering room. Flowering is the longest process of the plant cycle, so following flowering we will complete our harvesting, drying, trimming, curing and packaging areas.

Our contractor will ensure construction does not negatively impact any live vegetation and that each construction area is sealed from adjacent rooms. This will help prevent construction debris, pests, contamination and other harmful bodies from interacting with our plants.

The proposed dates for each stage of our cultivation facility build-out are as follows:

- 2/1/14 - Provisional certificate of registration by the Department
- 2/28/14 - Design team commences: design, floor plan, development of construction drawings, submission of drawings, approvals, etc. Construction commences: mobilization of construction crews, tools, machinery, equipment, review and finalization of specifications and prints. Begin building preparation: obtain construction permits; order and release of specified construction materials and equipment.

- 4/21/14 – Layout of walls, electrical work and mechanical work. Begin build out of flowering rooms including walls and ceilings, electrical work, mechanical work, sprinkler system, and doors. Build out of non-flowering process areas (vegetation, dry/cure, trim, office, bathrooms, etc.).

- 4/28/14 – State approval
- 5/1/14 – Growing commences
- 6/26/14 – Seed to mother
- 7/10/14 – Clip into clone
- 9/18/14 – Clones flower
- 10/23/14 – Cut, dry, cure and trim product
- 10/27/14 – First product available for sale

In an effort to expedite the opening of our RMD, the design team will begin immediately working on our dispensary facility design once construction commences on the cultivation area. All designs, construction drawings, permits and contractors should be in place prior to completing all construction work in our cultivation areas.

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

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.

[Baystate Compassion Center intends to provide our patients with safe products that are professionally packaged and presented in a compassionate, service-focused way in a comfortable setting by well-trained staff. Patient education is a key element of our approach, and will be part of an array of wellness and support services (transportation, interpreters, and care advocates) we offer our patients. Our dispensary will be designed and built to feature state of the art technology with forward-looking green practices. Security and safety are critical components of our operations. We also plan to take every effort to be “good neighbors” in the community. This means providing extensive community outreach, including hiring, indigent care, and public involvement. It also means minimizing any negative impacts or nuisances that may arise from our operations.

Our key objectives are:

- To provide safe and legal access to medical cannabis for all qualified patients regardless of their ability to pay;
- To reduce the barriers and improve access to medical cannabis and its potential benefits, including the potential to reduce health disparities in underserved and minority residents in Hampden County; and
- To revitalize our neighborhood and contribute to Hampden County’s wider economic development through job creation, increased tax base, and education and outreach.

Every quarter we will conduct business check-ins that will inform our business practice improvements. These check-ins including asking three fundamental questions:

- Where are we now?
- Where do we want to be?
- How do we get there?

To answer these questions, meaningful data must be collected. Our seed-to-sale POS system will allow for most of the quantitative data collection we need. The quantitative data can help us answer questions such as:

- Medical cannabis supply –How much cannabis is cultivated a month? Do we have a consistent supply of high quality medical marijuana? What is our crop failure rate? What percentage of our cannabis cultivated is considered passing quality by our Department-approved lab?
- Patient counts – How many patients are we servicing? Are we able to support our current patient needs? What is our patient growth rate? Does our medical cannabis supply growth plan support that?
- Jobs and taxation – How many jobs have we created? How much are we contributing to local and federal taxes?

- Patient services and philanthropy – How much in non-profit contributions have we made? How much in discounts and free cannabis have we contributed? How much do we spend monthly on patient services, such as transportation and patient education?

Other questions rely on surveying our patients, staff and community stakeholders. Each questions will be asked “On a scale of 1-10, how satisfied are you with...”. This will allow us to quantify our results. Samples of questions include:

- Patient satisfaction – How satisfied are our patients with our products? With our service? With our staff? Do you feel safe and comfortable at our facility?

- Staff satisfaction – How meaningful is your work? How challenging is your job? Are you paid well for the work you do? Do you receive ample benefits? Are the expectations of your supervisor realistic? Do you feel you are growing personally and/or professionally? Do you feel there are job advancement opportunities? Do you feel safe and comfortable at work?

- Community satisfaction – Do you feel Baystate Compassion Center is a responsible neighbor? How many incidents have there been in the past 90 days? Do you feel there are security concerns? Are there noise or traffic concerns?

The questions we ask and the data we collect will change from time to time to improve our performance measures. We will base our goals off of previous performance levels and each year work to achieve higher operating standards. We have prepared a detailed Operations Plan that is available for review by the Department upon request.]

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.

[Baystate Compassion Center will be using state-of-the-art and efficient hydroponic cultivation techniques to produce high quality medical cannabis for the Department’s patients; via a methodology within this art that minimizes waste to an absolute minnum. Considerable debate surrounds the value of organic versus non-organic cultivation methods. When weighing the pros and cons of the cultivation methods it is important to recognize that organic, or bio-organic, growing methods and products are preferred based mass popularity. Consumers want products that are not tainted by hazardous chemicals or poisons and that do not harm our fragile ecosystems. However, only bio-organic growing methods and non-organic hydroponics will allow a true “indoor” cultivation center to maintain an available level of product that meets real-time demand. Fundamental principles of organic cultivation are:

- Avoiding chemical pesticides through the use of natural pest control measures;
- Moderation of nutrient application. Our minimal waste hydroponic cultivation processes are in alignment with these principles;
- We will avoid chemical pesticides through a holistic approach to pest management that emphasizes preventative measures;
- We will use soil-less hydroponics and will compost all unused plant material under a limited-waste policy;
- We will adhere to strict nutrient schedules and will utilize highly efficient nutrient dosing technologies to minimize, if not eliminate, nutrient waste.

Through state-of-the-art efficient hydroponic processes and the use of pure organic nutrients for the growth of medical flowers, Baystate Compassion Center will be able to eliminate the use of substances that

would not be allowed by the Organic Foods Production Act of 1990, by the regulations in Title 7, Part 205 of the Code of Federal Regulations, or by the National Organic Program. Through detailed product safety and laboratory testing protocols (described in our Product Safety Plan) we will ensure that all products are free of harmful yeasts, molds, bacteria, and chemical residues. These measures will produce a medicine superior to current standards—one that is cleaner, safer and green.

Baystate Compassion Center's cultivation team prefers to combine a soilless medium as substrate with the addition of an organic line of liquid nutrients for feeding, applied as needed by each individual plant strain. The use of an inert substrate provides a baseline (of "zero") and, with the addition of liquid organic nutrient, allows for great control over the feeding and care of each plant throughout the course of its life cycle. This is a technique that, after four years of refinement, yields consistent, reliable results in producing medicinal-quality, organic cannabis flowers.

We plan to streamline the plant production process so that it is entirely self-sustained, follows organic practices and does not rely on bringing in outside plant matter. Our vision is to re-create nature in an indoor environment while enforcing a minimal/zero waste policy and instituting an automated process to include irrigation, lighting, and environmental controls.

All of the plant material needs of the facility are fulfilled from existing plants, creating a perpetual plant production model that constantly recycles itself and begins from a single cannabis seed. By creating our own plant stock, it is possible to service all of our production, allowing us to avoid the hazards associated with bringing in outside plant matter which can be a trojan horse for spider mites, mold, mildew and bacteria among others. This labor intensive production method will help keep available jobs in the local community, as well as generate new ones.

Baystate Compassion Center's has retained Canna Advisors (CA). CA is an experienced industrial cultivation expert for the Medical Marijuana industry. CA was retained to help design & build BCC's cultivation center and to provide oversight management of the facility, once operational. CA is led by Jay & Diane Czarkowski who, in addition to their experience in the efficient design & build-out of large scale cultivation centers (15,000 – 100,000 square feet), each has extensive cannabis cultivation experience.

Diane Czarkowski, a Connecticut native with a BS in Electrical Engineering from Norwich University, has over 4 years of experience designing, developing, and operating medical marijuana production facilities. In 2009 she and her husband, Jay Czarkowski, founded Boulder Kind Care (BKC). They created one of the first vertically integrated MMJ businesses in Colorado. They began with a single dispensary and 5000 square foot cultivation operation, eventually scaling to a new 12,000 square foot state-of-the-art production facility. During this time the focus was always on producing consistent, high quality, pharmaceutical-grade cannabis, which was sold through their award-winning dispensary. What made BKC so successful in grow operations was a unique system design and meticulous attention to detail. Significant adaptations in lighting system design led to increased yields using less watts. Jay and Diane are also industry leaders in bringing automation to cannabis growing, with Jay being a founding member of the National Cannabis Industry Association and a sustaining member of Americans for Safe Access (ASA).]

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.

[The steps taken to ensure the quality of our medical marijuana are many and varied. Quality assurance operations include self-regulated checks, which are outlined in detail in our Policy and Procedures Manual. The self-regulated checks include employee hygiene entry/exit protocols, daily and weekly plant pathogen inspections, organic materials handling procedures, plant harvest and manicure procedural checks, drying/curing protocol checks, facility cleaning protocols, and, finally, independent laboratory analytical checks for the finished product. All of these procedures, policies and checks form a chain, which commences before

any stage of vegetation and culminates to an excellent cannabis flower, clean of contaminants and rich in therapeutic cannabinoids.

Since the above-mentioned procedural checks are reviewed in detail in our Policy and Procedures Manual, which is oriented toward final product consistency and quality, we will address that testing component here (though the self-checks through out are essential for the final product).

Baystate Compassion Center has contacted several analytical laboratories and is in the process of sorting through them so as to determine which laboratory or laboratories are best suited to our needs. All of the laboratories we have contacted use Gas Chromatography with Mass Spectrometer (GC/MS) to determine the amount of cannabinoids present in given samples. This is because GC/MS is heat induced form of testing and thus is preferred for analysis of marijuana plant compounds. This is because the heat emulates the patients' use of medicine via a vaporizer or the cooking of MIPs, therefore GC/MS analysis provides a realistic view of the cannabinoids the patient would consume. Other analytical methods include, HPLC (High Pressure Liquid Chromatograph), which allows the scientist to see what is actually present in the sample without the use of heat. HPLC has been used in the herbal dietary supplements industry for decades for the testing of plant compounds and is highly reliable and accurate for measurement of cannabinoids that exist in raw form (i.e. THCa).

Therapeutic compounds tested include (but are not limited to) CBD (therapeutic), its precursor CBDA, THC (therapeutic), its precursor THCA, CBG (therapeutic), CBC (therapeutic) and CBN (the compound that results from the degradation of THC and the amount of which therefore is useful as a gauge of flower maturity at the time of harvest). In addition to the therapeutic compounds and their precursors, we will also test for compounds that could indicate contamination (and which our self-regulated checks are intended to prevent). These include mold, inorganic residual heavy metals, and bacteria.

The science of identifying therapeutic compound ratio percentages will be recorded and catalogued along with the patients' feedback of the medicinal value. With a large enough sample size of patient feedback, we will develop and use this catalogue to show what therapeutic compound ratio percentages are best qualified as medicine for patients' ailments. Patients will be able to use this information to determine the usefulness of various strains for their condition. For example, a patient suffering from a seizure disorder, but who needs to be able to remain mentally alert, will be able to shop for a product high in CBD and low in THC, whereas a patient suffering from glaucoma will be able to shop for a product high in CBG. This will create a legitimacy in the medical marijuana field that is currently non-existent.

Collected samples will be analyzed using the below listed tests. These tests were developed to make sure that the data produced is consistent and dependable

- Visual inspection
- Moisture analysis
- Gender testing
- Microbiological screening
- Cannabinoid profiling
- Chemical residue screening
- Environmental testing

We will maintain the appropriate cleanliness and sanitation policies in place.]

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.

[Baystate Compassion Center will comply with all Department rules pertaining to disposal of excess or damaged plants or products. We will handle such disposal in a way that incorporates security measures to help avoid diversion of such products. We shall meet all of the waste disposal requirements of 105 CMR 725.105(J), which includes:

- All of our waste, including waste composed of or containing finished marijuana, will be stored, secured, and inventoried in accordance with applicable state and local statutes, ordinances, and regulations.
- Liquid waste containing marijuana or by-products of marijuana processing shall be disposed of in compliance with requirements for discharge into surface water (314 CMR 3.00), groundwater (314 CMR 5.00), and sewers (314 CMR 7.00), or disposed of in an industrial wastewater holding tank in accordance with 314 CMR 18.00.

All unused plant material is to be treated as waste. The waste plant material is to be weighed separately from the flowers, the trim and other parts to be processed and its weight recorded. This material is then chipped and mixed with waste grow media so as to render it unusable.

Waste plant material may come from the following sources:

- Plant material from pruning of plants
- Any diseased plant material (disease and/or infestation)
- Entire plants if they become diseased or otherwise unhealthy
- Unusable plant material at harvest

All of the unwanted material from our method is organic or reusable (with exception of nutrient containers). The organic material will be composted for future organic nutrient teas that can be applied back to the growing plants. Reusable material will be washed and sanitized for re-use. All trash that cannot be recycled (nutrient containers are recyclable) will be disposed of in a landfill holding a valid permit issued by the DEP or by the appropriate state agency in the state in which the facility is located. No fewer than two dispensary agents must witness and document disposal in the landfill.

MJ Freeway's GrowTracker™ software maintains permanent records of all plants within the operation, including those that are destroyed. These records include measures to track the who, what, when, where, and why of any given destroyed plant by unique key databasing. Real-time reports may be run specifically to gather information about destroyed plants.

When marijuana or MIPs are disposed of, we will create and maintain a written record of the date, the type and quantity disposed of, the manner of disposal, and the persons present during the disposal, with their signatures. These disposal records will be kept for at least two years.

If our Certification of Registration for our RMD expires, is revoked, or voided, we shall comply with Department rules by:

- Immediately discontinuing cultivation and production of marijuana
- Weight can be inventoried of all unused marijuana in all stages of cultivation and all MIPs in any stage of production, and create and maintain a written record of all such items
- Disposing of the unused marijuana in accordance with 105 CMR 725.105(J) subsequent to approval by the Department. Such disposal shall be considered to be in the best interests of the general public, and the Department shall not be held liable in any way for any financial or other loss maintaining all records as required by 105 CMR 725.105.]

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.

[N/A in year one and will explore MIPs in year 2]

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.

[Inventory control and loss prevention is essential for keeping our products and facility secure and fulfilling our compassionate mission. We will employ a transparent process to track production and distribution so that at any time the condition and quantity of every product in all development stages can be documented. This will allow us to maintain an exceptional perpetual harvest while avoiding over or underproduction and preventing or promptly recognizing any misallocation or theft.

The foundation of our inventory tracking system is the state-of-the art MJ Freeway software application. This system has extremely flexible inventory capabilities perfectly suited to the challenges we will encounter. This product suite was designed from the ground up specifically to cater to the unique needs of the medical marijuana industry. The fully integrated system includes features for tracking, managing, and reporting on all business operational facets unique to the industry. All components of the software maintain strict batch tracking through all operations representing true 'seed-to-sale' inventory management.

The goals of our inventory policies and procedures are:

- Ensuring product integrity
- Preventing internal or external product diversion
- Complying with Department regulations
- Tracking key statistics related to our patients, products, and business.

There are four components to Baystate Compassion Center's comprehensive inventory control system:

- Well-trained and well-supervised staff
- State-of-the-art electronic inventory tracking
- Information security
- Rigorous operational protocols and quality controls, oversight, and accountability

The comprehensive inventory management program includes seed-to-sale tracking procedures, loss prevention, and storage of products. We will use a single electronic system to capture everything that happens to an individual marijuana plant, from seed and cultivation. Using unique plant and batch keys, it will literally track product through growth, harvest and preparation to final sale. The system will chronicle every ingredient, activity, transaction, or any hazard affecting the product.

Pursuant to 105 CMR 725.105(G), our inventory management program will ensure:

- All marijuana seeds, plants, and products, using a seed-to-sale methodology, are tagged and tracked
- Our inventory of seeds, plants, and usable marijuana is limited to reflect the projected needs of registered qualifying patients
- Real-time inventory is maintained as specified by the Department and in 105 CMR 725.105(G)(3) and (4), including, at a minimum, an inventory of marijuana plants; marijuana plant-clones in all phases; marijuana ready for dispensing; all MIPs; and all damaged, defective, expired or contaminated product awaiting disposal
- Procedures for conducting inventory reviews are established. Inventory of all product shall be conducted and checked monthly
- Comprehensive inventory of all products shall be compiled annually
- The record of each inventory includes the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory

For the transportation of medical marijuana, we shall:

- Weigh, inventory, and account for on video all marijuana to be transported prior to its leaving the original location
- Re-weigh, re-inventory, and account for on video all marijuana transported, within eight hours of arrival at the destination RMD except in the case of home delivery pursuant to 105 CMR 725.110(E)(11)
- Document and report any unusual discrepancy in weight or inventory to the Department and local law enforcement within 24 hours

Pursuant to 105 CMR 725.105(B)(2)(c), our inventory control tracking system shall ensure the distribution and acquisition of marijuana to and from all other RMDs does not cumulatively exceed 30% of total annual inventory.

At any time, our inventory control system will be able to generate an accurate snapshot of current production and holdings, how many plants are being cultivated, the stage of each plant in the process, and the number and kind of products ready for sale. Real-time updates about the acquisition, sale, delivery, return, and disposal of inventory are entered into this system, providing comprehensive data documenting every aspect of our operation. Routine inventory control and documentation is built into the production process itself, requiring verified inventory updates at each stage of the production process.

The overall security of our facility is just as critical as loss prevention and inventory control. We have described the security systems for our facility and operations above in this application. To avoid redundancy we will note only that product not under direct supervision will always be secured and stored as required by 105 CMR 725.105(D) and 725.110. These provisions include:

- Disposing of marijuana in excess of the amount required for normal operations.
- Establishing limited access areas accessible only to authorized personnel.
- Storing all finished marijuana in a secure, well maintained, safe or vault in such a manner as to prevent diversion, theft and loss.

These stringent protocols, inventory controls, evaluations, and diversion prevention methods will help mitigate the possibility of redistribution. If a patient is found to be redistributing cannabis, their access to the RMD will be revoked and the Department will be notified as required by law. All of these rules and procedures will be communicated to patients during an orientation and in a handbook that will be developed.]

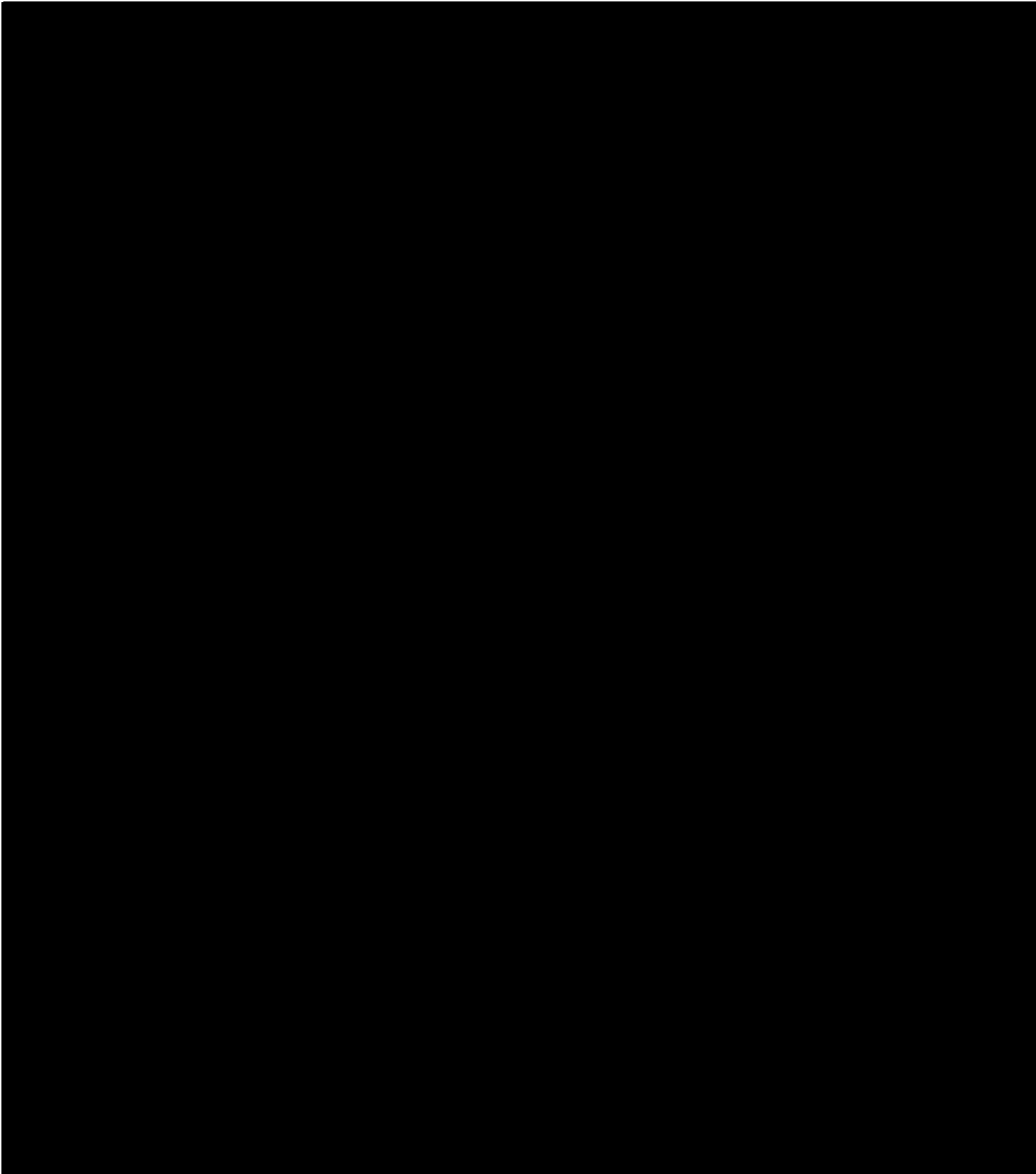
- 7.8 Describe how the applicant will transport marijuana, whether between the cultivation and dispensing site or between the dispensing site and a patient's home, including provisions for preventing diversion and tracking inventory during transport. Include a description of the RMD's proposed home delivery 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.

[Baystate Compassion Center will service Hampden County, which has a population of 465,923 in 2012 per the United States Census Bureau. The projected need will be 1% of this population which equivelates to 4,659 total available patients. In servicing this need, Baystate Compassion Center will offer translation services. For in-person consultations, we require a 3 day notice to provide the appropriate translation services on-site. For email correspondance, we will utilize translation software to provide appropriate responses in the applicant/patients native language.

Our MJ Freeway's software suite also enables detailed tracking of patient data including demographics, purchase history, medicine preferences, medical history, and physiological responses to medicines purchased. This data may be reported to aid in servicing market needs.]

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.

[Patient records are an indispensable component of Baystate Compassion Center's delivery of competent, quality care. These records are vital to an integrated understanding of the patient's needs. They provide the history and details of physician recommendations, patient assessments and concerns, required verifications, patient education and support, and staff-patient communications. Based on the documented history of a patient's treatment response, well-kept records also allow us to assess strain effectiveness relative to their condition and identify treatment alternatives.

We have tentatively selected MJ Freeway as our recordkeeping software system. We believe that this software is equipped to facilitate the administration of patient records, and will provide superior comparative analysis of patient information, making it easy to track treatment effectiveness. This software will be calibrated to the RMD's needs in order to protect patient privacy and assure compliance with all applicable laws, rules, and regulations. We will be able to control and limit staff access to patient records. The software will also integrate with our POS system and facilitate seed-to-sale tracking of all marijuana and MIPs sold as required by 725.105(G)(5).

In addition to patient records, Baystate Compassion Center will maintain additional records as required by the Department to be made available upon request, including but not limited to:

- Operating procedures as required by 105 CMR 725.105(A)
- Inventory records as required by 105 CMR 725.105(G)
- Seed-to-sale tracking records for all marijuana and MIPs as required by 725.105(G)(5)
- Job descriptions and organizational charts
- A staffing plan that will demonstrate accessible business hours and safe cultivation conditions
- Personnel policies and procedures
- All CORI reports obtained in accordance with 105 CMR 725.030(C), M.G.L. c.6. s172 and 803 CMR

2.00

• Waste disposal records as required under 105 CMR 725.105(J)(5) Records on each dispensary agent shall also be made and kept available for inspection.

Such records shall be maintained for at least 12 months after disassociation with our RMD and shall include, at a minimum, the following:

- All materials submitted to the Department pursuant to 105 CMR 725.030(B)
- Documentation of verification of references
- The job description or employment contract that includes duties, authority, responsibilities, qualifications, and supervision
- Documentation of all required training, including the signed statement of the individual indicating the date, time, and place he or she received said training on requisite topics with the name and title of presenters
- Copies of employment applications submitted to the Department on behalf of prospective dispensary agents
- A record of any disciplinary action taken

We will also maintain comprehensive hard and digital copies of our business records that will be available for inspection by the Department including:

- Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers
 - Sales records that indicate the name of the registered qualifying patient or personal caregiver to whom marijuana has been dispensed, including the quantity, form, and cost
 - Salary and wages paid to employees, stipends paid to board members, and any additional compensation paid to any individual affiliated with our RMD, including members of the non-profit corporation
- If for any reason our RMD is closed for business, we shall keep all of our records for at least 2 years at our own expense in a form and location acceptable to the Department. We have prepared a comprehensive recordkeeping system plan that is available for review by the Department upon request.]

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.

[Baystate Compassion Center is committed to providing medicinal marijuana at low or no cost to patients for whom paying full price would constitute an actual and substantial economic hardship. This policy will be very liberally applied but will require patients and caregivers to document their lack of financial resources. An important aspect of our patient care mission is our commitment to increase access to medical cannabis for those who are medically underserved. Most immediately we recognize that people with chronic or terminal illness often have limited financial means, frequently made worse by the loss of ability to work and the expenditure of income on expensive medical and custodial care.

For implementing a discount fee schedule for low-income populations, we will use the Federal Poverty Guidelines (FPG) to base our decisions. The FPG are issued each year in the Federal Register by the Department of Health and Human Services (HHS). The guidelines are a simplification of the poverty thresholds for use for administrative purposes — for instance, determining financial eligibility for certain federal programs.

Our proposed discounted sliding scale based on FPG is:

- Patients at or below 100% of the FPG receive a 25% discount on all purchases
- Patients within 150% of the FPG receive a 20% discount on all purchases
- Patients within 200% of the FPG receive a 15% discount on all purchases
- Patients within 300% of the FPG receive a 10% discount on all purchases

We will develop a discounted fee schedule policy that includes the procedure for qualifying for discounted medicine, how the discounts will be determined, and what documentation is required for determining the discount percentage. Verification will likely include tax returns and current paystubs. In addition to annualized income verification, eligibility may be based on current participation in certain governmental public assistance programs, such as MassHealth, Social Security Income (SSI) or temporary assistance for needy families. We will include a process for recertifying clients for the discounted fee schedule, which will be done at least once annually.

We will also have a sliding fee scale for patients with very serious illnesses. Our proposed discounted sliding scale based on very serious illnesses is:

- Terminal patients – For patients that have a documented one year or less to live we will offer free medicine. Medicinal cannabis shall be provided free to such patients (within the legal dispensing guidelines and terms of recommendation and Department rules).
- Military veteran disability patients – For our Military veteran disability patients we will offer a discount based upon RMD revenue productivity

Our programs give affordable access to treatments, which is critical because cannabis is currently a self-pay drug product. Neither public nor commercial insurers provide any subsidies or reimbursement to patients electing to use this medicine. With our group's experience in the health care, we expect to bring forth research

that will persuade third- party payers to reimburse patients using medical cannabis for conditions for which it has been shown to be clinically efficacious, safe, and cost effective in comparison to alternative therapies.]

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.

[Baystate Compassion Center plans to provide counseling and educational materials to registered qualifying patients and their caregivers as part of each patient's New Patient Welcome and Orientation Guide, which dispensary employees will be trained to provide as part of the New Patient Welcome and Orientation Procedure.

These materials will contain information pertaining to patient rights and responsibilities under the law, educational information regarding the responsible use of medical marijuana, facility orientation and dispensing procedure, and information regarding indications and contraindications of marijuana, including potential side effects and negative consequences of marijuana use. This manual and new patient procedure will also include patient self-assessment materials that will enable the patient to track both positive and adverse effects related to their marijuana therapy.

Baystate Compassion Center will also work through community outreach to help support area substance abuse prevention programs and provide access to reputable sources for continuing education and information.

New Patient Welcome and Orientation Procedure:

New patients and personal caregivers, if applicable, will be greeted by trained staff member and presented with the New Patient Welcome and Orientation Guide. In addition, the staff member will:

- Conduct a verification of state registration
- Provide a legal review of Massachusetts' medical marijuana program
- Obtain HIPAA and related medical records release forms
- Introduce the new patient/caregiver to dispensary staff
- Acquaint the new patient with the patient-authorized area of the facility
- Review dispense of marijuana procedure and the products/services available
- Offering an overview of medical marijuana strains and understanding the differences between indicas and sativas
- Registering the patient in our internal database

The New Patient Welcome and Orientation Guide includes the following topics:

- Safe use of marijuana
- Basics of marijuana botany
 - o The three species of marijuana
 - o The use, benefits and characteristics of each specie
- The approved therapeutic uses of marijuana in Massachussettes:
 - o Etiology and considerations for laypersons of each condition
 - o Selection of strain for each condition
- Key therapeutic phytochemical constituents of marijuana and their uses:
 - o THC (tetrahydrocannabinol)
 - o CBD (cannabidiol)
 - o CBN (cannabinol)
 - o Lesser known phytochemicals: cannabichromene, cannabicyclol, cannabidiol, cannabielsoin, cannabigerol, cannabinidiol, cannabitriol

- Marijuana allergies and other adverse effects
- Review of state law for patients and caregivers
- Patient and caregiver rights and responsibilities
- HIPAA and the patient/caregiver/dispensary relationship
- Tracking the therapeutic effects of marijuana with self-assessment tools
- Review of products and services available
- Substance use and abuse, getting help

Additional educational materials about marijuana will also be available for distribution available in various languages and formats to ensure accessibility by all of the patients we serve, including for the visually- and hearing-impaired. Such materials shall be made available for inspection by the Department upon request. The educational material will include at least the following:

- A warning stating that marijuana has not been analyzed or approved by FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children
- A warning stating that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, s. 24, and machinery should not be operated
- Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms of medicating
- Materials offered to registered qualifying patients and their personal caregivers to enable them to track the strains used and their associated effects
- Information describing proper dosage. Emphasis shall be on using the smallest amount possible to achieve the desired effect
- Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs
- A statement that registered qualifying patients may not distribute marijuana to any other individual, and that they must return unused, excess, or contaminated product to the RMD]

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.

[Baystate Compassion Center is a medical cannabis leader, and within this plan are the details to expand our market share dramatically throughout the coming 12-month period above and beyond the baseline organic growth rate of 3-5%. The medical cannabis dispensary market is a strong vertical market within the industry that has substantial room for growth.

The marketing plan will be developed utilizing an integrated marketing model supporting Baystate Compassion Center's mission of wellness, community, education and excellence. The integrated model consisting of community outreach, direct response, website, education and events (live and electronic) will communicate and promote the improved quality of life that medical cannabis and Baystate Compassion Center provides while being a participative member of the community.

A strong PR campaign will run in parallel to further increase our brand equity and communicate to the market that we are a leader in the area with quality products and unmatched patient service.

This results-driven marketing program will include:

1. Public Education

We can create public awareness of our dispensary and attract new members through our community outreach and education programs. By offering free workshops and seminars to potential patients and other healthcare providers on topics related to medical cannabis and the conditions for which it is typically recommended, as well as on legal issues surrounding medical cannabis, we make the existence of our

organization known and attract members by positioning ourselves in the public mind as ambassadors of a socially responsible provider.

2. Industry Leadership and Sponsorships

We will keep our corporate “brand” visible through sponsorships of community and industry causes and through industry activism that reflects our community-focused public health agenda and its emphasis on compassion and social justice.

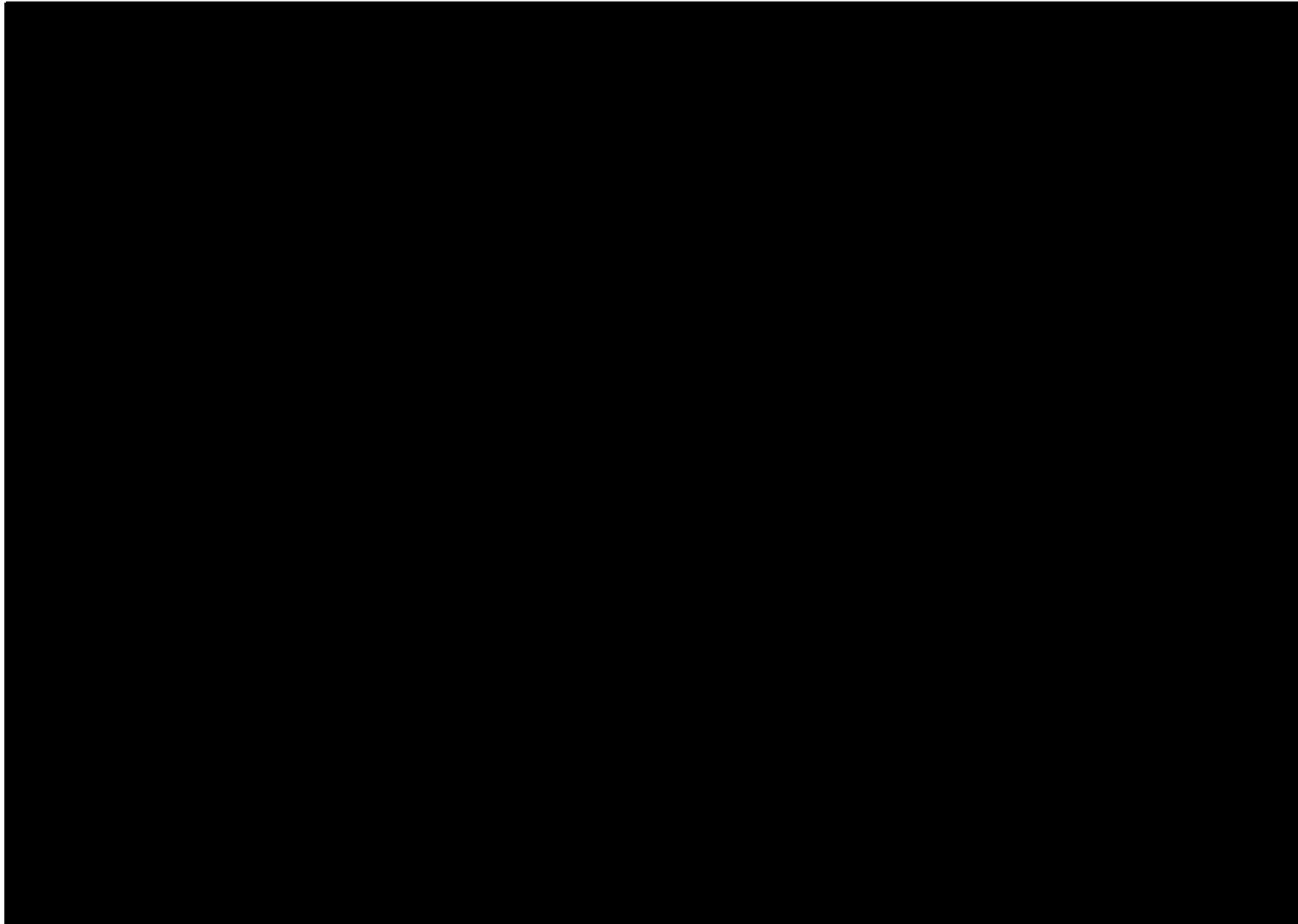
3. Public Relations

Carefully managed messaging and coverage in local media can be a very effective means to create public awareness.

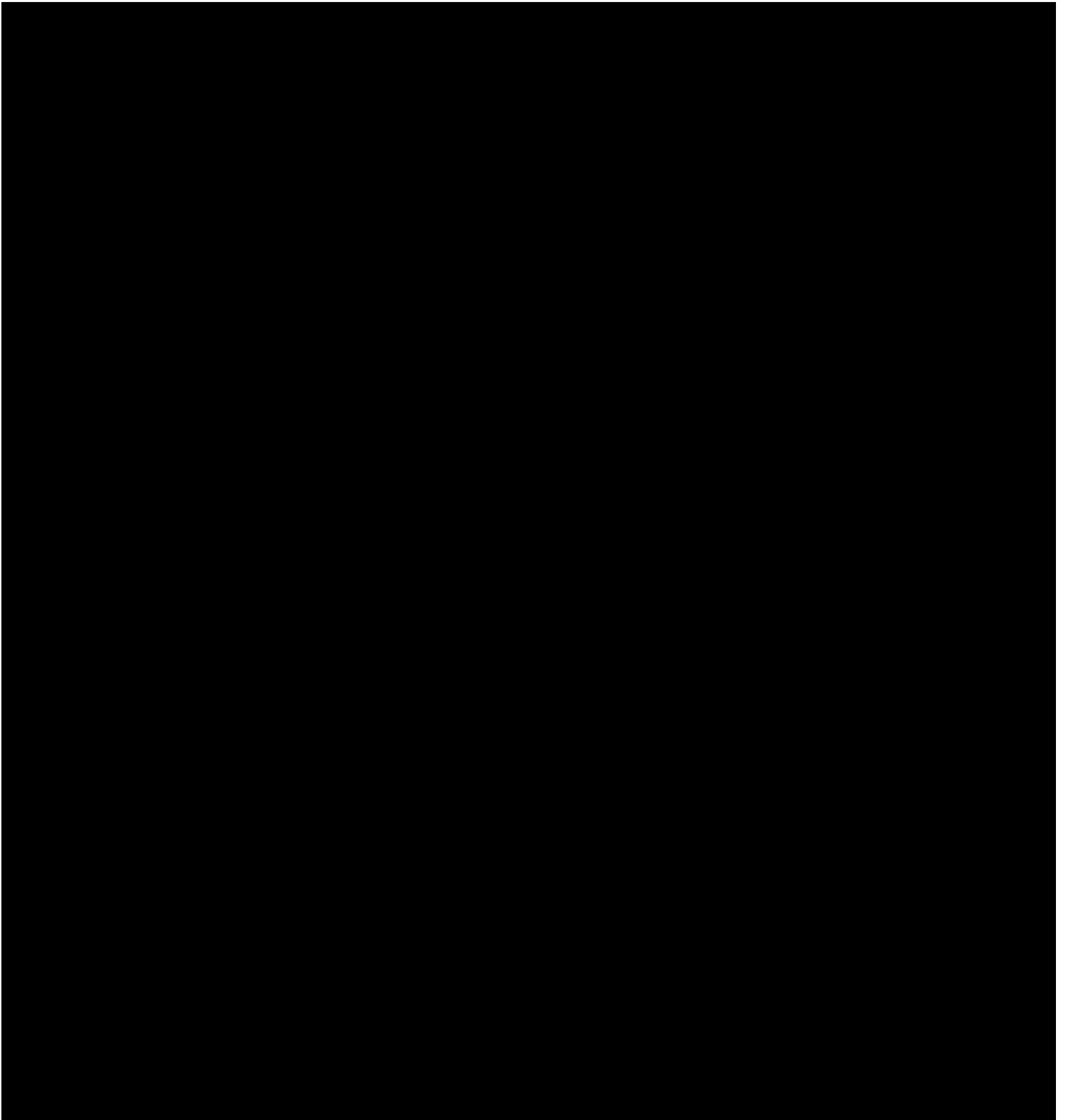
4. Word of Mouth

In the medical cannabis industry, satisfied members and their word of mouth is perhaps the most powerful generator of a growing membership. We intend to operate as a “community center” for those suffering from serious medical conditions— what the literature on patient-centered care sometimes refers to as a “medical home-away-from-home” where patients can interact supportively with one another.]

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.

[Baystate Compassion Center has a detailed series of policies and procedures laid out in our policy and procedures manual that require employees and managers to follow specific documentation, reporting and management steps in the event of various categories of adverse events. Portions of these policies and procedures are excerpted below:

Safety and Operations

Injury

In case of injury to yourself or a co-worker, you must:

- Get medical attention for the injured party
- Get the attention of any managing supervisor above you
- The manager is required to report:
 - o Injured person
 - o Date and time of injury
 - o Date and time the manager was notified
 - o Location of the injury
 - o Details of how the injury occurred
 - o Names of other personnel involved in, or witness to the injury

The company will:

- Follow up with the injured person in writing
- Address and correct any causative or contributory situation relating to the injury

Discrimination and Harassment

Complaints Procedure

If you believe you have been discriminated against or harassed:

1. Tell the offender that you perceive their behaviour as offensive and that it must stop, or, if you are not comfortable confronting the offender, report the offensive behaviour to your managing supervisor as soon as is

practically possible. Keep a written record of the event. This can be as simple as a note on a piece of paper or a quick email sent to oneself or one's managing supervisor.

2. If the behaviour continues past the first incident, contact your managing supervisor and request corrective action. Take another employee with you, if you like.

3. If you are uncomfortable reporting to your managing supervisor, report the incident to someone higher up in the company chain of command. Take another employee with you if you like.

When a manager is approached by an employee with a complaint or becomes aware of an incident that may require corrective action, the manager shall:

1. Listen to the complainant's story in full detail and assure confidentiality.

2. Take notes, ensuring that the recorded narrative is in as complete agreement with the complainant's version as possible.

3. Tell the complainant what you intend to do to correct the offending behaviour.

4. Report the incident to your own managing supervisor.

Remedies may include issuance of a warning for the perpetrator or all staff as appropriate, sensitivity training for the perpetrator or all staff as appropriate, written apology, or termination of employment.

A third warning is cause for termination of employment.

Consumer Complaints Procedure

When an employee is approached by a consumer with a complaint or becomes aware of an incident that may require corrective action on the consumer's behalf, the employee shall:

1. Listen to the consumer's complaint in full detail.

2. Take notes, ensuring that the recorded narrative is in as complete agreement with the consumer's version as possible.

3. Tell the consumer what you intend to do to correct the offending behaviour.

4. Correct the situation to the extent that such a correction is not in violation with company policy. Most complaints can be quickly and easily resolved by this step.

5. In situations where the employee is uncertain as to how to proceed, employee must contact supervising manager for assistance.

If an investigation is requested or is appropriate, the senior manager should be called in to interview both the consumer (and, if applicable, the alleged offender) as in the above Investigation Procedure [available on request], with the addition of the following step:

- Consider whether the event needs to be escalated to the following level:

Incidents Requiring Report to Law Enforcement and/or Department

In cases in which violation of local, state or applicable federal law have been or have been suspected to have been violated, employees shall:

1. Assess the situation for safety of fellow employees and patients—do not confront the offender if it is suspected that the offender may be or become violent.

2. STOP. Do not move, touch or relocate anything in the room that may be useful as evidence.

3. Immediately contact local law enforcement and request a police report.

4. Contact the supervising manager.

5. Make sure that the responding officer knows that video surveillance is available for investigative purposes.

6. Contact the marijuana authority and report the incident according to state law.]

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.

Authorized Signatory (as designated in exhibit B):

First Name: [Kevin] **Last Name:** [Collins]

Title: [CEO]

Authorized Signature for the Applicant Organization

(in blue ink):



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.

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

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

	Name	Role within the Corporation
1	Kevin Collins	CEO
2	David Spannaus	CFO
3		
4		
5		

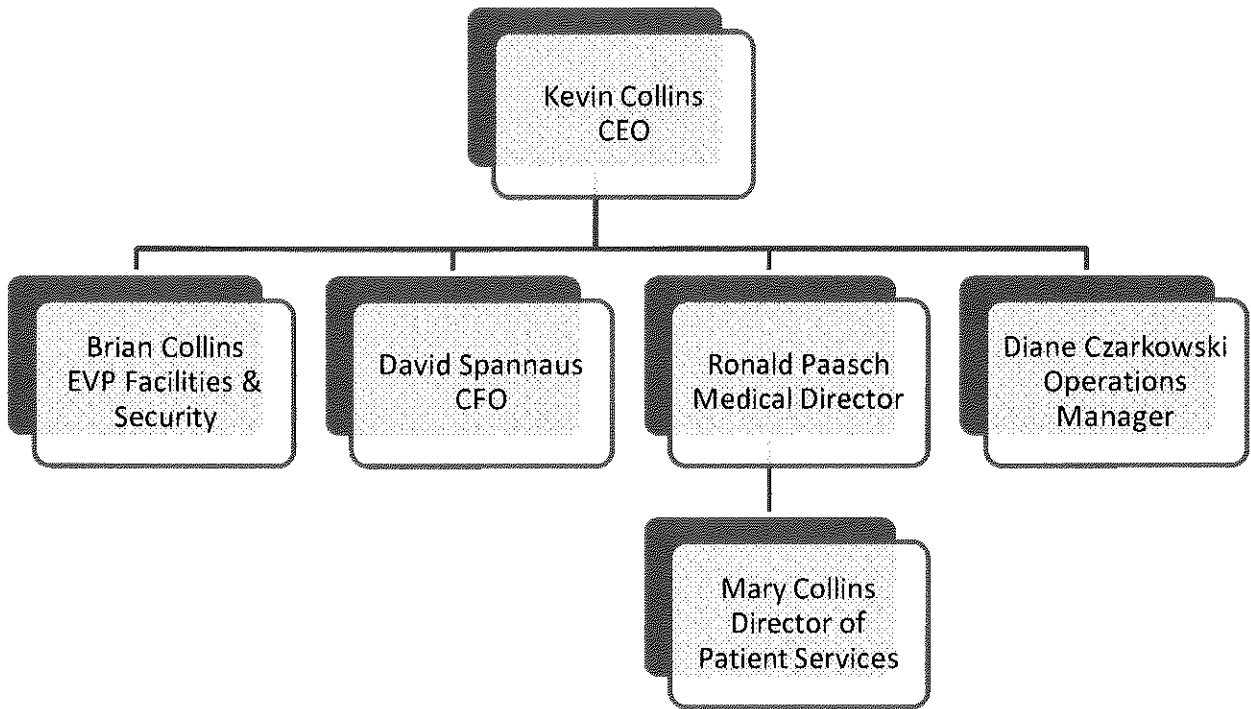
ORGANIZATIONAL CHART
(Exhibit 1.3)

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Attach organizational chart.



**BOARD OF DIRECTORS
(Exhibit 1.4)**

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

Corporation Name: Baystate Compassion Center, Inc. Application # (if more than one): _____

Board Role	Name	Date of Birth	Business Email	Business Address
1 President/Chair	Kevin Collins	██████	Personal – ██████	Retired
2 Treasurer	David Spannaus	██████	dspannaus@atlanticgroupct.com	10 Westport Road, Bldg C, Suite 203 Wilton, CT 06897
3 Clerk/Secretary	Brian Collins	██████	brianc@springfieldelectric.org	300 Albany Street Springfield, MA 01105
4 Director	Ronald Paasch, MD	██████	rpaasch@comcast.net	271 Park Street West Springfield, MA 01089



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: Baystate Compassion Center, Inc. Application # (if more than one): _____

A. Member as Individuals

	Individual Name	Business Address	Type of Membership Rights	If Member of Other RMD, Which One?
1	N/A	N/A	N/A	N/A
2				
3				

B. Member as Corporations

	Corporate Name/ Business Address	Leadership	Type of Membership Rights	If Member of Other RMD, Which One?
1	N/A	N/A	N/A	N/A
2				
3				



ORIGINAL

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: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Attach bylaws.

WRITTEN CONSENT IN LIEU OF A MEETING OF THE SOLE INCORPORATOR
of
BAYSTATE COMPASSION CENTER, INC.

June 5, 2013

The undersigned, being the Sole Incorporator of BAYSTATE COMPASSION CENTER, INC. (the "Corporation") hereby consents in writing to the following actions, which consent shall be treated for all purposes as votes adopted by the Sole Incorporator in lieu of a meeting as of the date first set forth above:

VOTED: That the proposed By-laws in the form attached to this Written Consent be, and they hereby are approved and adopted as, the By-Laws of this Corporation.

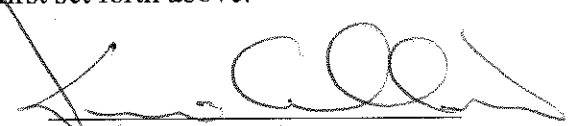
VOTED: To fix the number of initial Directors of the Corporation at Five (5) and that the following persons be, and each of them hereby is, elected a Director of the Corporation, for the term set forth opposite his or her name:

- Brian Collins
- Robert Bonneau
- Kevin Collins
- Parita Patel
- Sanjeev Patel

VOTED: That the following persons be, and each of them hereby is, elected to serve the Corporation as officers in the capacities indicated opposite their names:

- President: Kevin Collins
- Treasurer: Robert Bonneau
- Clerk: Brian Collins

This consent is executed as of the date first set forth above.


Kevin Collins, Sole Incorporator

**BY-LAWS
OF
BAYSTATE COMPASSION CENTER, INC.**

Section 1.
NAME, PURPOSE, LOCATION,
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purpose.

The name and purpose of the Corporation shall be set forth in the articles of organization.

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 Corporation Seal.

The directors may adopt and alter the seal of the Corporation.

1.4 Fiscal Year.

The fiscal year of the Corporation shall, unless otherwise decided by the directors, end on the last day of December, in each year.

Section 2.
VOTING MEMBERS

2.1 There shall be no voting members of the Corporation.

Section 3.
NONVOTING MEMBERS

3.1 There may be a class of nonvoting members, hereinafter referred to as nonvoting members, or such other term as the Directors may designate from time to time, who 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 except as may be specifically delegated to them by the Directors. The Directors may designate certain persons or groups of persons as nonvoting members from time to time, and the Directors may confer upon nonvoting members such powers, rights or responsibilities, individually or in groups, as they deem necessary or appropriate.

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 of the powers of the Corporation, except as provided by law, the articles of organization or by these by-laws.

4.2 Number; Qualifications; Election.

The directors annually at their annual meeting shall fix the number of directors, which shall be no less than three (3) and no more than ten (10) and they shall elect the number of directors so fixed. At any special or regular meeting, the directors then in office may increase the number of directors and elect new directors to complete the number so fixed, 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. Each annual meeting shall take place on the first Monday that is also a business day following registration or re-registration of the Corporation pursuant to 105 CMR 725.001 *et seq.*

4.3 Tenure.

The Directors shall serve terms of approximately one (1) year until the next annual meeting.

4.4 Committees.

The Board of Directors may create one or more committees (including but not limited to an executive committee) and appoint members of the Board of Directors to serve on them for such particular purposes as may be deemed necessary or desirable to enhance or assist the directors in carrying out their duties and furthering the purposes of the Corporation. The creation of a committee and appointment of members to it must be approved by a majority of all the Directors in office when the action is taken. Any committee so appointed shall have such powers and authority as are explicitly delegated by the Board of Directors. Each such committee of Directors shall be comprised of two (2) or more directors.

4.5 Suspension or Removal.

A director may be suspended or removed with or without cause by vote of a majority of the directors then in office. A director may be removed only after reasonable notice and opportunity to be heard.

4.6 Resignation.

A director may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

4.7 Vacancies.

Any vacancy in the board of directors including a vacancy resulting from enlargement may be filled by the directors. Each successor shall hold office for the unexpired term or until he 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.

4.8 Regular Meetings.

The board shall hold an annual meeting and may hold additional regular meetings of the directors at such times as the directors may determine.

4.9 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 three (3) or more directors.

4.10 Call or Notice.

(a) Regular Meetings. No call or notice shall be required for regular meetings of directors, provided that reasonable notice: (i) of the first regular meeting following the determination by the directors of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each director if either contacts or transactions of the Corporation with interested persons or amendments to these by-laws are to be considered at the meeting; and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.

(b) Special Meetings. Reasonable notice of the time and place of special meetings of the directors shall be given to each director. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting: (i) contacts or transactions of the Corporation with interested persons; (ii) amendments to these by-laws or to the articles of organization of the Corporation; (iii) an increase or decrease in the number of directors; or (iv) removal or suspension of a director.

(c) Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director to send notice by overnight mail at least forty-eight hours or by telegram at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone or e-mail at least twenty-four hours before the meeting.

(d) Waiver of Notice. 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 his 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. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

4.11 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.

4.12 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, the articles of organization or these by-laws.

4.13 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.

4.14 Presence Through Communication Equipment.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in any meeting 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.

4.15 Compensation.

Directors shall not be prohibited from receiving a reasonable stipend for services rendered in the capacities as board members, including the payment of money or any other form of in-kind compensation, and members of the board of directors shall be reimbursed by the Corporation for actual expenses incurred by them in their capacities as board members provided that the reimbursement of such expenses is approved in advance by the board of directors or an appropriate committee of the board of directors.

Section 5.
OFFICERS AND AGENTS

5.1 Number and Qualification.

The officers of the Corporation shall be a president, who shall also serve as chairman of the board of directors, a treasurer, a clerk, and such other officers, if any, as the directors may determine, including one or more vice-presidents. The Corporation may also have such agents and employees, if any, as the directors may appoint. An officer may but need not be a director or member. The clerk shall be a resident 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 duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election.

The president, vice-president, if any, treasurer and clerk shall be elected annually by the directors at their annual meeting. Other officers, if any, may be elected by the directors at any time.

5.3 Tenure.

Each of the president, vice-president, if any, treasurer and clerk shall hold office until the annual meeting of the directors following the annual meeting at which he was elected and until his successor is chosen and qualified, and each other officer shall hold office until the annual meeting of the directors following the annual meeting at which he was elected unless a shorter period shall have been specified by the terms of his election or appointment, or in each case until he 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.

The chairman of the board of directors shall preside at all meetings of the directors, except as the directors shall otherwise determine, and shall have such other powers and duties as may be determined by the directors. The vice-chairman of the board of directors, if any, shall have and may exercise all the powers and duties of the chairman in his absence or in the event of his inability to act, and he shall have such other powers and duties as may be determined by the directors.

5.5 President and Vice-President.

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. The president shall preside at all meetings of the members, if any, and, if no chairman of the board of directors is elected, at all meetings of the directors, except as the members or 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 inability to act.

5.6 Treasurer and Assistant Treasurer.

The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall have such other duties and powers as designated by the directors or the president. He shall also be in charge of its books of account and accounting records, and of its accounting procedures.

Any Assistant Treasurer shall have such powers as the Directors may from time to time designate. In the absence of the Treasurer, the Assistant Treasurer shall perform the duties of the Treasurer.

5.7 Clerk and Assistant Clerk.

The clerk shall record and maintain records of all proceedings of the members and 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 member. Such book or books shall also contain records of all meetings of incorporators and the original or attested copies of the articles of organization and by-laws and names of all members and directors and the address of each. If the clerk is absent from any meeting of members or directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting.

Any Assistant Clerk shall have such powers as the Directors may from time to time designate. In the absence of the Clerk, the Assistant Clerk shall perform the duties of the Clerk.

5.8 Suspension or Removal.

An officer may be suspended or removed with or without cause by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

5.9 Resignation.

An officer may resign by delivering his written resignation to the president, treasurer or clerk of the Corporation, to a meeting of the members or directors, or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

5.10 Vacancies.

If the office of any officer becomes vacant, the directors may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and clerk until his successor is elected and qualified, or in each case until he dies, resigns, is removed or becomes disqualified.

5.11 Compensation.

Officers may receive a reasonable stipend for their services as officers, and officers may also receive such amount for expenses of attendance at meetings as the directors may from time to time determine. Officers shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

Section 6 EXECUTION OF PAPERS

6.1 Except as the directors may generally or in particular cases authorize the execution thereof in some 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, by the treasurer or by the executive director.

6.2 Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the president or a vice-president and the other is a treasurer or an assistant treasurer, 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 7 PERSONAL LIABILITY

7.1 The directors and officer 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 8. INDEMNIFICATION

8.1 The Corporation shall, to the extent legally permissible, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil

or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 9

PROHIBITED ACTIVITIES

9.1 The Corporation shall not participate or intervene directly or indirectly in any political campaign on behalf of or in opposition to any candidate for public office.

9.2 No substantial part of the activities of the Corporation shall be attempting to influence legislation by propaganda or otherwise, or contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting or opposing legislation.

Section 10

CONFLICT OF INTEREST AND ETHICAL PRACTICES

10.1 Conflict of Interest. If any officer, or member of the Board of Directors, or any other Committee appointed by the Board, has a present financial interest in any contract or transaction involving the corporation, such individual shall not participate in the evaluation or approval of such contract or transaction. Such individual must disclose such conflict to the Corporation. Upon such disclosure being made, the contract or transaction shall not be voidable if the Board of Directors or Committee in good faith authorized the contract or transaction by the affirmative vote of the majority of the disinterested Directors the Board of Directors present at the meeting, provided a quorum is present, or if the votes of the disinterested Directors are insufficient to constitute an act of the Board of Directors or Committee by the unanimous vote of

the disinterested Directors, provided the contract or transaction is fair to the Corporation at the time it is authorized.

10.2 Ethical Practices. The Board of Directors may adopt a written code of conduct and ethical practices for the Corporation which may contain the requirement that each officer, member of the Board of Directors or other Committees, and each key employee of the Corporation annually agree in writing to abide by such code.

Section 11
ADMINISTRATIVE, FISCAL AND LEGAL MATTERS

11.1 Bonding. Corporate fidelity bonds may be obtained at the expense of the Corporation in a form and amount as may be required by the Board of Directors, indemnifying the Corporation against losses resulting from infidelity, defalcation, or misappropriation by officers, employees, or agents of funds, property, or assets owned by or under the control of the Corporation.

11.2 Audit Schedule. The Board of Directors may select an independent certified public accountant to audit the books and financial records of the Corporation. After completing the audit with respect to a particular year, the auditor shall submit an audit report to the Board of Directors.

11.3 Contracts. All contracts not in the ordinary course of the affairs of the Corporation, shall be examined and approved for form by the Board of Directors or by a Committee appointed by the Board of Directors for such purpose, prior to execution. Unless otherwise directed by the Board of Directors, all written contracts shall be executed on behalf of the Corporation by the President or the Treasurer and a Vice Chair.

Section 12.
GENDER

12.1 The use of the masculine herein shall also refer to the feminine, unless otherwise expressly provided, and the use of the singular herein shall also refer to the plural, unless the context otherwise requires.

Section 13.
AMENDMENTS

13.1 These By-laws may be amended or repealed in whole or in part at any annual or special meeting of the Board of Directors where two-thirds of the Board of Directors are present and voting, such amendments shall be by a vote of a majority of the members of the Board of Directors present and voting at any such meeting. Notice of a proposed amendment or repeal of these by-laws in whole or in part shall be mailed to all Directors at least seven (7) days prior to the date of any such meeting.

Section 14.
ADVISORY BOARD

14.1 In the event the Corporation is registered pursuant to 105 CMR 725.001 *et seq.*, the Corporation may appoint an advisory board to advise the Corporation on legal, regulatory, financial and patient issues. Members of any such advisory board should include, if possible, an attorney, physician, accountant and a director or officer of a local not-for-profit public health organization. The members of each advisory board, if any, shall be named at each annual meeting.

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: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Please check box if articles have changed since Phase 1:

YES

NO

PARENT OR SUBSIDIARY CORPORATIONS
(Exhibit 1.8)

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

Corporation Name: Baystate Compassion Center, Inc. Application # (if more than one): _____

	Corporation Name	Chief Executive Officer	CEO Business Phone & Email	Corporation's Board Officers	Corporate Relationship to Applicant
1	NA	NA	NA	NA	NA
2					
3					
4					
5					



ORIGINAL

REFERENCES
(Exhibit 1.9)

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

	Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1	Terry Gregson	519-599-3608 terry.gregson@sympatico.ca	Supervisor	1982 – present
2	Chris Rooney	617-359-1184 crooney@nhl.com	Direct report	1999 – present
3	Brian Murphy	603-781-2745 bmurphy@nhl.com	Direct report	1989 – present



ORIGINAL

EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.1)

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

	Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1	Chief Executive Officer	Kevin Collins	██████████	Personal – ██████████	Retired
2	Chief Financial Officer	David Spannaus	██████████	dspannaus@atlanticgroupct.com 203-563-9797	10 Westport Road, Bldg C, Suite 203 Wilton, CT 06897
3	Operations Manager	Diane Czarkowski	██████████	di@thinkcanna.com 303-748-2783	2525 Arapahoe Ave Suite E4-325 Boulder, CO 80302
4	Medical Director	Ronald Paasch, MD	██████████	rpaasch@comcast.net 413-335-7600	271 Park Street West Springfield, MA 01089
5	Director of Patient Services	Mary Collins, RN	██████████	Email n/a 413-748-9900	271 Carew Street Springfield, MA 01104
6	Executive Vice President of Facilities & Security	Brian Collins	██████████	brianc@springfieldelectric.org 413-747-1600	300 Albany Street Springfield, MA 01105



ORIGINAL

RESUMES FOR EXECUTIVE MANAGEMENT TEAM (Exhibit2.2)

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

List the résumés attached:

	Title	Name
1	Chief Executive Officer	Kevin Collins
2	Chief Financial Officer	David Spannaus
3	Operations Manager	Diane Czarkowski
4	Medical Director	Ronald Paasch, MD
5	Director of Patient Services	Mary Collins, RN
6	Executive Vice President of Facilities & Security	Brian Collins



Kevin Collins

PROFILE

Successful leadership experience with strong, multi-discipline capabilities. Has experience managing and supervising individuals through training of rules, guidelines and procedures. Widely recognized for helping and guiding individuals in career and in life. To continue that mission of helping through improving life quality and relieving pain through cannabis.

- Results-driven leader and cross-discipline decision-maker in winning loyalty, approvals and talent growth; highly skilled in program management and continuous improvement.
- Innovative development and implementation of successful training and compliance programs; prompt delivery of high organizational results and management methodology.
- Effective supervision, placement, motivation and development of top-notch talent at management, staff and field levels.
- Self-starting record in driving organizational rule, guideline and procedure compliance
- Achieving top performance, maintaining peak quality service and meeting aggressive objectives.
- Multi-tasking talents in relationship building, team building, organization, needs analysis, process improvements and attention to detail in time-sensitive situations.

AREAS OF EXPERTISE

Entrepreneur • Compliance Management • Operations Management • Staff Loyalty • Process Improvement

EMPLOYMENT & ACCOMPLISHMENTS

National Hockey League, New York
Officiating Manager

2006 – 2013

In charge of overseeing and evaluating over 75 National Hockey League officials by game monitoring and written report submission. Maintain and improve on established benchmarks with an individual and team approach.

- Offer individual guidance and critiquing for improvement
- Oversee classroom sessions at Training Camp with emphasis on rules, guidelines and procedures
- Select and evaluate Minor League staff prospects
- Promotion of Minor League officials to the National Hockey League



1977 – 2005

National Hockey League, New York
Official (Linesman)

Responsible for adhering and enforcing National Hockey League rules and regulations through officiating:

- 1964 regular season games
- 300 playoff games

- 2 All-Star games
- 12 Stanley Cup series
- 1988 Olympic games
- 2 World Cups
- Over 25 Canada Cup games
- Championships 1981, 1984, 1987

Hampden County House of Corrections, Hampden, MA
Transition Officer (NHL work stoppage)

2002

Oversaw a group of six pre-release inmates on a job sight. Worked with the Hamden County business community in educating and training for a smooth transition into society.

Springfield Model Probation Project, Springfield, MA
Case Manager

1974 – 1977

Managed a caseload of up to 75 probationers with weekly, bi-weekly or monthly guidance and evaluation meetings.

- Assisted clients with GED education, job training and employment placement
- Offered drug and alcohol treatment and counseling
- Conducted home visits and family support groups

PREVIOUS BACKGROUND

- Held positions as **EHL Professional Hockey Player, Driving Instruction** and **Officiating School Director and Instructor** with communities ties in regional Massachusetts.
- Gained expertise in client and personnel management, regulation and compliance management functions
- Built a positive reputation for team building, individual and community development, industry knowledge and program implementation.

EDUCATION

American International College, Springfield, MA
B.S. Degree in Economics

1972

- Theta Chi Fraternity, 1969 – 1972
- Sargent of Arms, 1970 – 1972



- Hockey Team, 1968 – 1972
- Most Improved Player, 1970
- Co-Captain, 1972

AWARDS AND ACCOMPLISHMENTS

- YMCA Century Club Appreciation for friendship and generous support of service to young people
- Mass Hockey Hall of Fame, 2008
- Golden Whistle Award, Springfield Falcons Hockey Team, 2012
- AIC Athletic Hall of Fame, 2013
- Nat'l Hockey League Officials Association, Longest serving board member in the history of the NHLOA, 25 YEARS
 - Has held every position, President, Executive. Vice President, Vice President, Treasurer, Secretary
 - Participated on negotiating team, 1981 – 2005

David C. Spannaus


dspannaus@atlanticgroupCT.com

 ORIGINAL

Profile

A results-driven individual who is currently a partner in an organization with Offices in New York City, Wilton, Connecticut and Los Angeles, California. Our organization employs close to eighty people in the contract furniture field. David has been responsible to both start-up and turn around companies and has managed every aspect of these organizations including sales, marketing, finance, and operations. David has a passion to learn and understand how the medical cannabis industry can effect and improve the quality of life of its patients.

Experience

President - Atlantic Group Connecticut (March 2005 – Present)

Responsibilities and Accomplishments Included:

- Responsible for growing sales revenue and driving profitability margins. Managing all aspects of the organization.
- Grew revenue from startup in Connecticut to over \$18 million in two years; and exceeding plan each year since.
- Engagement and oversight with CFO in maintaining overall operating expenses by monitoring headcount and performance levels of all employees, re-distributing/allocating proper resources to further develop account plans and set/monitor price thresholds to maintain profitable product margins.
- Effectively manage and created a new business strategy to create brand awareness in the Connecticut market. Have developed business relationships to create sales opportunities and corporate identity.
- Have created a national and international account program that includes companies like American Express, JP Morgan Chase, Castleton Commodities, and GE.
- Manage the marketing of the organization for all three offices including marketing materials, website, and overall brand message.

Executive Vice President – Stamford Office Furniture (March 2003 – March 2005)

Responsibilities and Accomplishments Included:

- Responsible for driving sales revenue for the Connecticut market. Managed area Sales team in the development and execution of strong strategic account plans and growth. My Sales team was responsible for seventy two percent of company sales.
- Shared overall management of the organization focusing on new business development.

Vice President of Sales and Marketing – AFD, New York (March 2004 - March 2005)

Responsibilities and Accomplishments Included:

- Responsible for managing the New York sales team book of business by focusing on key opportunities, National Accounts and New Business Development.
- Coached and mentored sales representatives in establishing deep relationships within the design community and existing client base
- Identified and built strategic plans to target key competitive accounts and new project business.



President and COO – WB Wood, New Jersey (August 1997 - March 2005)

Responsibilities and Accomplishments Included:

- Managed four offices in the tri-state region. New Jersey, Connecticut, White Plains and Long Island.
- Responsible for the award of multiple Fortune 500 accounts to include: Prudential, PricewaterhouseCoopers, Deloitte, and Dun and Bradstreet.
- Led regular strategy sessions with all nine managers that reported directly to me.
- Conducted monthly business reviews regarding progress, potential opportunities, and marketing activities with my dealer management team.

Regional Manager – Open Plan Systems, Virginia (August 1993 – August 1997)

Responsibilities and Accomplishments Included:

- Managed a four state region that included North Carolina, South Carolina, Tennessee and Kentucky.
- Opened and ran multiple offices and sales forces in each state.
- Built an external network of dealers in the industry who sold our remanufactured products.

Vice President of Sales – Storr O. E. - North Carolina (February 1990 – August 1993)

Salesman – Waldners – New York (September 1983 – February 1990)

Education

Elmira College, Elmira, New York
Westminster School, Simsbury, Connecticut
Horace Greely High School, Chappaqua, New York

Associations and Non-Profit Organizations

United Way of Western Connecticut – Past Board Member
Herman Miller Dealer Marketing Network – Past Founder and Board Member
IFMA – Past Board Member
Corenet
IIDA
NAIOP – Past Board Member

Interests and Awards

Supervisor of Officials - American Hockey League (2010 – Present)
Professional Hockey Linesman – American Hockey League - 21 Seasons (Retired)
National Ice Hockey Champion – 1980 – New Jersey Rockets
Youth Hockey and Soccer Coach



Diane J. Czarkowski

2525 Arapahoe Avenue Suite E4-325
Boulder, CO 80302

303-748-2783
di@thinkcanna.com

Successful entrepreneur in the cannabis industry seeks consulting engagements where I can share my knowledge to foster growth and gain support for this emergent market. Areas of expertise include:

Legal and regulatory compliance
Back Office Operations
Branding, Marketing (Print to Social Media)
Media management
Fundraising

Technology automation
Human capital management
Business development
Best of Breed Business Solutions
National Industry Networking

Relevant Experience

2012- Present	Founder/Partner	<i>Canna, LLC. dba Canna Advisors</i>
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Established Canna as a way to share my industry knowledge, bring about connections and activate change on a national level. I thrive in start-up environments where I can help navigate the myriad of tasks in building a successful business model, be it as a consultant or rolling up my sleeves and getting the job done. Canna Advisors assists businesses in emergent, regulated medical marijuana states and countries from pre-license business development through to established operations.

Key Achievements

- All clients have passed through the first phases of application approvals
- Provided consulting services for key industry organizations such as MJ Freeway and the National Cannabis Industry Association
- Commissioned to research and write an economic impact survey of the industry in Colorado for the National Cannabis Industry Association. This publication has been referenced nationally in radio, television and other publications, most notably *NPR* and *Huffington Post*.
- Published Expert Advice article in [MMJ Business Daily Newspaper](#).
- Participated in a lobbying effort in Washington D.C. including: meetings with staff of Senators Mark Udall and Mike Bennett, A Congressional Staff Meeting sponsored by Congressman Jared Polis and a meeting with staff of Representative Maxine Waters.
- Hosted a fundraiser for the Campaign to Regulate Marijuana Like Alcohol at my home, raising more than \$8000 toward the campaign.
- Commissioned to coordinate the NCIA industry gala event for 350+ people at the National Marijuana Business Conference in 2012 and 2013.

2009 – 2012	Founder/Owner	<i>Boulder Kind Care, LLC.</i>
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Built one of the most successful Medical Marijuana businesses in Colorado. The business included a store front and 12,000sf grow operation. The company grew to \$2.4M in sales and 20 employees.

Spearheaded many facets of the business including Patient Acquisition and Retention, Product Development, Human Resources, Technology, Marketing/Branding, Financials, Vendor Management and State/Local Compliance. Was always heavily involved in the local business and residential community; participating actively in local community events and outreach.



Diane J. Czarkowski

2525 Arapahoe Avenue Suite E4-325
Boulder, CO 80302

303-748-2783
di@thinkcanna.com

Key Achievements

- Increased patient membership more than 200% in a highly competitive market due to our dedication to the customer experience, superior products and knowledgeable staff.
- Provided investors with profit distributions regularly beginning in the 2nd year of business.
- One of the first businesses in the State of Colorado and the City of Boulder to receive MMC and OPC licenses respectively.
- Business consistently recognized as a leader in Colorado, winning several awards such as: *Best of Boulder* 2010-2012 and *BoCo Gold Award* 2011.
- Earned respect of the state regulatory agency and local municipalities as a legitimate business.
- Embraced by the medical and law enforcement community as an honest and reliable resource.

2003 – 2009

Founder/Owner

Construction Design Group, LLC.

A dynamic real estate development firm that designed and built affordable, multi-family homes, luxury mountain properties, and commercial, recreational facilities in Colorado.

Key Achievements

- Grew sales from \$300,000 to \$5 Million annually.
- Guided company in new directions based on marketability of projects.
- Expanded business from the Greater Denver area to Steamboat Springs, CO.
- Successfully licensed business in a heavily regimented award program run by the City of Denver.

2004 – 2009

Realtor

Fourstar, Home Real Estate

Acted as a Buyer's agent and Seller's agent in numerous transactions for individuals and investors in the Front Range area and mountain areas.

1992 – 2002

Sales Executive

Various Top-Rated Software Companies

Led sales teams in business-critical application sales involving executive-level engagement, presentation, commitment and implementation.

Affiliations

- Founding Member, Sustaining Member of National Cannabis Industry Association
- Life-time Member of the ArcView Investor Group
- Board Member of the Women's CannaBusiness Network a project of the National Cannabis Industry Association
- Named President of the Colorado Chapter of the Women's CannaBusiness Network 2013
- Member of Americans For Safe Access
- Licensed by the State of Colorado as a Key Employee/Owner in the Medical Marijuana Industry

Ronald N. Paasch, MD
271 Park Street
West Springfield, MA 01089



Education

- Cornell University, Ithica, NY, August 1979 – May 1983, B.A. Neurobiology
- UMDNH-Rutgers Medical School, Piscataway, NJ, August 1983 – May 1987
- PM & R Residency, UCI Medical Center, Orange, CA, 1987 – 1992
- Special Training in Peripheral Nerve Blocks, Long Beach Memorial, 1990 – 1991
- Special Training in Facet Injections and Discograms, Long Beach Memorial, 1990 – 1991
- Board Certification – PM & R, May 1992, #3918
- Spinal Injection Course, ISIS, May 1993
- IDET Training Course, San Francisco, CA December 1998 and Boston, MA August 1999

Experience

- Faculty Lecturer and Clinical Instructor Ortec (IDET), 2000 – Present, Harvard Medical Center
- Team Physician, US Olympic Training Center, July 1999
- Lecturer for Spasticity Management, AIC Physical Therapy Program
- Ongoing fellowship and medical student instruction in spinal injection techniques
- Presentation on Spasticity Management and Treatment, 1995
- Rehabilitation Director for Ortho and TBI, Rehab West, 1992 – 1996
- Impartial Medical Examiner, Commonwealth of Massachusetts, 1995 – Present
- Host Physician, World Junior Hockey, 1995 – 1996
- Team Physician, Springfield College Football, UMass Hockey, AIC Hockey and Football
- Medical Director, Day Rehab Program, Carr Center, Rehab West, 1992 – 1996
- Sports and Rehabilitation Medicine, PC, Private Practice, 1991 – Present
- Private Practice in EMG and PM & R Consultation, 1990 – 1992
- Professional Training in Body Building and Weight Training, 1988 – 1990
- Urgent Visit in Family Practice, FHP, Fountain Valley, CA, 1988 – 1990
- Residency in PM & R, UCI Medical Center, Orange, CA, 1988 – 1991
- Internship, UCI Medical Center, Orange CA, 1987 – 1988

Business Enterprises

- President/CEO, Pioneer Spine and Sports Physicians, PC, 1999 – Present
- President/CEO, Advanced Medical Group, 2000 – Present
- President, Quality Realty Partners, 1999 – Present
- Managing Partner, Quality Billing Service, 2000 – Present

- Partner in Land Development, Coles Meadow, 1999 – Present
- Managing Partner, Building Acquisition, Greenfield, 2001



Honors and Awards

- Member of Alpha Lamda Delta, Honor Society Fraternity, Cornell University
- Appointed to the Committee of Cardiology Awards, Rutgers Medical School, 1986
- Nominated as preferred physiatrist of Western Massachusetts by Traveler's Insurance Who's Who, 1994
- Strathmore's Who's Who, 1999 – 2000
- Lexington's Who's Who, 1999 – 2000
- Life Member of the National Registry of Who's Who, 2000
- Life Member of Kingston National Registry of Who's Who, 2002
- Physician of the Year Award, 2003
- America's Top Physician Award, 2004 – 2005
- Best Doctors Award, Occupational Health Institute, 2006
- America's Top Physicians, Award from Consumer Research Council, 2013

Activities and Interests

- Spinal Injections and Management
- Spasticity Management and Nerve Blocks
- Sports Medicine
- Cardiac Rehab
- Occupational Medicine
- Sports (hockey, soccer, golf, skiing, triathlon training, biking), MVP Cornell University Intramural Hockey Championship
- Body Building
- Business Management and Financial Consultant
- Antique Car Restoration, Home Design and Remodeling
- Travel and Photography

Professional Societies

- American Academy of PM & R
- American Congress of Rehabilitation
- American Medical Association
- American Running and Fitness Association
- National Conditioning and Fitness Association
- American Association of Electrodiagnostic Medicine
- American Association of Orthopedic Medicine
- International Spinal Injection Society
- Hamden District Medical Society



- Massachusetts Medical Society
- Rutgers Medical School Alumni Association
- Massachusetts Head Injury Association
- American Medical Athletic Association
- New England Pain Association
- North American Spine Society
- Advisory to the National Medical Underwriting Risk Purchasing Group, Inc.
- Olympic Sports Medicine Society

Hospital Affiliations

- Rehab West, 14 Chestnut Place, Ludlow, MA, Active Staff
- Noble Hospital, 115 W. Silver Street, Westfield, MA
- Baystate Medical Center, 759 Chestnut Street, Springfield, MA
- Cooley Dickinson Hospital, 30 Locust Street, Northampton, MA, Active Staff
- Mercy Medical Center, 271 Carew Street, Springfield, MA

Mary Collins

 ORIGINAL

Objective

To provide safe and effective nursing care while displaying leadership qualities to my colleagues. I strive to work on the leading edge of health care being patient focused and determined to provide optimum continuous care to all the sick and affirmed.

Experience

Nurse, Mercy Medical Center (1971 – Present)

I have been an operating room nurse since 1972. I have advanced through various levels of experience while at Mercy Medical Center. I constantly strive to improve upon my patient care and operating team abilities and skills.

- **Coronary Care Nurse** - ability to rapidly assess patients needs and assist in patient care.
- **Operating Room Nurse** - ability to work as part of the operating team to provide operating room support and patient care through a variety of procedures.

I have gained experience in treating patients with cancer and have an acute understanding of the diseases effects on the body. I have worked with patients and a variety of health issues and debilitating conditions, and have discussed alternative ways to curb wasting often through recommending alternative forms of medication.

Education

Cooley Dickinson Hospital Nursing School, Northampton, MA (1971)
Registered Nurse

Certifications

- CNOR

Professional Experience

Multi-tasking skills, ability to work as a team member, flexible, organizational skills, time management, proficient with various communication and networking skills. I have with worked with patients to solve health issues. I worked with families in education on care elders and children. I have a great ability to stay calm and composed in situations of extreme stress.

Brian Collins

 ORIGINAL

Objective

To continue to grow Springfield Electric while integrating deeper within the Springfield area community as a business leader, civic patron and proponent of community development. As part of the development I wish to participate in a medical marijuana dispensary to provide the Springfield area with a holistic alternative to Western medicine while improving the health and well-being of patients.

Experience

Springfield Electric

Springfield, MA (1993-Present)

- Owner and proprietor of electrical service business contracting to commercial and residential clients in the New England area. Oversees the overall business, marketing, customer service and operations of this 20+ employee organization.

Linesman, American Hockey League

USA (1980-1993)

- Refereed as linesman for the AHL, traveled to all AHL teams in the United States
- Also youth hockey (1976-1993)

Respiratory Therapy Equipment Technician, Mercy Hospital

Springfield, MA (1977-1980)

- Responsible for the complete maintenance and inventory of all respiratory equipment

Education

- JATC Training, Springfield, MA (1982-1987)
- Springfield Technical Community College, Springfield, MA (1976-1978), Studied Criminal Justice
- Springfield Technical High School (Class of 1976), Springfield, MA

Non-Profit

- Board of Directors, Springfield Bid (2005-2010)
- Board of Directors, Personal Policy Board, City of Springfield (2000-2005)
- Owner Springfield Pics Hockey (2005-present)
- President, Tri-Level Hockey School (2000-2008)
- Commissioner, Tri-State Hockey League (2000-2003)
- Board of Directors, International Brotherhood of Electrical Workers (1993-1997)
- Board of Directors, MA Hockey (1988-2000)
- President, Holy Name Hockey Association (1998-2000)

Achievements

- Hampden County Sheriff's Department, Honorary Sheriff (1999-present)
- Coached youth hockey, Holy Name Association (1987-2002)
- Coached travel youth hockey, Mass Conn Braves (2002-2005)
- Coached travel Jr hockey (2005-present)
- Played youth hockey and high school until 1976
- Played Jr hockey (1976-1979)



ORIGINAL

**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: Baystate Compassion Center, Inc.

Application # (if more than one): _____

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

Attach one-page bank statement.

Letter of Commitment

 ORIGINAL

This letter must be completed when the Corporation has its liquid operating capital in an individual account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors instead of in the name of the Corporation. If this letter is not applicable, indicate N/A.

Date: November 19, 2013

Name of the Corporation: Baystate Compassion Center, Inc.

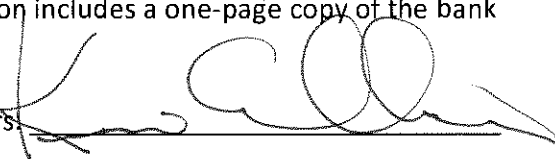
Name of CEO/Executive Director of the Corporation: Kevin Collins, President/Director

Name of Account Holder: Baystate Compassion Center, Inc.

This Letter of Commitment is to ensure access to the required liquid capital to support the operations of Baystate Compassion Center, Inc. if so approved by the Department of Public Health. The total required capital needed for this application equals \$500,000.

As Chief Executive Officer/Executive Director or President of the Board of Directors of Baystate Compassion Center, Inc. I affirm that these funds will remain in account [redacted] with Florence Savings Bank for the sole purpose of supporting the operations of the Corporation. Exhibit 4.1 of this application includes a one-page copy of the bank statement referenced here.

Signature of CEO/Executive Director or President of the Board of Directors



Print Name Kevin Collins

Date: November 19, 2013

Notary Public

On this 19th day of November 2013, before me, the undersigned notary public, personally appeared Kevin Collins, as President/Director of Baystate Compassion Center, Inc., proved to me through satisfactory evidence of identification, which were Drivers License to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose.



Signature of Notary Public

Michael S. Schneider
My Commission Expires: 7/2/2015



FLORENCE SAVINGS BANK

 ORIGINAL

November 13, 2013

Re: Baystate Compassion Center, Inc
One Monarch Place Suite 1900
1414 Main Street
Springfield, MA 01144

Dear Massachusetts Department of Public Health:

The balance on the account of Baystate Compassion Center, Inc as of November 13, 2013 is \$720,001.00.

Sincerely,

A handwritten signature in cursive script that reads "Monica J. Houle".

Monica J. Houle
Customer Service Representative
Florence Savings Bank

RETURN SERVICE REQUESTED

Account Number: [REDACTED]
 Statement Date: [REDACTED]

024361

BAYSTATE COMPASSION CENTER INC
 ONE MONARCH PLACE SUITE 1900
 1414 MAIN STREET
 SPRINGFIELD MA 01144

Summary - All Accounts

Product	Account #	Ending Balance
Non Profit Free Checking	[REDACTED]	\$720,001.00

 ORIGINAL

Non Profit Free Checking - [REDACTED]

Date	Transaction Description	Withdrawal	Deposit	Balance
Oct 31	ENDING BALANCE			\$720,001.00

Deposits and Credits

Date	Transaction Description	Amount

Balance Summary

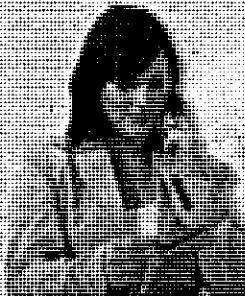
Date	Balance	Date	Balance	Date	Balance	Date	Balance
Oct 31	720,001.00						

Overdraft/Returned Item Fees

Fee Type	Total For This Period	Total Year-to-Date

Account Summary

Previous Date	Beginning Balance	Deposits	Interest Paid	Withdrawals	Service Charge	Ending Balance
						720,001.00



Celebrating National Cyber Security Month

As a valued customer, protecting your privacy and ensuring the safety of your online bank accounts is our top priority. In order to educate our customers on how to make online transactions safer and more secure, we have gathered a variety of resources and implemented policies to make sure that your online experience is a protected one. To learn more about these resources, visit our website at florencesavings.com.


Member FDIC | Member FDIC

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

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

Corporation Name: Baystate Compassion Center, Inc. Application # (if more than one): _____

Individual 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		\$ %			
2		\$ %			
3		\$ %			

Entity Name/ Business Address	Leadership Names	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1 Eleos Funding, LLC 399 South Branch Parkway Springfield, MA 01118	Manager: Kevin M Collins	\$720,000 100%	Cash	none	Five year term note; first position security interest 

ORIGINAL

CAPITAL EXPENSES
(Exhibit 4.3)

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

	Expense Type	Costs	Explanation of Expense
	Planning and Development		
1	Architect and design fees	\$10,000	Design fees
2	Environmental survey	\$	
3	Permits and Fees	\$85,000	Includes necessary state and local permits
4	Security assessment	\$1,500	Security assessment
5	Land/building cost	\$75,000	Rent on both facilities leading up to opening day
6	Site clean-up and preparation	\$	
7	Other- describe	\$	
8	Legal	\$41,000	Attorney fees
9	Consultants	\$24,500	Various industry and business resources
	Build-out Costs		
1	Construction expenses	\$150,000	Construction labor and materials
2	Painting and finishes	\$25,000	Finish and paint labor and materials
3	Security system	\$75,000	Security system installation and labor
4	Landscape work	\$	
5	Parking facility	\$	
6	Other- describe	\$	
7	_____	\$	
8	_____	\$	
9	_____	\$	
	Equipment Costs		
1	Vehicles and transportation	\$25,000	Vehicle includes cost of securing and gps installation
2	Cultivation equipment	\$225,000	Includes all lighting, tables and ventilation
3	Furniture and storage needs	\$15,000	Furniture/storage
4	Computer equipment	\$25,000	Monitors, cpu's, keyboards, etc.
5	HVAC	\$10,000	HVAC equipment
6	Kitchen/food prep equipment	\$	
7	Other- describe	\$	
8	Website	\$3,500	Web development
9	Inventory Management Software	\$6,000	Inventory management software
10	Seeds	\$3,000	Seeds
	TOTAL	<u>\$799,500</u>	Baystate Compassion Center also has access to additional funding if necessary upon securing provisional license.

**YEAR-ONE OPERATING BUDGET
(Exhibit 4.4)**

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Budget Period: Oct 27, 2014 to Oct 27, 2015

Projected Number of Patients: 100 and Number of Visits: 1,200

		Year ONE Budget	Budget Notes ¹
REVENUE			
1	Medical Marijuana sales	\$768,000	Product sales, approximately 146 lbs.
2	Other supplies sold	\$4,000	Vaporizer sales
3	Other revenue sources	\$	
A	TOTAL REVENUE:	\$772,000	
PAYROLL EXPENSES			
	Personnel Category	# FTE	
1	Manager	1	\$30,000 Dispensary Manager
2	Security Guard	1	\$22,500 2 hourly positions
3	Drivers		\$45,000 2 hourly positions
4	Processors		\$45,000 3 hourly positions
5	Horticulturist	1	\$30,000 Horticulturist
6	Facility Manager		\$22,500 1 hourly position
7	Assoc. Horticulturist		\$22,500 1 hourly position
8	Hort Asst/Trimmers		\$67,500 4 hourly positions
9	Med Tender(s)		\$22,500 2 hourly positions
10	Patient Consultant(s)		\$22,500 2 hourly positions
11	Officers		\$0
B	TOTAL SALARIES		\$330,000 Total compensation
C	Fringe Rate and Total	30%	\$99,000 Benefit expense
D	TOTAL SALARIES PLUS FRINGE (B+C)		\$429,000 Total compensation and benefits
OTHER EXPENSES			
1	Employee Fee	\$7,000	State dispensary agent fees (up to 14)
2	State License Renewal	\$	
3	Supplies	\$26,000	Misc supplies
4	Office Expenses	\$10,000	General office supplies
5	Utilities	\$149,000	Water and electricity
6	Insurance	\$30,000	Insurance expense
7	Interest	\$115,200	Interest expense
8	Depreciation/Amortization	\$84,700	Depreciation/amortization
9	Miscellaneous	\$20,000	Unforeseen expenses
10	Taxes	\$18,000	Taxes
11	Rent	\$130,000	Facility rent
12	Security	\$24,000	Security monitoring
13	Legal	\$12,000	Legal counsel

 ORIGINAL

14	Directors Fees	\$30,000	Stipends
15	Vaporizers	\$6,000	Wholesale vaporizer expense
15	Vehicle Expense	\$10,000	Vehicle purchase
17	Repairs & Maintenance	\$7,000	General repairs and upkeep
18	Community Support/Education	\$51,200	Investment back into the community/patient education
19	MJ Testing/Coding	\$12,000	Plant testing and labeling
20	Nutrients	\$36,000	Growing nutrients
E	TOTAL OTHER EXPENSES	\$778,100	
	TOTAL EXPENSES: (D+E)	<u>\$1,207,100</u>	
	DIFFERENCE	\$(435,100)	

ⁱ Enter short explanation of expenses

THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS
(Exhibit 4.5)

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

Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Fiscal Year Time Period: Annual Projected Start Date for the First Full Fiscal Year: October 27, 2014

	FIRST FULL FISCAL YEAR PROJECTIONS 2014-2015	SECOND FULL FISCAL YEAR PROJECTIONS 2015-2016	THIRD FULL FISCAL YEAR PROJECTIONS 2016-2017
Projected Revenue	\$772,000	\$2,101,000	\$4,202,000
Projected Expenses	\$1,207,100	\$2,364,700	\$4,180,100
TOTAL:	\$(435,100)	\$(263,700)	\$21,900
Number of Patients	100	200	400
Number of Patient Visits	1,200	2,400	4,800
Projected % of growth rate annually	100%	100%	100%
Total FTE in staffing	2	12	16
Projected Medical Marijuana Inventory	150 Lbs.	400 Lbs.	800 Lbs.

Enter appropriate fiscal year



ORIGINAL

**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: Baystate Compassion Center, Inc. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
340 McKinstry Avenue Chicopee, MA 01013	Hampden	Letter of Intent – Proposed Commercial Lease Between Main Street Property Management, LLC and Baystate Compassion Center
90 Carando Drive Springfield, MA 01104	Hampden	Letter of Intent – Proposed Commercial Lease Between DASK Partnership and Baystate Compassion Center

LETTER OF INTENT

Proposed Commercial Lease Between
 Main Street Property Management, LLC (the "Landlord") and
 Baystate Compassion Center, Inc. (the "Tenant")

Leased Premises:	A total of approximately 4,100 square feet of space designated as the "Suite 200" and located at 340 McKinstry Avenue, Chicopee, Massachusetts (the "Premises"), together with all attendant office space, parking spaces, loading docks and all other fixtures and mechanical components located at the Building which serve this space.
Lease Term:	5 years. Tenant's required state license is renewable annually. Should the State of MA not renew Tenant's license, Tenant may terminate the Lease Agreement with a buyout fee for early termination of 35% the remaining rent due on the lease commitment.
Base Rent:	\$14.00 per square foot
Tenant Improvement Contribution:	\$0.00
Additional Rent:	Tenant shall pay its proportionate share of all operating expenses attributable to the Building and Premises
Real Estate Taxes:	The Tenant will pay its proportionate share of amounts required to be paid by the Landlord attributable to the Building and Premises
Security Deposit:	One month's base rent payable upon Lease execution.
Utilities:	The Tenant shall pay the cost of all utilities used or consumed in connection with the use and occupancy of the Building.
Lease Commencement:	The Lease shall commence on January 15, 2014. Tenant shall have the right to terminate the lease Agreement should Tenant be unsuccessful in obtaining the necessary licenses issued by the Department of Public Health to conduct Tenant's business (Anticipated timing to be Jan 31, 2014 – Feb 15, 2014. In the event the necessary licenses are not received by February 15, 2014 the Lease will be of no force or effect and Landlord will retain Tenant's security deposit. Landlord will relocate the existing tenant from

KC
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	this space prior to Tenant's start of build out phase.
Building Improvements	The Tenant shall pay for and build-out the Building in accordance with plans supplied to and approved by the Landlord, All contractors, subcontractors will be fully licensed, insured, all work will be designed and overseen by a licensed architect, local permits will be obtained by all trades.
Building Delivery	Upon commencement of the lease the Landlord shall deliver the Building in a broom clean and not in violation of environmental law. Additionally, Landlord shall demise the premises, the Landlord shall deliver the premises in "as-is" condition with all existing mechanicals in proper working order. Landlord will relocate the existing tenant from this space prior to Tenant's start of build out phase.
Qualifying Conditions	With the exception of Confidentiality, below, This Term Sheet sets forth certain terms only and does not reflect a legally binding obligation on the part of either party or neither party may rely hereon for any purpose. The parties will not be bound until execution of a mutually satisfactory Lease. Lease will be subject to the Landlords satisfaction of the legality of the intended use under laws, approval of Landlord's mortgage holder and, insurance carrier and the Sheffield Cartage Company relocation.
Confidentiality	Landlord and Tenant agree that these negotiations are confidential in nature and that no party shall disclose the nature or existence of the negotiations without the prior written consent of the other.

Use of the Premises:

The suite shall be used for

REGISTERED MARIJUANA
DISPENSARY

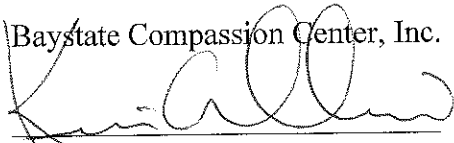
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 ORIGINAL

TENANT

Baystate Compassion Center, Inc.

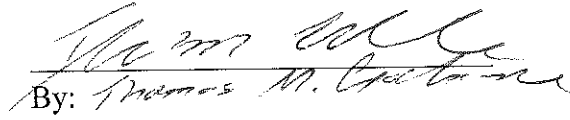


By: Kevin Collins, President

Date: 11/15/13

LANDLORD

Main Street Property Management LLC



By: Thomas M. Crutcher

Date: Nov. 15, 2013

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11/15/13

TRC
11/15/13

LETTER OF INTENT

Proposed Commercial Lease Between
 DASK Partnership (the "Landlord") and
 Baystate Compassion Center, Inc. (the "Tenant")

Leased Premises:	<p>A total of approximately 1,633 square feet of space designated as the end cap, Unit #15, located at 90 Carando Drive, Springfield, MA 01104, (the "Premises"), together with all attendant office space, parking spaces, bathrooms, overhead doors, docks and all other fixtures and mechanical components located at the Building.</p> <p>Tenant shall have the right of first refusal on adjacent space within the building. Current tenant vacating adjacent premises May 1, 2014.</p>
Lease Term:	5 years. Tenant's required state license is renewable annually. Should the State of MA not renew Tenant's license, Tenant may terminate the Lease Agreement with a forfeiture of the security deposit as the only penalty.
Base Rent:	Years 1-5 \$8.00 per square foot
Tenant Improvement Contribution:	\$0.00
Additional Rent:	Tenant shall pay its proportionate share of all operating expenses attributable to the Building and Premises
Real Estate Taxes:	The Tenant will pay its proportionate share of amounts required to be paid by the Landlord attributable to the Building and Premises
Security Deposit:	One month's base rent payable upon Lease execution.
Utilities:	The Tenant shall pay the cost of all utilities used or consumed in connection with the use and occupancy of the Building.
Lease Commencement:	The Lease shall commence on January 1, 2014. Tenant shall have the right to terminate the Lease Agreement should Tenant be unsuccessful in obtaining the necessary licenses issued by the Department of Public Health to conduct Tenant's business. (Anticipated timing to be Jan 31, 2014-Feb 15, 2014). In the event the necessary licenses are

SC
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11/18/13

Rent Commencement:	<p>not received the Lease will be of no force or effect and Landlord shall retain Tenant's security deposit.</p> <p>The rent shall commence 30 days from the Tenant's registration with the Massachusetts Department of Public Health pursuant to 105 CMR 725.100 <i>et seq.</i></p>
Building Improvements	The Tenant shall build-out the Building in accordance with plans supplied to the Landlord.
Building Delivery	Upon commencement of the lease the Landlord shall deliver the Building in a broom clean and environmentally clean condition. Additionally, Landlord shall deliver all mechanicals in proper working order. Landlord shall separately meter all utilities to the premises to include water, sewer, electricity and gas. Landlord shall deliver the premises with two bathrooms to code.
Qualifying Conditions	With the exception of Confidentiality, below, This Term Sheet sets forth certain terms only and does not reflect a legally binding obligation on the part of either party and neither party may rely hereon for any purpose. The parties will not be bound until execution of a mutually satisfactory Lease.
Confidentiality	Landlord and Tenant agree that these negotiations are confidential in nature and that no party shall disclose the nature or existence of the negotiations without the prior written consent of the other.

TENANT

LANDLORD

Baystate Compassion Center, Inc.

DASK Partnership

By: Kevin Collins, President

By: Seth P. Crocker

Date:

11/18/13

Date: 11/18/13

**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: Baystate Compassion Center, Inc. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
28 Gaylord Street South Hadley, MA 01075	Hampshire	Letter of Intent – Proposed Commercial Lease Between Lakestar Properties, LLC and Baystate Compassion Center

LETTER OF INTENT

Proposed Commercial Lease Between
 Lakestar Properties, LLC (the "Landlord") and
 Baystate Compassion Center, Inc. (the "Tenant")

Leased Premises:	A total of approximately 30,000 square feet of space designated as the end cap of the "Alpha Building" (the "Building") and located at 28 Gaylord Street, South Hadley, Massachusetts (the "Premises"), together with all attendant office space, parking spaces, bathrooms, loading docks and all other fixtures and mechanical components located at the Building.
Lease Term:	5 years. Tenant's required state license is renewable annually. Should the State of MA not renew Tenant's license, Tenant may terminate the Lease Agreement with a forfeiture of the security deposit as the only penalty.
Base Rent:	Year 1 \$3.00 per square foot Year 2 \$3.25 per square foot Year 3-5 \$3.75 per square foot
Tenant Improvement Contribution:	\$0.00
Additional Rent:	Tenant shall pay its proportionate share of all operating expenses attributable to the Building and Premises
Real Estate Taxes:	The Tenant will pay its proportionate share of amounts required to be paid by the Landlord attributable to the Building and Premises
Security Deposit:	One month's base rent payable upon Lease execution.
Utilities:	The Tenant shall pay the cost of all utilities used or consumed in connection with the use and occupancy of the Building.
Lease Commencement:	The Lease shall commence on November 15, 2013. Tenant shall have the right to terminate the Lease Agreement should Tenant be unsuccessful in obtaining the necessary licenses issued by the Department of Public Health to conduct Tenant's business. (Anticipated timing to be Jan 31, 2014-Feb 15, 2014). In the event the necessary licenses are not received the Lease will be of no force or

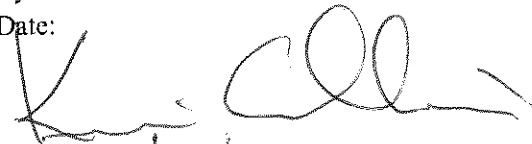
Rent Commencement:	effect and Landlord shall retain Tenant's security deposit. The rent shall commence 120 days from the Tenant's registration with the Massachusetts Department of Public Health pursuant to 105 CMR 725.100 <i>et seq.</i>
Building Improvements	The Tenant shall build-out the Building in accordance with plans supplied to the Landlord.
Building Delivery	Upon commencement of the lease the Landlord shall deliver the Building in a broom clean and environmentally clean condition. Additionally, Landlord shall demise the premises and deliver all mechanicals in proper working order. Landlord shall separately meter all utilities to the premises to include water, sewer, electricity and gas. Landlord shall deliver the premises with two bathrooms to code.
Qualifying Conditions	With the exception of Confidentiality, below, This Term Sheet sets forth certain terms only and does not reflect a legally binding obligation on the part of either party and neither party may rely hereon for any purpose. The parties will not be bound until execution of a mutually satisfactory Lease.
Confidentiality	Landlord and Tenant agree that these negotiations are confidential in nature and that no party shall disclose the nature or existence of the negotiations without the prior written consent of the other.

TENANT

Baystate Compassion Center, Inc

By: Kevin Collins, President

Date:


11/18/13

LANDLORD

Lakestar Properties LLC

By: JUDY STEWART

Date: 11/15/13



**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: Baystate Compassion Center, Inc. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
28 Gaylord Street South Hadley, MA 01075	Hampshire	Letter of Intent – Proposed Commercial Lease Between Lakestar Properties, LLC and Baystate Compassion Center

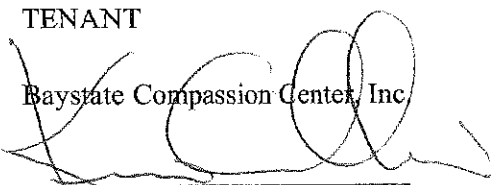
LETTER OF INTENT

Proposed Commercial Lease Between
 Lakestar Properties, LLC (the "Landlord") and
 Baystate Compassion Center, Inc. (the "Tenant")

Leased Premises:	A total of approximately 30,000 square feet of space designated as the end cap of the "Alpha Building" (the "Building") and located at 28 Gaylord Street, South Hadley, Massachusetts (the "Premises"), together with all attendant office space, parking spaces, bathrooms, loading docks and all other fixtures and mechanical components located at the Building.
Lease Term:	5 years. Tenant's required state license is renewable annually. Should the State of MA not renew Tenant's license, Tenant may terminate the Lease Agreement with a forfeiture of the security deposit as the only penalty.
Base Rent:	Year 1 \$3.00 per square foot Year 2 \$3.25 per square foot Year 3-5 \$3.75 per square foot
Tenant Improvement Contribution:	\$0.00
Additional Rent:	Tenant shall pay its proportionate share of all operating expenses attributable to the Building and Premises
Real Estate Taxes:	The Tenant will pay its proportionate share of amounts required to be paid by the Landlord attributable to the Building and Premises
Security Deposit:	One month's base rent payable upon Lease execution.
Utilities:	The Tenant shall pay the cost of all utilities used or consumed in connection with the use and occupancy of the Building.
Lease Commencement:	The Lease shall commence on November 15, 2013. Tenant shall have the right to terminate the Lease Agreement should Tenant be unsuccessful in obtaining the necessary licenses issued by the Department of Public Health to conduct Tenant's business. (Anticipated timing to be Jan 31, 2014-Feb 15, 2014). In the event the necessary licenses are not received the Lease will be of no force or

Rent Commencement:	effect and Landlord shall retain Tenant's security deposit. The rent shall commence 120 days from the Tenant's registration with the Massachusetts Department of Public Health pursuant to 105 CMR 725.100 <i>et seq.</i>
Building Improvements	The Tenant shall build-out the Building in accordance with plans supplied to the Landlord.
Building Delivery	Upon commencement of the lease the Landlord shall deliver the Building in a broom clean and environmentally clean condition. Additionally, Landlord shall demise the premises and deliver all mechanicals in proper working order. Landlord shall separately meter all utilities to the premises to include water, sewer, electricity and gas. Landlord shall deliver the premises with two bathrooms to code.
Qualifying Conditions	With the exception of Confidentiality, below, This Term Sheet sets forth certain terms only and does not reflect a legally binding obligation on the part of either party and neither party may rely hereon for any purpose. The parties will not be bound until execution of a mutually satisfactory Lease.
Confidentiality	Landlord and Tenant agree that these negotiations are confidential in nature and that no party shall disclose the nature or existence of the negotiations without the prior written consent of the other.


TENANT



Baystate Compassion Center, Inc

By: Kevin Collins, President

Date:


11/18/13

LANDLORD

Lakestar Properties LLC



By: JUDY STEWART

Date: 11/15/13

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: Baystate Compassion Center, Inc. Application # (if more than one): _____

Site	City/Town	County	Type of Support Attached
1	South Hadley	Hampshire	Letter of support from South Hadley town administrator
2	Chicopee	Hampden	Letter of non-opposition from City of Chicopee Mayor-elect
3	Springfield	Hampden	Letter of invitation from City of Springfield to participate in municipality's application process

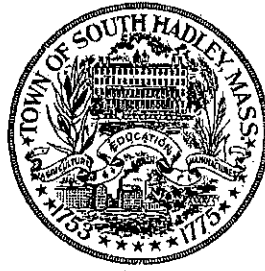


ORIGINAL

TOWN OF SOUTH HADLEY

 ORIGINAL

JOHN R. HINE
Chair
FRANCIS J. DETOMA
Vice-Chair
SARAH ETELMAN
Clerk
IRA J. BREZINSKY
Member
MARILYN G. ISHLER
Member



MICHAEL J. SULLIVAN
Town Administrator
Telephone (413) 538-5017
Fax (413) 534-1041

SELECTBOARD OFFICE
116 Main Street, Suite 109, South Hadley, Massachusetts 01075-2896
selectboard@southhadley.org

Ms. Cheryl Bartlett, RN
Commissioner
Massachusetts Department of Public Health
250 Washington Street
Boston, MA 02108

Dear Commissioner Bartlett:

The Town of South Hadley has begun conversations with Baystate Compassion Center regarding its interest to build out and operate a production facility for the cultivation and processing of medical marijuana. The building of interest is in a state of disinvestment and the group has committed to bring the property to a respectable appearance and use that is reflective of the adjacencies, you may be aware that there has been a level of difficulty in adapting and retooling industrial properties in New England, this is an opportunity to do so in South Hadley.

Baystate Compassion Center has entered into discussions with the property owner for the lease of a potential site of the proposed facility. If sited at this location, the use of this facility would comport with our local zoning regulations for a production facility. We are also confident the principals will meet the local building, fire and zoning requirements and all other local ordinances and licenses deemed relevant to this operation. Given their non-profit status, the representatives of Baystate Compassion Center have also agreed to execute a Payment in Lieu of Taxes ("PILOT") agreement if they purchase this facility or any other in town. Furthermore they have stated they will be a good community partner. We will be soon setting up a meeting with the Sheriff Garvey (Hampshire County) and Police Chief Labrie and the principals of Baystate in the next few weeks.

The Town of South Hadley has been approached by several potential applicants. Baystate Compassion Center has been very willing to cooperate in making this facility first rate in every respect; safe, secure and positioned well to provide employment opportunities. The group also has an acute understanding of the local culture, they are respected regional businessmen and have members of the community who have already advocated for their project. I feel confident if approved the partnership between Baystate Compassion Center and the Town of South Hadley will be have a solid foundation.

Respectfully,

Michael J. Sullivan
Town Administrator

November 20, 2013

Cheryl Bartlett, Commissioner
Office of Health Services
Department of Public Health
250 Washington Street, 6th Floor
Boston, MA 02108

Madeleine Biondolillo, Director
Bureau of Health Care Safety and Quality
99 Chauncey Street
Boston, MA 02111

RE: Baystate Compassion Center, Inc.

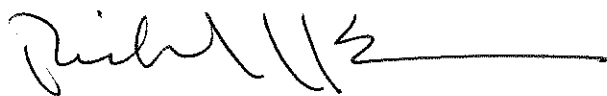
Dear Commissioner Bartlett and Director Biondolillo:

I write this letter today to inform you that I have met with representatives of Baystate Compassion Center, Inc. (BCC) about their plans to submit a Phase II application with the Department of Public Health locating a Registered Marijuana Dispensary (RMD) within the City of Chicopee.

The City has passed local ordinances and outlined a special process for this use. Together with the City Council, I will work to insure compliance with our local ordinances as BCC commences the application process for the required approvals.

I will continue discussions with BCC once I take office in January, 2014.

Sincerely,



Richard J. Kos
Mayor-Elect
City of Chicopee
P.O. Box 1043
Chicopee, MA 01021



CITY OF SPRINGFIELD, MASSACHUSETTS

October 25, 2013

Mr. Kevin Collins, President
Baystate Compassion Center
One Monarch Place
1414 Main Street., Suite 1900
Springfield, MA 01144-1900

RE: Medical Marijuana Treatment Center Development

Dear Mr. Collins:

Enclosed please find a copy of the City's Phase I RFQ/P "Proposed Medical Marijuana Treatment Center Development". A copy is being provide to you as President of Baystate Compassion Center "BCC" which has given notice to the City that pursuant to 105 CMR 725.100(B)(1), "BCC" has submitted an application to the Massachusetts's Department of Public Health seeking authority to apply for a certificate of registration to operate a Registered Marijuana Dispensary in the City of Springfield, County of Hampden. Having satisfied the Department of Public Health's Phase One criteria "BCC" is now eligible to proceed to 2 Phased of the application process. The City's Phase 2 application process is designed to help it coordinate its planning process and facilitate the implementation of the Act in parallel with the DPH.

Sincerely,

*Helen Caulton-Harris, Commissioner
(exp)*

Helen Caulton-Harris, Commissioner
Department of Health and Human Services

HCH:als

Enclosure

CC: Edward M. Pikula
City Solicitor



ORIGINAL

**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: Baystate Compassion Center, Inc.

Application # (if more than one): _____

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	Dispensing	340 McKinstry Avenue Chicopee, MA 01013 90 Carando Drive Springfield, MA 01104	Letter of Intent – Proposed Commercial Lease Between Main Street Property Management, LLC and Baystate Compassion Center Letter of Intent – Proposed Commercial Lease Between DASK Partnership and Baystate Compassion Center	Letter of non-opposition from City of Chicopee Mayer-elect Letter of invitation from City of Springfield to participate in municipality's phase one process
2	Cultivation	28 Gaylord Street South Hadley, MA 01075	Letter of Intent – Proposed Commercial Lease Between Lakestar Properties, LLC and Baystate Compassion Center	Letter of support from South Hadley town administrator
3	Processing	28 Gaylord Street South Hadley, MA 01075	Letter of Intent – Proposed Commercial Lease Between Lakestar Properties, LLC and Baystate Compassion Center	Letter of support from South Hadley town administrator

<p style="text-align: center;">RMD ORGANIZATIONAL CHART (Exhibit 6.1)</p>

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

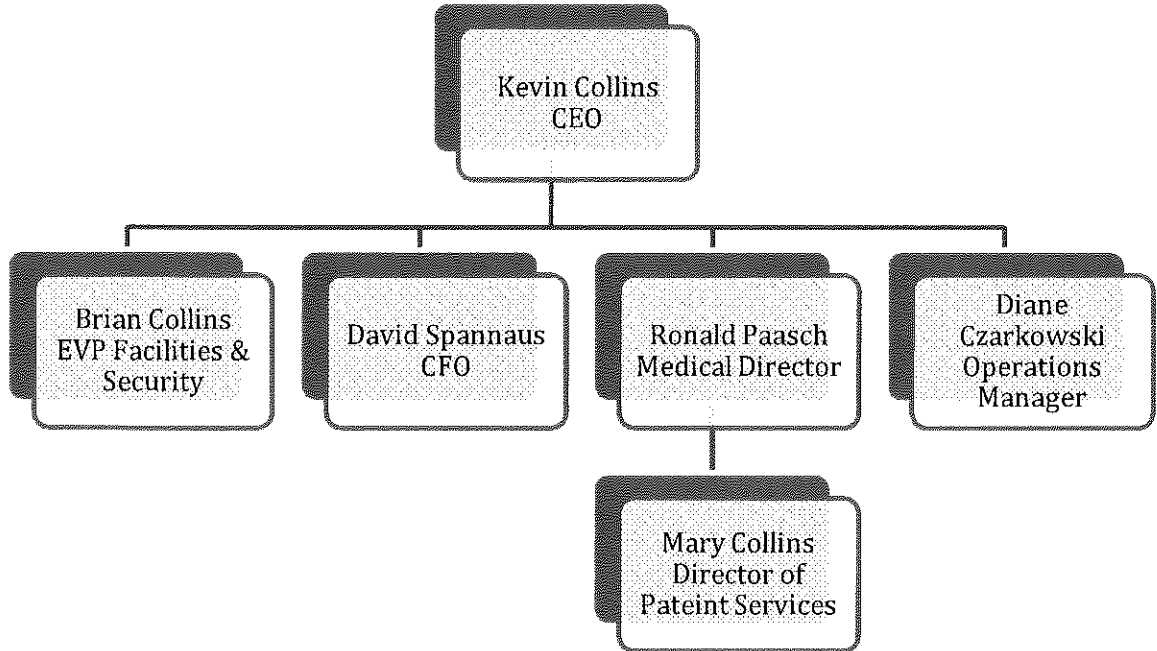
Corporation Name: Baystate Compassion Center, Inc.

Application # (if more than one): _____

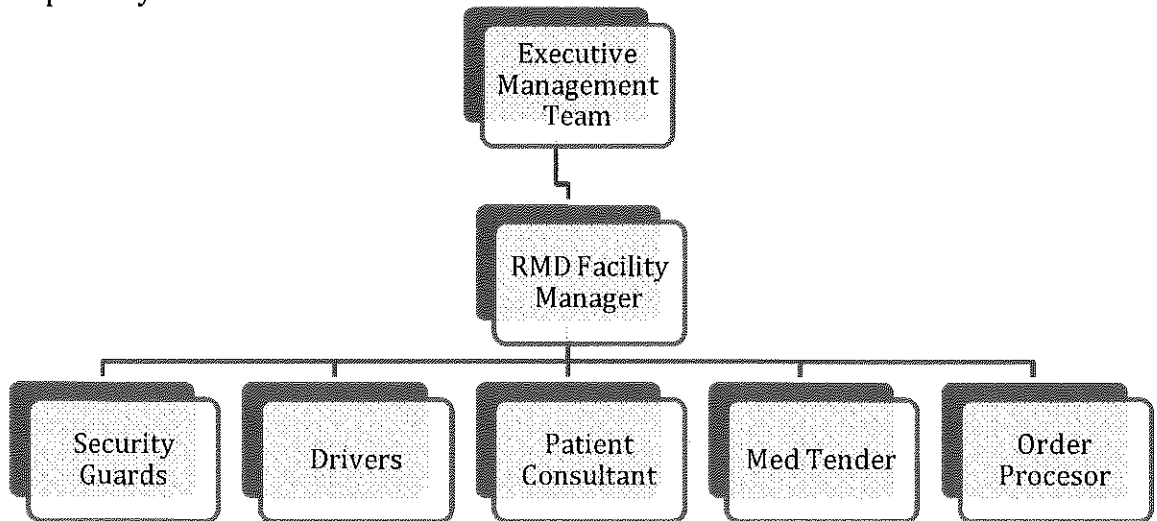
Attach organizational chart.

6.1 Organizational Chart

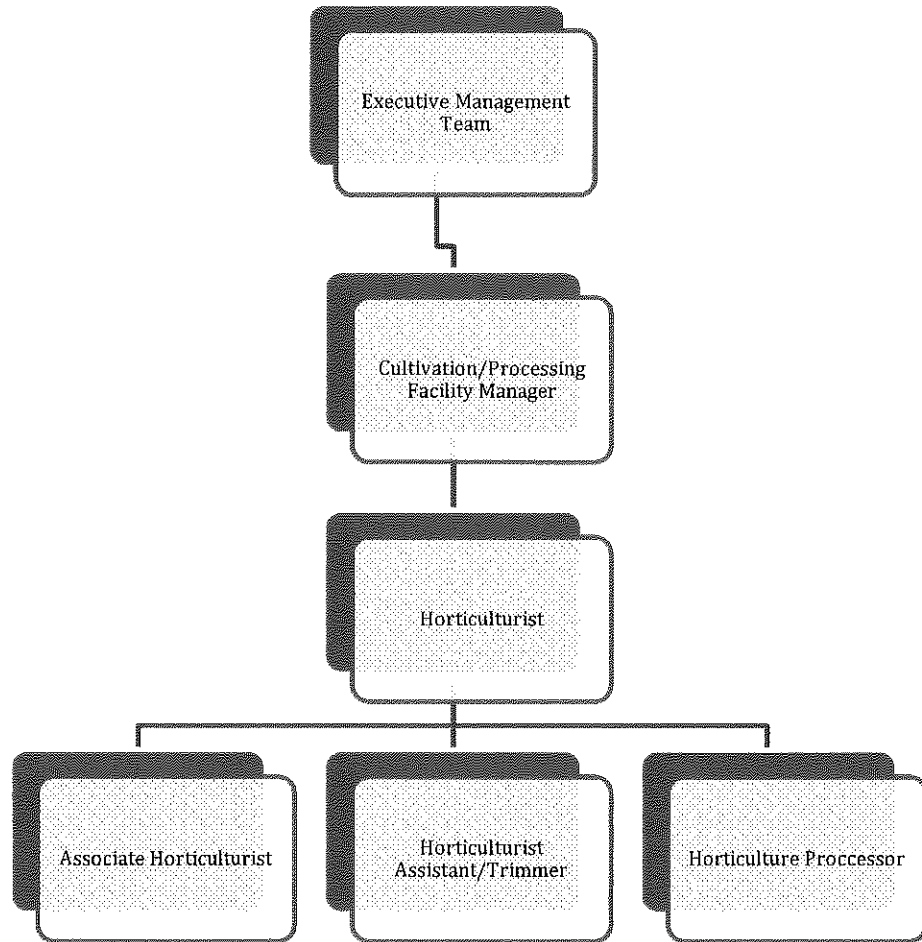
Executive Management Team



Dispensary



Cultivation/Processing Facility



**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: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Attach evidence of enrollment.



iCORI
Commonwealth of Massachusetts
Department of Criminal Justice Information Services

- [Home](#)
- [Add Request](#)
- [View CORI Results](#)
- [Manage Account](#)
- [iCORICart \(0\)](#)

Baystate Compassion Center, Inc - RMD	Status: Active Account Type(s): Employer
--	---

Account	
Account Details Representatives Users Authorized Consumer Reporting Agencies	

Account Details [\[Cancel Account\]](#)

Account Status	
Account Status: Active	Date Last Renewed:
Date First Registered: 10/23/2013	

Organization Details [\[Edit\]](#) [\[Change Org Name\]](#) [\[View Org Name History\]](#)

Account Type(s): Employer	Organization ID: XXXXXXXXXX
Organization Name: Baystate Compassion Center, Inc - RMD	
Address: One Monarch Place Suite 1900, Springfield, MA 01144-1900	
Phone No.: 413-733-3111	
Website: XXXXXXXXXX	

RMD STAFF (Exhibit 6.4)

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

	Name	Role/Title
1	N/A	RMD Facility Manager
2	N/A	Security Guard (2)
3	N/A	Driver (2)
4	N/A	Patient Consultant
5	N/A	Med Tender
6	N/A	Order Processor
7	N/A	Cultivation/Processing Facility Manager
8	N/A	Horticulturist
9	N/A	Associate Horticulturist
10	N/A	Horticulturist Assistant/Trimmers (2)
11	N/A	Horticulture Processor

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: Baystate Compassion Center, Inc. Application # (if more than one): _____

Key Benchmarks ⁱ	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
Cultivation Facility				
Provisional certificate of registration by the Department	2/1/14	Kevin Collins	High	
Design team commences: design, floor plan, development of construction drawings, submission of drawings, approvals, etc.	2/15/14	David Spannaus, Diane Czarkowski, Brian Collins	High	
Begin building preparation: obtain construction permits; order and release of specified construction materials and equipment.	3/1/14	David Spannaus, Diane Czarkowski, Brian Collins	High	
Construction commences: mobilization of construction crews, tools, machinery, equipment, review and finalization of specifications and prints.	3/8/14	David Spannaus, Diane Czarkowski, Brian Collins	High	10/27/14
Layout of walls, electrical work and mechanical work. Begin build out of flowering rooms including walls and ceilings, electrical work, mechanical work, sprinkler system, and doors. Build out of non-flowering process areas (vegetation, dry/cure, trim, office, bathrooms, etc.) and installation of security system.	4/21/14	David Spannaus, Diane Czarkowski, Brian Collins	High	
State approval	4/28/14	Kevin Collins	High	
Growing commences	5/1/14	Diane Czarkowski	High	

Seed to mother	6/26/14	Diane Czarkowski	High
Clip into clone	7/10/14	Diane Czarkowski	High
Clones flower	9/18/14	Diane Czarkowski	High
Cut, dry, cure and trim product	10/23/14	Diane Czarkowski	High
First product available for sale	10/27/14	Diane Czarkowski	High
Dispensary Facility			
Design team commences: design, floor plan, development of construction drawings, submission of drawings, approvals, etc.	6/1/14	David Spannaus, Diane Czarkowski, Brian Collins	Medium
Begin building preparation: obtain construction permits; order and release of specified construction materials and equipment.	6/15/14	David Spannaus, Diane Czarkowski, Brian Collins	Medium
Construction commences: mobilization of construction crews, tools, machinery, equipment, review and finalization of specifications and prints.	7/10/14	David Spannaus, Diane Czarkowski, Brian Collins	Medium
Layout of walls, electrical work and mechanical work. Begin build out of walls and ceilings, electrical work, mechanical work, sprinkler system, and doors.	8/29/14	David Spannaus, Diane Czarkowski, Brian Collins	Medium
State approval	9/5/14	Kevin Collins	Medium
Dispensary open	10/27/13	Kevin Collins	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: Baystate Compassion Center, Inc.

Application # (if more than one): _____

Attach sliding price scale.

7.12 – Baystate Compassion Center Sliding Price Scale

Our proposed discounted sliding scale based on FPG is:

- Patients at or below 100% of the FPG receive a 25% discount on all purchases
- Patients within 150% of the FPG receive a 20% discount on all purchases
- Patients within 200% of the FPG receive a 15% discount on all purchases
- Patients within 300% of the FPG receive a 10% discount on all purchases

We will develop a discounted fee schedule policy that includes the procedure for qualifying for discounted medicine, how the discounts will be determined, and what documentation is required for determining the discount percentage. Verification will likely include tax returns and current paystubs. In addition to annualized income verification, eligibility may be based on current participation in certain governmental public assistance programs, such as MassHealth, Social Security Income (SSI) or temporary assistance for needy families. We will include a process for recertifying clients for the discounted fee schedule, which will be done at least once annually.

We will also have a sliding fee scale for patients with very serious illnesses. Our proposed discounted sliding scale based on very serious illnesses is:

- Terminal patients – For patients that have a documented one year or less to live we will offer free medicine. Medicinal cannabis shall be provided free to such patients (within the legal dispensing guidelines and terms of recommendation and Department rules).

Military veteran disability patients – For our Military veteran disability patients we will offer a discount based upon RMD revenue productivity.