

<b>LIST OF AUTHORIZED SIGNATORIES (EXHIBIT B)</b>
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This exhibit must be completed and submitted as part of the application.

Corporation Name: Baystate Medical Enterprises, Inc.

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

	Name	Role within the Corporation
1	Catherine Cametti	President
2	Stephen Angelo	Executive Director
3		
4		
5		

**APPLICATION RESPONSE FORM COVER PAGE**

Make this the first page of your response

**Corporation**

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

Website URL (if applicable): [            ]

Address:  
[115 Lincoln Rd]

[            ]

City: [Walpole] State: [MA] Zip: [02081]

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

First Name: [Stephen] Last Name: [Angelo]

FEIN: [463395966]

**Contact Person**

First Name: [Catherine] Last Name: [Cametti]

Title: [President/Chair]

Telephone: (508) 735-8682 FAX: (904) 297-4080 E-Mail: [rina.cametti@gmail.com]

**Contact Person Address (if different):**

[Same as above.]

[            ]

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**

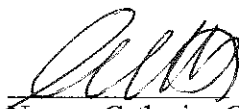
**Failure to provide original "wet" signatures in blue ink will result in disqualification of the application.**

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: Catherine Cametti  
Title: President

11-10-13  
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: Catherine Cametti  
Title: President

11-10-13  
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.

[Legal Name: Baystate Medical Enterprises, Inc.  
Incorporated: August 9, 2013 in the Commonwealth of MA]

1.2 Describe the organization's mission and vision.

[Minor grammatical changes have been made to the Phase I version.]

**Mission:** The mission of Baystate Medical Enterprises is to create a warm, friendly, patient-focused, patient-care atmosphere that promotes total wellness. Qualified, registered patients will be able to safely and conveniently access both medical-grade marijuana and a wide range of educational services. The staff will treat patients with respect while guiding them through the process. We are committed to balancing the needs of the patient with public safety and the community. We will partner with the community through donations to local charities, community events and nonprofits. We will observe and adhere to all state and local regulations.

**Vision:** BWC will strive to achieve our vision of becoming a provider of choice for medical marijuana patients by:

- Empowering patients to make the appropriate choices.
- Offering access to education materials covering a wide range of topics.
- Providing accessible, affordable medicine to patients with demonstrated hardships.
- Operating transparently with accountability to the community.
- Carefully following and enforcing all local and state regulations to ensure public safety.]

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.

[Due to changes in availability, John Shea and Peter Bilafer are no longer on the board of directors. BWC has identified suitable replacements and added two additional members to the board of directors. Stephen Angelo has been added and elected Treasurer. Stephen O'Reilly has also been added as a board member. Amended Articles of Organization are not required.]

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.

[**Stephen Angelo** is the principal owner of Appraisal Host, which is a start-up, high growth software development organization serving the highly regulated real estate appraisal industry. In this role, he has managed a 100%+ growth rate since founding the organization. In this capacity, he is responsible for the day-to-day management of all accounts payable, receivable and budgeting activities. Due to the volatile nature of the appraisal industry and how it fluctuates based on the mortgage industry and rates, Mr. Angelo must diligently manage all expenses as revenue changes with any changes to interest rates. At KB Group, Mr. Angelo was the managing partner for the technology division of the organization. He grew this division to over \$1 million in annual sales before leaving to return to his home state of Massachusetts.

With Mr. Angelo's vast experience in both regulatory compliance and management of personnel, his background is well suited to ensure the success of BWC. Mr. Angelo has a proven track record of effectively managing projects, budgets, and personnel in a cost effective manner.

**Catherine Cametti** brings decades of business management and a longtime dedication to community service to the safe dispensing of medical marijuana in Massachusetts. She founded The Appraisal Hub organization due to the introduction of new federal and state regulatory requirements with regards to mortgage lending. Some responsibilities include the day-to-day management of a rapidly growing company offering appraisal management services nationwide. The Appraisal Hub has established relationships with over 2,000 providers of service nationwide.

Ms. Cametti has owned and operated a successful appraisal company in Massachusetts since 2000. Her passion and motivation to succeed has driven her to grow the company over the past 13 years. In 2009, her skills and dedication to her career have allowed her to expand to a nationwide level, growing her company over 400% in 4 years. Ms. Cametti takes pride in caring for her employees and respect is of the utmost importance to her. Her philosophy is that, in business, one of the most important qualities that can set you apart from your competition is to provide exceptional service to your clients as well as

caring enough to make a difference. RMDs, like most businesses, take passion, motivation and dedication to succeed. Ms. Cametti has portrayed all these qualities in her many years of running her business and plans to dedicate herself to ensure the success of BWC.

**Jan Carlos Byl** served as General Manager for Holistic Remedies, LLC, and a Washington DC based Medical Cannabis cultivation business. While with Holistic Remedies, Mr. Byl single handedly managed the design and implementation of two large commercial cultivation facilities with construction budgets of over \$600,000 each and monthly operating budgets upwards of \$30,000. Mr. Byl has considerable personnel and operational management experience. In addition, his experience setting up three (3) non-profit dispensaries in Arizona will prove valuable in ensuring the successful setup of BWC's RMD facilities.

**Robert Jacob**, the Vice Mayor of Sebastopol, CA, is also the founder, Executive Director and President of Peace in Medicine, a model non-profit healing center and medical cannabis dispensary with locations in Sebastopol and Santa Rosa, CA. Robert also leads San Francisco Patient and Resource Center (SPARC) as its CEO.

A diligent community leader and visionary entrepreneur, Mr. Jacob helped develop and lead several non-profit organizations serving disenfranchised youth and patients. His professional background in corporate operations and project management includes managing construction of three international hospitals and the successful development of two proprietary businesses: a chain of salons and spas and an award winning charter school.

Mr. Jacob has direct experience and a proven track record across the non-profit sector and medical cannabis community. He is unmatched in his experience and know-how to operate a successful medical cannabis dispensary through varying economic conditions and while maintaining full compliance amid changing regulatory environments. From highly competitive urban facilities to rural medical centers offering an array of alternative healing modalities, Mr. Jacob has developed successful models in widely differing markets. At the core of Mr. Jacob's models is close communication with local government and law enforcement, a commitment to community support, and a high standard of operations that prevents diversion, improves neighborhood safety, and ensures quality medicine for qualified medical 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.

[**Steve Angelo** was hired to provide medical transportation to ambulatory patients. A typical day consisted of working with healthcare professionals to receive, transport and deliver patients to hospitals, nursing homes and medical service facilities. Mr. Angelo enjoyed working with patients so much that he then looked for opportunities in the healthcare industry that would increase his interactions with patients. Mr. Angelo then worked for Palm Home Care, a durable medical equipment (DME) provider where he provided medical equipment, oxygen and respiratory equipment to patients that were leaving the hospital. He then went on to provide the same services for Cactus Health Care a DME provider in Arizona. Shortly after starting with Cactus Healthcare, Mr. Angelo was recruited by Osco Home Health Care (a division of OSCO Drug Stores) to help implement a nationwide retail environment for medical products and services. The division was then branded as "Health 'n' Home" who launched the nation's first medical superstore in Glendale, Arizona. The company expanded into California and Nevada over the next several years.

**Catherine Cametti** has managed a staff of six personnel with overall responsibility for day-to-day operations in a physical therapy office. She has worked closely with patients to address any billing issues or questions they had related to charges and insurance coverage.

**Jan Carlos Byl** has nearly twenty years of experience in cultivating and providing cannabis as medicine. Fifteen years ago in Amsterdam, Mr. Byl, in conjunction with Greenhouse Seed Co., cultivated and provided cannabis for medical efficacy trials to both the Universities of Amsterdam and Leiden. The work done during that period directly and indirectly contributed to the creation of the Dutch Medical Cannabis Program and the formation of Bedrocan, The Netherland's sole government approved medical cannabis provider.

Since that time, Mr. Byl has remained very active in the Medical Cannabis world, consulting for operations in Switzerland, Spain, California, Colorado, Arizona and Washington DC. In the past two years, Mr. Byl was responsible for helping design and implement three non-profit Arizona dispensaries as well as designing and implementing the first two licensed medical cannabis cultivation facilities in Washington, DC working closely with the DC Department of Health and DC Board of Pharmacy to refine and improve its regulatory practices.

**Robert Jacob** has executive management experience with two retail medical cannabis brands in California. The first is Peace in Medicine (PIM), of which Mr. Jacob is the founder, Board President, and Executive Director. PIM has \$4.9MM annual sales and a staff of 38 people across two retail locations and two cultivation facilities. In operation for over six years, PIM is proud to offer staff a comprehensive benefits package, including health, dental, vision, short and long-term disability, life insurances and even acupuncture coverage. The second retail brand is SPARC in San Francisco. As Executive Director of SPARC, Mr. Jacob is responsible for managing \$10M in annual revenue and 52 employees who also receive comprehensive health benefits.]

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

[**Stephen Angelo (Executive Director)** – Mr. Angelo has over 15 years' business financial management experience managing up to 75 people and a \$12+ million dollar annual capital expenditure budget. Currently he is the principal owner of Appraisal Host, which is a start-up, high growth software development organization serving the highly regulated real estate appraisal industry. In this role, he has managed a 100%+ growth rate since founding the organization. Prior to Appraisal Host, Mr. Angelo was responsible for building and developing a security compliance and risk management group at NSTAR, the largest Massachusetts-based, investor-owned electric and gas utility. In this capacity, Mr. Angelo was responsible for over \$20 million dollars of capital expenditures over a 10-year period and for the development of capital and expense budgets.

**Catherine Cametti (Dispensary GM)** – Ms. Cametti is a certified Massachusetts appraiser and founder of The Appraisal Hub, LLC, and a nationwide Appraisal Management Company. Ms. Cametti has managed \$2+ million in annual sales at The Appraisal Hub, which represents a 400% increase in revenue since 2009, exceeding conservative forecasts by 200%. She has developed accounts payable systems and procedures to ensure providers are paid within agreed upon timeframes.

**Jan Carlos Byl (Cultivation GM)** – As President and Founder of MedCanna Consulting, Mr. Byl was recruited by Capitol City Cultivation to design build and implement an 11,000 sq. ft. medical marijuana cultivation center in Washington DC with a build-out budget of \$550,000. While simultaneously working on a Holistic Remedies' facility, Mr. Byl shepherded Capital City Care's facility through build-out and licensure becoming the second licensed facility in DC.



As General Manager/Senior Cultivation Manager of Holistic Remedies LLC, Mr. Byl designed, shepherded through licensure, and implemented the first licensed medical marijuana cultivation center in Washington DC. He was responsible for all aspects of the day-to-day design, build-out and implementation of a 15,000 sq. ft. cultivation facility with a build-out budget of \$650,000. He worked directly with the DC DOH and Board Of Pharmacy to develop strict Operating Policies & Procedures, daily security and performance checklists as well as secure opening and closing procedures

As GM, Mr. Byl managed day-to-day operations of a commercial and residential class-A general contractor with 25 employees and projects in excess of \$5 million per year. He was responsible for preparing the winning bids on two state and one federal government project.

As GM of a garage remodeling business, Mr. Byl's responsibilities included day-to-day operations of the company. He implemented and maintained Quickbooks software; oversaw purchase orders, inventory maintenance, A/P and A/R, P&L reports, payroll, taxes, and legal and licensing issues; he was responsible for all ordering and receiving, job scheduling, customer care and quality control; he worked collaboratively to systemize accounting procedures, inventory and equipment controls, sales process, and overall workflow within the company; and he created and implemented regional marketing campaign including print and radio advertising, trade shows, and direct mail.

**Robert Jacob (Director of Business Development)** – Mr. Jacob has executive management experience with two retail medical cannabis brands in California.

Peace in Medicine has \$4.9MM annual sales and has a staff of 38 people across two retail locations and two cultivation facilities. In operation for over six years, Peace in Medicine is proud to offer staff a comprehensive benefits package, including health, dental, vision, short and long-term disability, and life insurances and even acupuncture coverage.

As Executive Director of SPARC, Mr. Jacob is responsible for managing \$10MM in annual revenue and 52 employees, who also receive comprehensive health benefits.

As Vice Mayor of the City of Sebastopol, Mr. Jacob served on the Budget Subcommittee, tasked with developing the approved budget for the 2013-2014 fiscal year. He also serves on the Sister City Committee, the Business Outreach Committee, the League of California Cities, the Mayors' & Councilmembers Association, the Legislative Committee, the Employee Recognition Committee, and the Energy & Sustainable Practices Committee. Mr. Jacob is also a voting delegate with the Association of Bay Area Governments, the City Council Liaison for the Cittaslow Sebastopol Steering Committee, and the alternate representative to the Chamber of Commerce.]

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

**[Stephen Angelo (Executive Director)** – Most notably in his career, Mr. Angelo was responsible for the compliance and risk management budget for NSTAR, the largest Massachusetts-based, investor-owned electric and gas utility. In this role, Mr. Angelo worked closely with both Internal Audit on over 100 different audits over a 10 year period as well as working with the external auditing firm, PWC to participate in the annual financial audit (404/SOX) required by publicly traded companies. Mr. Angelo oversaw the audit action plans from both groups related to not only his department but was the main contact point for the entire IT organization which when he exited NSTAR consisted of approximately 150 employees. Mr. Angelo routinely made adjustments to both capital expenditures and operational budgets as part of the audit plans. In addition, he developed new policies and procedures to address corrective actions required related to operational issues, inefficiencies and segregation of duty issues.

**Catherine Cametti (Dispensary GM)** – As a small business owner for the last 13 years, Ms. Cametti is intimately familiar with what it takes to provide sound financial management practices. With the appraisal industry's dependence on the mortgage industry, and the fluctuations that come with changing of interest rates, Ms. Cametti has maintained a rigorous financial planning model to ensure her businesses can survive with the drastic fluctuation in interest rates. Ms. Cametti routinely reviews all expenses and adjusts staffing levels, costs and expansion plans. In one recent example of this, Ms. Cametti launched a formal review and analysis on her organizations credit card fees and based on this review and changes that were made, she was able to reduce her credit card fees by over 40%, saving her 1,000's of dollars annually. In addition with the rise of interest rates in the second half of 2013, Ms. Cametti has seen her businesses revenue decline by 33%, as a result of this decline Ms. Cametti analyzed her employee coverage levels and costs and was able to reduce her employee costs by 20% to accommodate the loss in revenue.

**Jan Carlos Byl (Cultivation GM)** – Operational review and implementing a corrective action plan is part and parcel to Mr. Byl's work with MedCanna Consulting LLC. As a matter of course the first thing Mr. Byl does when engaging clients with existing operations is perform a thorough operational review. A corrective action plan is then recommended based on this review. The corrective action plan contains several key elements:

- A clearly stated problem or weakness, including the root cause.
- A list of the individuals who will be accountable for the results of the corrective action.
- A simple, measurable solution(s) that address the root cause.
- Assigned individual accountability for each solution.
- Achievable deadlines
- Monitoring of the progress of the plan

Through his career Mr. Byl has been responsible for performing more than a dozen performance reviews and has successfully implemented corrective action plans in each instance.

**Robert Jacob (Director of Business Development)** – In managing Peace in Medicine for its near seven-year existence, Mr. Jacob has helped the organization successfully navigate many diverse challenges, some unique to medical cannabis, some common to most businesses. During its formative year, Mr. Jacob ensured future success through thorough planning, understanding the complex legal landscape around medical cannabis, and ensuring positive relations with the community and local government.

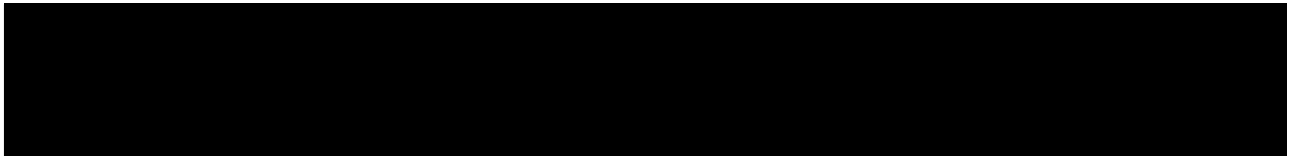
In 2008, Peace in Medicine faced its greatest challenge – increased competition. In its first few years, Peace in Medicine ramped up to over \$4MM annual sales. In 2010, Sonoma County had a rapid increase in dispensaries, increasing from six to thirty, saturating the local market. Revenue dropped sharply - by 25% - and Mr. Jacob made swift and sound decisions to weather the storm. Difficult as it was, Peace in Medicine cut salaries, laid off staff, and streamlined operations. Carrying through new efficiencies and higher quality training materials and program, Peace in Medicine was able to employ less-skilled workers, leading to cost savings to patients and a more flexible and financially healthy organization.

Two years ago, SPARC founders recruited Mr. Jacob to do the same for SPARC. Over the last 18 months, he's worked diligently to reorganize the entire team for greater efficiency. Mr. Jacob also managed development of comprehensive loss prevention and inventory control systems and spearheaded a strategic planning process with the leadership team.

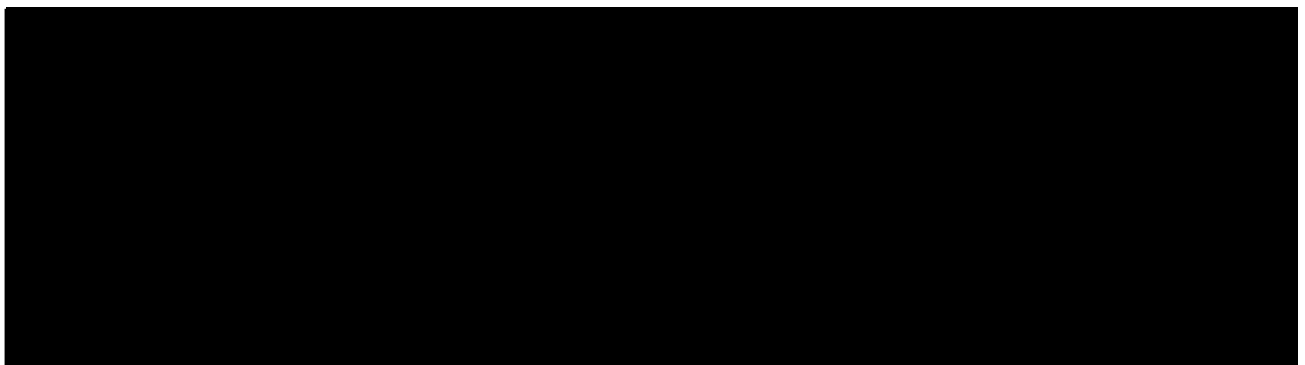
Previous to his work in the medical cannabis industry, Mr. Jacob successfully acquired and revitalized three failing salons and spas and a charter school, which was later recognized for its excellence.]

**3. Applicant's Evidence of Suitability**

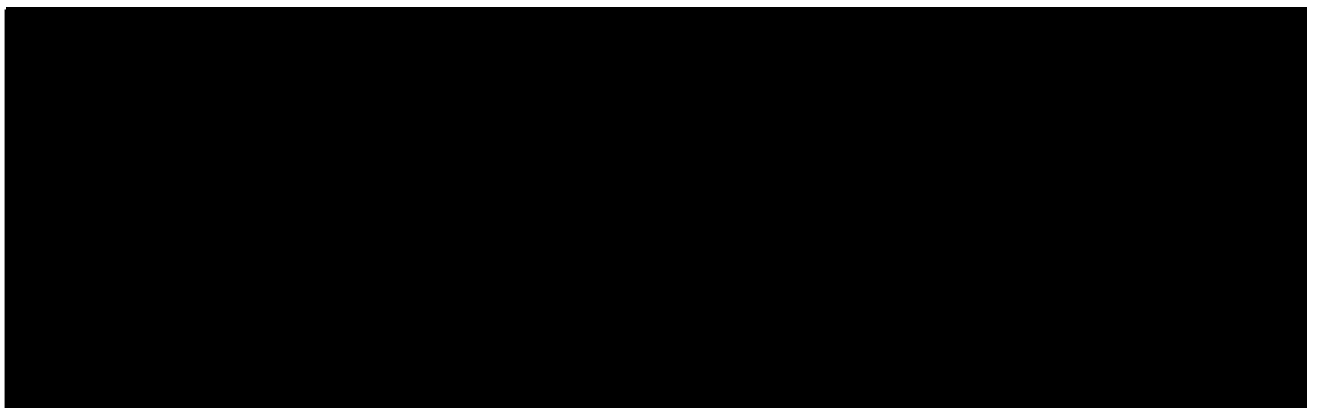
3.1 Indicate whether is/has been in compliance with all laws of the Commonwealth relating to taxes, child support, and workers' compensation with regard to any business in which the individual has been involved. In cases in which an Executive Management Team member is not in compliance with such a law,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

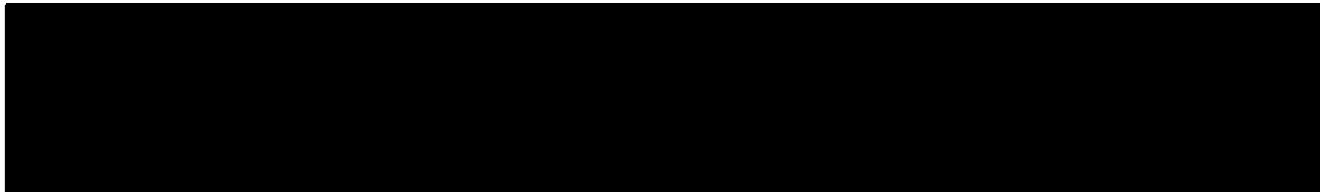


3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but not limited to action against any health care facility or facility for providing marijuana for medical purposes in which those individuals either owned shares of stock or served as executives, and which resulted in conviction, guilty plea, plea of nolo contendere, or admission of sufficient facts. If no history of such criminal action, indicate N/A.

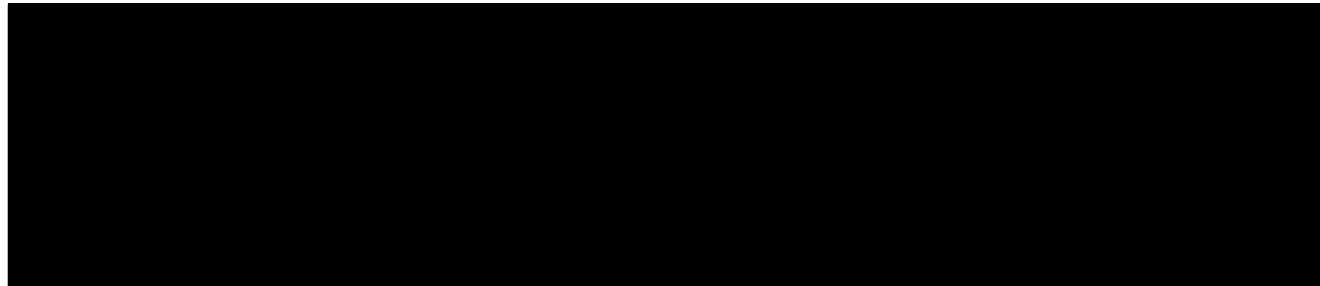


3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but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

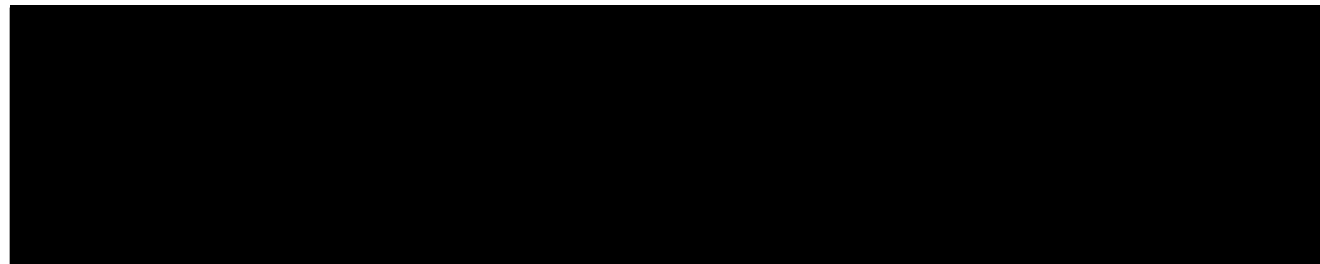




3.4 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, has been the subject of any past discipline, or a pending disciplinary action or unresolved complaint, by the Commonwealth, or a like action or complaint by another state,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



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



#### 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.

[In total, our budget for planning and development is \$171,000, build-out costs is \$100,000, and equipment costs is \$377,829, totaling initial capital expenses of \$648,829.

We have completed the architectural work for the BWC build-to-spec plans by working closely with design-build firm HB, LLC, incurring an expense of approximately \$15,000 as well as approximately \$4,000 for building permits and related expenses (the Town of Franklin does not require a special permit). The site plan for the building has been approved by the Town, and there is a valid permit on file for the construction of the building. As we are not changing any exterior building dimensions; we only need to provide an updated site plan to the Town in order to obtain building permits. We have budgeted \$1,500 for the DPH architectural review fee.

Canna Security has provided an initial assessment of the security overlay at our site, focusing on optimizing the equipment specifications and access control points to the build-out blue print. We incurred an expense of \$500 to have this task performed.

As part of securing this building space, we have agreed to pay the landlord's soft costs, such as legal expenses and broker's listing fees. We anticipate this amount will be approximately \$150,000.

The landlord has agreed to cover tenant improvements for the build-out. The building, located in Franklin, has two levels of 20,000 square feet each. The first floor of the building will be primarily dedicated to the dispensary and processing, with a reception area, education center, conference and meeting room, consulting rooms, vault, inventory room, processing room, commercial kitchen. The second floor will feature offices, break rooms, showers, and grow rooms for cultivation. We have budgeted \$20,000 for aesthetic upgrades such as cabinetwork and \$35,000 for additional electrical capacity that are outside the scope of what the landlord has agreed to cover in tenant improvements.

The cultivation and processing equipment required for phase one of our cultivation facility includes HPS grow lights, dehumidifiers, controllers, fans, vents, watering systems, pots, nutrients, and other supplies to support production in three bloom rooms, one veg room, one nursery, one water room, one cure room, and one trim room. We have budgeted \$178,529 for this initial equipment and supplies as well as \$19,200 for the A/C units.

We have budgeted \$60,000 for furniture and storage, including custom patient counters, custom back-loading shelves, a custom reception desk, office furnishings, and a TL-30 safe (installed). We have also budgeted \$25,000 for computers, iPads, printers, and other related equipment.

Our commercial kitchen will include CO2 extraction equipment and laboratory equipment for internal quality control testing equipment that will be used in addition to third-party testing in compliance with 105 CMR 725.105(C)(2). We expect this kitchen and lab equipment to be \$95,100.]

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.

[We anticipate opening BWC to registered patients no later than October 1, 2014; therefore, our first year operating budget is for the time period beginning October 1, 2014 and ending September 30, 2015.

Working with our operations consulting team at 4Front Advisors, we have projected revenue for BWC using data from other developing markets with similar approved regulatory frameworks for medical cannabis. In Massachusetts, we expect the adoption of the program to be strong, with the number of statewide registered patients growing to approximately 64,294 (0.97% of the population) by the end of our first year of operations (9/30/2015). In order to determine how many of these patients would be likely to access our dispensary, we analyzed distances, traffic patterns, and the potential for other dispensaries in nearby cities, resulting in a defined service area of a 10-mile radius around our location (excluding Rhode Island). Of the 230,162 people within this radius, we expect 2,227 to become patients by the end of our first year. In our projections, we expect that in our first month of serving patients, we will serve approximately 41 patients per day, increasing to 260 patients per day by the last month of our first year.

Using an initial average retail price of \$350 per ounce for flowers, prior to applying discounts from the Compassion Program, an average transaction value of \$75, and average consumption of 0.70 grams per patient per day, we estimate that we will have 57,282 patient visits in our first year of operations, generating \$3,926,563 of net revenue. We expect gross revenue of \$4,211,270, with discounts and free medicine through our Compassion Program totaling \$284,706, or 6.9% of medicine retail sales.

In year one of operations, we expect sales of non-flowers, such as edible marijuana infused products (MIPs), tinctures, and oils, to comprise 10-20% of sales. However, as the patient community becomes educated on the health benefits and availability of alternative methods of administering the medicine, we expect this category of sales to approach up to 50% of sales, as reported by operators in other legal markets who have seen this recent trend emerge over the last few years. We also plan to offer other supplies, such as vaporizers that facilitate the use of marijuana for medical purposes. We anticipate these kinds of items to comprise approximately 1.5% of sales.

We intend to maintain inventory levels of approximately 30 days on hand. If we exceed this level, we will sell excess inventory through the wholesale markets to dispensaries in critical need of medicine, in compliance with 725.105(B)(2)(c). In our financial projections, we assume that a small wholesale market will exist. We expect \$31,111, or 0.8% of net revenue, to be from wholesale sales of medicine in our first year of operations. In our projections, we do not anticipate purchasing medicine on the wholesale market.

Payroll expenses are a significant proportion of our operating budget. Our year one operating budget starts the day BWC opens for business, so payroll expenses include a full year of salaries for both the cultivation and dispensary teams, with new employees added throughout the year to support the increase in patient volume. With the exception of production assistants (used after product is grown), we expect to hire our cultivation team immediately upon receiving approval from DPH. Our dispensary team will be hired closer to the opening of the dispensary, with the managers hired approximately 30 days prior to opening, and the associate-level positions hired a week prior to opening.

Our executive management team (EMT) will provide the strategic oversight and management of our operation. As the operation grows, some team member's roles will become increasingly important for managing the complexities of a larger operation. In order to reduce the cash burn of BWC while the medical marijuana program develops, salaries for the EMT will be minimal in our first year. We are taking a phased approach to cultivation and will be ready to quickly expand as demand increases. As we add additional bloom and vegetation rooms to increase our production capacity, we expect to purchase \$196,026 in cultivation equipment during the first year of operations.

Utilities for our cultivation operation, which we estimate at \$140,602 for our first year, reflect the energy-intensive nature of producing medicine. Other cost of goods sold (COGS) consist of:

- packaging (\$41,184),
- third-party quality testing (\$16,474),
- rent expense allocated to the cultivation square footage (\$420,000), and
- production costs, such as nutrients (\$43,122), that are not shown elsewhere in the budget.

In our first year of operations, we expect to grow medicine at \$1,500 per pound, with this cost decreasing to \$1,275 per pound in our second year as we start leveraging our fixed costs and utilizing economies of scale.

For the dispensary operation, the largest general and administrative expenses include:

- rent (\$60,000),
- professional services (\$40,000),
- security monitoring services (\$27,000),
- sanitation and janitorial (\$29,167),
- utilities (\$27,500),
- transportation (\$25,000), and
- general liability insurance (\$34,320).

We expect advertising and marketing expenses will be roughly 2% of revenue during our first year of operations. In subsequent years, we expect our advertising and marketing expenses to decline as a percentage of revenue as sales grow. Any advertising will comply with the requirements of 725.105(L) and serve to educate the local community on legal access for qualified patients.

In our projections, we have accounted for potential federal income tax payments in accordance with IRS Code Section 280E, and we will be carefully monitoring any potential changes in the IRS's application of this Code Section to medical marijuana dispensaries.]

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.

[The BWC business plan relies on a number of strategic planning assumptions that underlie our overall approach and financial projections. For instance, we assume that the Massachusetts medical marijuana program will be Massachusetts' only state-legal form of marijuana distribution and that the federal stance on medical marijuana will remain unchanged. We also assume that the medical marijuana market in Massachusetts will develop rapidly in its first two years, similar to the growth in registered patients that Colorado experienced in 2009 and 2010.

In order to estimate the patient need and potential use BWC, we have worked with the consulting firm 4Front Advisors to exhaustively analyze the regulatory environment and demographic information within Massachusetts as well as precedents in comparable markets. From these analyses, we project the number of registered patients in Massachusetts to approach 2.0% percent of the population within the

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first five years of dispensaries being operational, with 64,294 (0.97%) patients by the end of year one (FYE 9/30/2015), 92,387 (1.39%) by the end of year two, and 111,651 (1.68%) by the end of year three. We have also worked with 4Front Advisors to define our potential service area from which we can analyze population and demographic information to create our revenue projections. We have defined our likely service area as a 10-mile radius around our location (excluding Rhode Island); we will revisit this assumption once DPH has awarded certificates of registration. With 230,162 people living within this radius, we expect the number of patients using our dispensary to be 2,227 by the end of our first year of operations, 3,200 patients by the end of our second year, and 3,867 by the end of our third year.

In order to determine our revenue projections, we assumed an average transaction value of \$75, average consumption per patient to be 0.70 grams per day, and an average gross price of medicine of \$350 per ounce, prior to applying discounts from our Compassion Program, which we expect to reduce gross retail sales of medicine by approximately 6.9% per year. Our pricing will be intentionally set at or above the midpoint of the scale locally to discourage diversion and because of the higher quality of medicine that we will offer to patients. We conservatively project a 7% annual decline in price for the first four years of operations to account for cost savings from economies of scale that we can pass through to our patients; however, we will actively monitor our pricing to discourage diversion.

Our net revenue projections for the first three years of operations, starting from the first day BWC opens for business, are \$3,926,563, \$7,564,739, and \$8,947,319, respectively. This 93% revenue growth rate from year one to year two reflects our assumption that the medical marijuana program will be welcomed by patients within our service area. In our third year, we expect year-over-year top line growth to be approximately 18%.

We are well prepared to handle this growth with a strong executive management team as well as partnerships with leading industry consultants. We anticipate that our FTE in staffing will grow from an average of 24 during our first year of operations to 41 in our second year and 49 in our third year. A strong foundation in training is important for building a highly effective organization, and therefore, we have adopted an operations reference set to guide virtually every aspect of daily operations for each department. These documents are the most comprehensive set of training and operational procedures in the dispensary industry, developed over the course of four years by Harborside Health Center, CannBe, and 4Front Advisors. Featuring more than 45 distinct documents totaling more than 1,200 pages of detailed information, the operations reference set addresses a wide variety of topics, including purchasing, processing and storage, information technology, dispensing procedures, bookkeeping and banking, security, and emergency procedures.

In addition to our comprehensive approach to onboarding and managing our staff, we have prepared a phased approach to cultivation in order to meet the increase in demand from our growing patient base, maintain a high capacity utilization of our equipment, and optimize cash flow. Our cultivation facility build-out is designed with a modular approach in which cultivation equipment can be added to meet our projected demand.

We are targeting 30 days of inventory on hand, and therefore our projected inventory at the end of our first three fiscal years is 62 pounds, 85 pounds, and 93 pounds. As we grow into our cultivation facility, we project utilization of our existing space to be 34%, 61%, and 75% for the first three years of operations, respectively. We have budgeted for equipment for a phase one build-out, and we plan to purchase additional cultivation equipment to grow with demand. Our financial projections are shown in Exhibit 4.5 using generally accepted accounting principles (GAAP) and therefore do not include these capital expenditures; however, this line item is shown in our first year in Exhibit 4.4.



Our cost of goods sold (COGS) primarily consists of salaries and benefits of our cultivation team, rent expense, nutrients, and utilities. After conducting a bottom-up analysis of our staffing and resource requirements, we expect that our total production costs per pound for the first three years of operations will be \$1,500, \$1,275, and \$1,257, decreasing as we leverage our fixed assets and benefit from economies of scale. We project our cultivation teams' salaries and benefits to be \$542,051, \$1,013,697, and \$1,358,915 in our first three years, respectively, and other production costs to be \$819,074, \$1,069,806, and \$1,199,203. In our projections, COGS is 37% of revenue in our first year and then normalizes to 30% of revenue in years two and three.

We assume that a small wholesale market will exist to serve dispensaries in critical need of supply, in compliance with 725.105(B)(2)(c). We project wholesale sales of medicine to be less than 1% of revenue, and we do not anticipate purchasing medicine on the wholesale market.

Our dispensary-related expenses largely consist of salaries and benefits, which are 19.5% of revenue in our first year of operations, 21.7% in our second year, and 22.4% in our third year. We expect other general and administrative expenses to be 12-14% of revenue each year. The largest expenses within this category are legal and accounting services, rent, security monitoring and services, consulting fees, sanitation and janitorial, utilities, printing and reproduction, insurance, and transportation. Some of these costs, such as sanitation and janitorial, will remain relatively constant as our organization grows; however, other expenses, such as insurance, will grow in line with revenue.

Advertising and marketing expenses will not represent a significant percentage of our revenue (1-3%), as we will largely rely on word of mouth to attract patients and build awareness. Any advertising will comply with the requirements of 725.105(L) and serve to educate the local community on legal access for qualified patients. As an organization focused on patient health and safety, our approach to sales will be consultative and focused on the patient's needs. In our training, we will emphasize product knowledge to ensure that patients are provided with accurate and useful information. We will provide ongoing staff training to ensure that employees are properly prepared to provide excellent service and do so with expediency.

We will be a patient-focused organization whose mission is to help our patients heal and achieve the highest possible quality of life. Therefore, we will partner with local wellness and healing providers for services that will be available off-site through non-BWC affiliated programs.

In addition, as we start generating positive cash flow, we plan to contribute to charitable activities that support the local community or advocate for patient access, with expected expenses in this category of 1.0% of revenue in our first year, 3.0% in our second year, and 3.6% in our third year.

In our financial projections, we have taken a conservative approach in assuming compliance with IRS Code Section 280E. This interpretation of the IRS Code is being actively reconsidered, and we will monitor changes in the IRS's treatment of medical marijuana dispensaries. In our projections, we have assumed that a portion of our gross surplus will be nondeductible, resulting in our reserve for income taxes comprising of 13.3% of net revenue in our first year, and approximately 14.7% of net revenue in years two and three.]

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).

[BWC has met with multiple insurers to discuss options for obtaining and maintaining general and product liability insurance coverage in compliance with 735.105(Q). These insurers have provided letters of intent, which confirm the availability of required coverage via a policy offered to medical marijuana businesses by Lloyd's of London. Specifically, the quoted policies include: general liability insurance 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, with a liability policy deductible of less than \$5,000 per occurrence.

BWC will work with the insurer to meet the strict underwriting criteria concerning loss by theft or diversion. Our analysis indicates that many of these criteria match the Department's security requirements, in some cases exceeding them. For example, insurers require security measures to deter and prevent unauthorized entrance into areas containing marijuana, as well as the use of a highly-rated, permanent safe for its storage. Insurers also offer credits to dispensaries, which test 100% of their product, defined as at least one flower from each crop of each strain being harvested, as certified by an independent testing laboratory. The general and product liability coverage we will obtain, upon being awarded a certificate of registration, will meet or exceed DPH requirements.

BWC will make reports demonstrating our compliance with the requirements of 105 CMR 725.105(Q) available in the form and manner requested 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.

[The physical address for the proposed Beacon Wellness Center dispensary site is 120R Grove Street, Franklin, Massachusetts, 02038.]

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).

[The physical address for the proposed Beacon Wellness Center cultivation site is 120R Grove Street, Franklin, Massachusetts, 02038.]

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).

[The physical address for the proposed Beacon Wellness Center processing site is 120R Grove Street, Franklin, Massachusetts, 02038.]

Evidence of interest attached as exhibit 5.3

- 5.4 Describe efforts to obtain assurances of support or non-opposition from the local municipality(ies) in which the applicant intends to locate a dispensary, cultivation site, and/or processing site and indicate whether the municipality expressed any opposition. If the sites are in different municipalities, provide information related to each community. If available, include a demonstration of support or non-opposition furnished by the local municipality, by attaching one or more of the following:
- A letter from the Chief Administrative Officer, as appropriate, for the desired municipality, indicating support or non-opposition;<sup>1</sup>
  - A letter indicating support or non-opposition by the City Council, Board of Aldermen, or Board of Selectmen for the desired municipality; or
  - A letter indicating support or non-opposition by the Board of Health in the desired municipality.

[BWC has actively engaged the local Franklin community to discuss our intent to establish a combined dispensary and cultivation RMD within the city.

BWC met with several civic leaders over the course of five months regarding our intent to open an RMD. These meetings were helpful to identifying community concerns around our plans, and also to gaining the support of these community partners for our efforts. BWC initially contacted the Town Planner, Beth Dahlstrom, on March 19, 2013 when the draft by-law was created to address RMDs within the town of Franklin. Over the course of the next several months BWC engaged the Town Planner on the status of the by-law in Franklin. Once the bylaw passed, BWC met with the Franklin Technical team in August to discuss our plans for a RMD in Franklin. BWC had a follow-up meeting with Franklin town officials on October 30, 2013. As a result of these meetings, we have obtained letters of support from Jeffrey D. Nutting, Town Administrator/Chief Executive Officer, and Robert Vallee, Town Council Chairman for Franklin.

In addition, BWC has held meetings with Beth Dahlstrom (Town Planner), Bryan Taberner (Director of the Franklin Department of Planning and Community Development), Fire Chief Gary B. McCarraher, Gus Brown (Building Commissioner), Town Attorney Marl Cerel, and Town Engineer Michael Maglio.

When we met with officials from Franklin on October 30, 2013, we were notified that Franklin's position on RMDs was that they would issue letters of non-opposition as opposed to a letter of support provided the location selected was within the approved zone. In fact, in this meeting we were told the letter of non-opposition was already written. However, during this meeting, once BWC explained in detail our plans to bring a RMD to Franklin, the officials indicated they preferred our plan over others and would change their position on this matter to issue us a letter of support, as opposed to a letter of non-opposition.

According to our conversation with Jeffrey Nutting, Town Manager for Franklin, BWC is the only organization that is receiving a letter of support from Franklin. All other organizations, where appropriate have received a letter of non-opposition.

BWC has established a good working relationship with town officials. BWC is confident that the RMD will be a model of community cooperation in Massachusetts.

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

With its patient-focused approach, BWC's Executive Management team has engaged numerous groups including patients, residents and businesses around the Franklin area. BWC specifically participated in multiple patient advocacy meetings held by Matt Allen from Massachusetts Patient Advocacy Alliance in Brockton, Framingham, Taunton, Dedham and Somerville. In addition, BWC has engaged local business owners and residents in Franklin to share with them their plans and to obtain support. To date, BWC has also met with several other patient groups and non-profit patient advocacy groups in Walpole and Chestnut Hill to obtain feedback and input on our dispensary plans.]

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.

[BWC has taken every step to ensure that the proposed RMD location is compliant with local codes, ordinance, zoning, and bylaws, as well as state requirements for the physical address of the proposed RMD dispensing, cultivation, and processing site.

The lot that will house the proposed RMD is located at 120R Grove Street in the city of Franklin and will be a shared RMD, cultivation, and processing facility. The lot housing the 40,000 square foot facility is located in the medical marijuana overlay zone and is more than 500 feet from a school, daycare center, or any facility in which children commonly congregate, as required by state law. In addition, as required by Franklin law, the RMD is not within 200 feet of a residential zoning district, school, library, church, child-care facility, park and playground.

On June 5, 2013 the Franklin Town Council unanimously adopted Zoning Bylaws 13-708, 13-709, 13-710, 13-711, and 13-712; these bylaws will allow "as of right" siting of an RMD for dispensing, cultivation, and processing of medical marijuana in the Medical Marijuana Uses Overlay District. The Town of Franklin does not require medical marijuana facilities located in the overlay district to obtain use permits. Rather, the town requires completion of a site plan in order to obtain the required construction related permits.

BWC has worked exhaustively with local Franklin town officials to gain support for the proposed RMD location. Specifically, BWC has obtained local support letters from Jeffrey D. Nutting, Town Administrator/Chief Executive Officer, and Robert Vallee, Town Council Chairman for Franklin.

In addition, BWC has held meetings with David McKearney, Franklin Board of Health Director, Franklin Chief of police Stephen Semerjian, Beth Dahlstrom, Town Planner, Bryan Taberner Director of the Franklin Department of Planning and Community Development, Franklin Fire Chief Gary McCarraher, Building Commissioner Gus Brown, Town Attorney Mark Cerel, and Town Engineer Michael Maglio.

BWC will ensure that all required permits, licenses, and/or registrations are obtained prior to groundbreaking and will maintain continuous communication with Franklin officials to ensure the BWC facility is in complete compliance with all required laws.]

- 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.

[BWC is committed to becoming part of the community it serves and will work hard to engage the community and maintain a positive relationship.

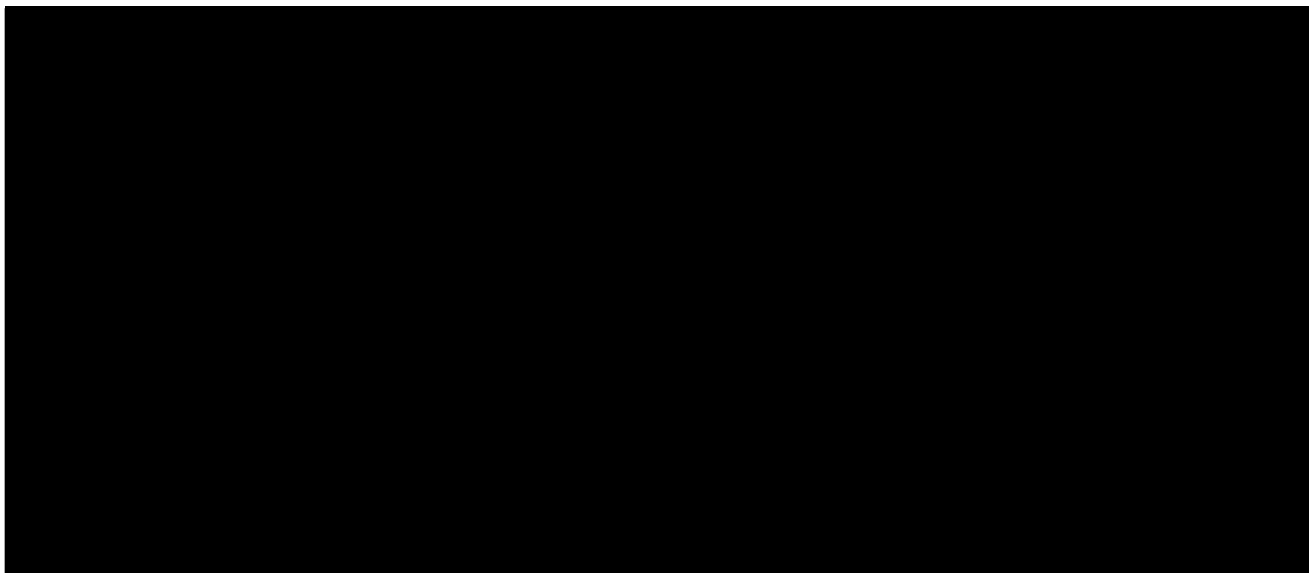
BWC feels strongly about giving back to the community through actions like sponsorship of local health-based events such as road races and charity events, as well as participation in non-paid community and civic events. BWC will look to possibly enter into a host agreement to specifically support a local charity, nonprofit, agency or program of the community's choice. BWC has met with Franklin Town officials on the terms of the host agreement. Town Administrator Jeffrey Nutting has expressed his interest in exploring a host agreement between BWC and the town of Franklin.

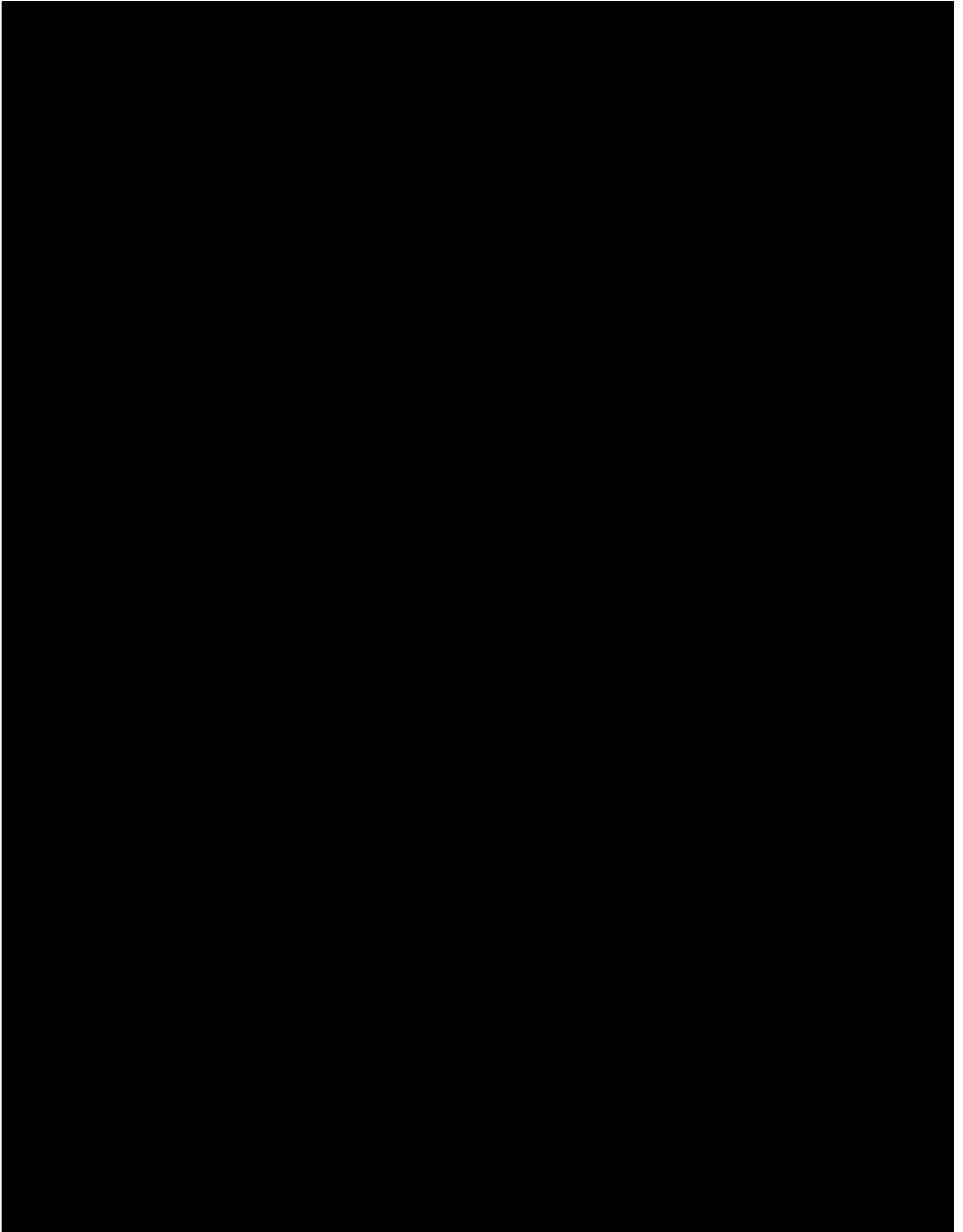
BWC will partner with the Chamber of Commerce in an effort to become part of the local business community. BWC will look for ways to participate in Chamber of Commerce events in the community.

BWC will continue outreach to patients to make sure they have a positive experience at the RMD. BWC will extend its outreach to patient groups and other healthcare programs in the area to ensure awareness of the RMD and its excellent reputation is maintained. BWC will appoint a community liaison to work with local officials and residents and will address any issues of concern immediately.

BWC will also maintain a positive relationship in the community by hiring and training local talent in the Franklin area.]

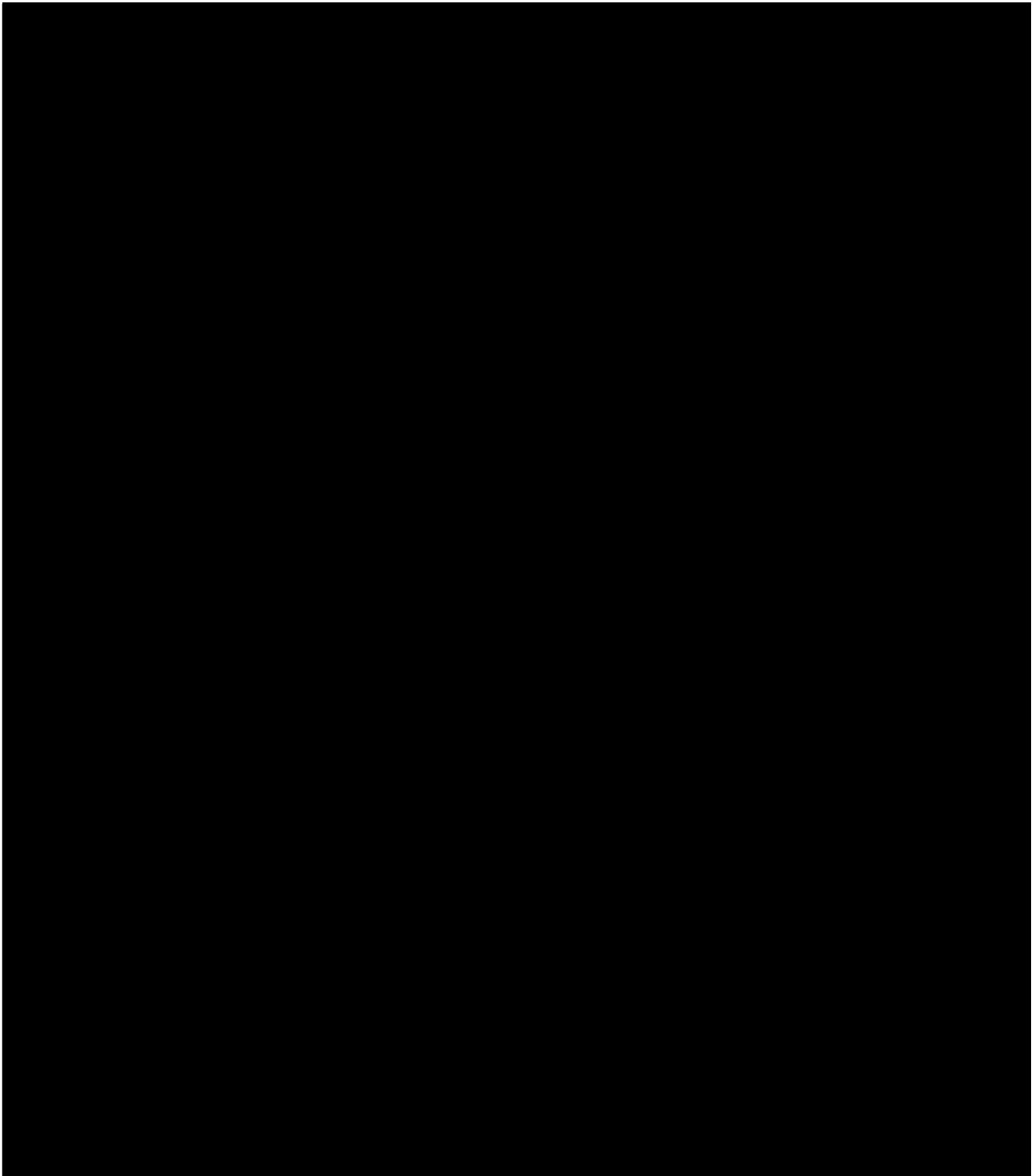
- 5.8 Provide a description of the proposed enclosed, locked facility that would be used for the cultivation and/or processing of marijuana, including steps to ensure that marijuana production is not visible from the street or other public areas. Note that the security plan will be reviewed as a component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

[BWC’s staffing plan is based on best practices within the medical marijuana, health care, and customer service industries. Below is a brief description of each position in our expected org chart, with FTE and reporting.

In addition, DPH has indicated that applications from MA residents, women, minorities, and veterans are preferentially considered. BWC holds those same values as we feel it best meets the needs of our patient population. To this end, our combined BOD and EMT consist of 3 women, 2 individuals of color, 2 veterans, and 100% MA residents, the majority of whom are lifelong residents.

**BOD**– All members of the BOD report to the BOD and have a FTE of 1.

*President* – preside at all meetings of the directors, except as otherwise determined; other duties and powers defined by the directors



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*Treasurer* – chief accounting officer of the corporation in charge of its financial affairs, funds, securities and valuable papers; prepare or oversee all filings required by MA, the IRS, and other federal or state agencies

*Clerk* – record/maintain records of all BOD proceedings, the original AOO and Bylaws, names/addresses of all directors; maintain custody of the seal of the corporation

*Directors* – select, support, evaluate the ED; ensure organization's mission and purpose are carried out; enhance organization's public image; assess its own performance as a board

**EMT** – EMT members report to the Executive Director (ED) and the ED reports directly to the Board. (FTE included in parentheses below).

*ED* (1) - serve as chief executive officer of the corporation subject to the control of the BOD

*Director of Finance* (.5) – manage all financial tasks for organization; financial accounting and reporting; payroll preparation and administration; budget preparation; project management accounting; risk management

*Director of Business Development* (.25) – support dispensary operations with strategic planning and insight based upon prior experience; support the ED and BOD by driving industry best practices through operations

*Dispensary GM* (1) – oversee day-to-day operations of dispensary; supervise managers; ensure proper staffing levels; manage strategies/tasks related to facilities, accounting, sales, marketing, PR; ensure compliance with state/local laws and regulations; manage P&L

*Cultivation GM* (.25) – oversee day-to-day operations of cultivation facility, supervise Cultivation Manager; ensure proper staffing levels; manage strategies and tasks related to facilities, accounting, sales, PR; work with Cultivation Manager to develop projected harvests and ensure proper production amounts; ensure compliance with state/local laws and regulations; manage P&L

**RMD MANAGEMENT** – The RMD consists of 4 core departments: Inventory, Security, Patient Services, and Cultivation (growing, harvesting, curing, MIP production). Department managers (FTE: 1) report directly to the Dispensary GM, except for the Cultivation Manager who reports to the Cultivation GM.

*Cultivation Manager* – the senior cultivation expert at the facility overseeing all aspects of the cultivation process from germination through harvest; oversee cultivation inventory, including bulk storage, packaging and shipments to RMDs; quality control inspections; ensure proper tracking and disposal of unusable medicine based on requirements; processing and packaging of product; execute precise inventory reports

*Inventory Manager* – oversee RMD Inventory department; inventory and cash control; procurement of medicine; storage, labeling, tracking and reporting of all medicine and cash; securely and accurately receive incoming product; enforce quality control standards

*Security Manager* – ensure safety and security of RMD including systems, equipment, protocols, personnel, staff and visitors, audits, and policy management; ensure full compliance with security-related laws and regulations; work with outside security vendors and law enforcement

*Patient Services Manager* – oversee Patient Services department and staff; ensure strict compliance with regulations regarding patient registration, dispensary access, patient education, sales, and so forth; ensure exceptional patient experience and transaction accuracy, tracking, and reporting

*Security Assistant Manager* – act as the Security department MOD when the Security Manager is not on-site

**DISPENSARY ASSOCIATES** – Associate level positions (FTE: 1) in the dispensary report directly to their respective department manager. Inventory is the only department with no associate level positions.

*Security Associate* – work within the RMD Security department team to implement security policies and procedures for the RMD

*Member Services Associate* – greet, verify, and check in patients upon entrance to the dispensary; conduct new patient orientation and education; input data into patient database; assist the Security team in monitoring the dispensary's security status

*Patient Consultant* – provide outstanding patient service by providing medicine, product knowledge, and absolute accuracy in the sales process; ensure medicine is sold only to authorized patients per their DPH ID card, photo ID and DPH web-based system; educate patients about forms of medicine and methods of administering medicine

**CULTIVATION ASSOCIATES** – Cultivation associate level positions report directly to the Cultivation Manager with a FTE of 1.

*Gardener* – hands-on position for day-to-day cultivation; support Cultivation Manager in tasks defined above; track daily treatments of nutrients, pesticides and herbicide

*Production Assistant (PA)* – work as a trimmer after harvest; work in concentrates production; work as kitchen assistant, producing baked goods and other edibles infused with medical marijuana]

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.

[BWC has developed a comprehensive staffing plan based on best practices within the medical marijuana, health care, and customer service industries. With the aid of HR and legal counsel, we have developed customized tools and processes, including detailed interviewing/hiring checklists and new-hire paperwork checklists, to ensure effective interviewing, screening, hiring, HR file management, and orientation training.

BWC will apply for a dispensary agent registration for any and all board members, directors, employees, executives, managers, and volunteers. We will designate the Patient Services Manager, GM, or HR Manager as responsible for preparing all dispensary agent applications and managing that process.

The dispensary agent application process requires submitting a CORI report for that individual to DPH, obtained within 30 calendar days prior to submission. Those CORI reports can be retrieved via the iCORI system, an online criminal history request service through DCJIS, by the individual within the organization who set up the iCORI account. BWC's Board President, Catherine Cametti, is the individual who registered with DCJIS on behalf of BWC as an organization user of iCORI and activated

the account. We have included the DCJIS account details page showing an “Active” status as proof of account activation.

At any point when a CORI report is needed for a dispensary agent candidate, the GM will first gather all of the requisite information needed. She will pull reports and proceed with completing and submitting the dispensary agent application with the CORI report included. The GM will be extremely well-versed in all relevant regulations as defined in 105 CMR 725.000, particularly 105 CMR 725.030.

For each position, we’re looking for candidates with health-related educational/professional backgrounds, spotless criminal records, experience in restricted access retail venues (dispensary) or manufacturing facilities (cultivation), interest in and aptitude for cultivation, agriculture education/professional backgrounds, and/or interest and aptitude for the healing arts.

BWC’s job descriptions provide a detailed list of qualifications as well as required and preferred skills and experience for every position within the organization. Some requirements apply to all potential dispensary agents in the organization (Board of Directors, EMT, Dispensary, Cultivation, etc.). They are:

- All dispensary agents are required to be at least 21 years old;
- No dispensary agent can have been convicted of a felony drug offense in the Commonwealth, another state, the United States or a military, territorial, or Indian tribal authority; and,
- All candidates must qualify for a dispensary agent registry ID card issued by the MA DPH.

The above qualifications are included in every position’s job description. In addition, here is a sampling of the qualifications and experience required for the various positions in the organization.

*Dispensary & Cultivation Management positions:*

- Bachelor’s degree in Business or related experience
- 5-10 years experience in management positions; 5+ in customer service
- 2+ years experience performing similar skill set inside or outside the MMJ industry
- Advanced math/computer skills
- GM ONLY: 3 year min P & L responsibility
- SECURITY ONLY: 3-5+ years prior supervisory experience in security, law enforcement or related field; formal training in non-violent communication
- Cultivation Manager (in addition to above): 5 years minimum in horticulture field with greenhouse or indoor cultivation experience; experience in cloning and seed germination; experience in varietal research of any plant nature; experience in writing plant related white papers.

*Dispensary Associate positions:*

- 1+ year prior experience in retail sales or similar environment
- Excellent communication and customer service skills
- Knowledge of medical marijuana strains and applications
- High School grad/GED
- Basic computer operating skills and math skills
- Prefer prior experience working within the medical marijuana industry and/or experience working with medical patients

*Cultivation Associate positions:*

- Able to work with minimal supervision
- High School grad/GED
- PRODUCTION ASSISTANTS: 2+ years experience marijuana processing; able to work with minimal supervision; ability to lift 40+ pounds regularly; ability to work in confined space; manual dexterity with ability to perform repeated actions for extended periods
- GARDENER ONLY: Able to follow instructions; understand pesticide-warning labels and mix and apply them in accordance with legal standards in a safe manner; ability to prune plants effectively; understand principals of horticulture basics

*Executive Management Team*

Current members of the EMT have been carefully selected based on their knowledge, skills, level of education, and professional experience in specific areas of the business as well as a proven track record for success in their respective field.

*Board of Directors*

Board members must have a willingness to prepare for and attend Board meetings, ask questions, take responsibility given assignments, and contribute personal and financial resources in a generous way.

We believe board members should meet one or more of the following qualifications:

- A commitment of at least 6 month's time
- Access to significant capital
- Legal expertise in criminal, corporate, tax, real estate, or land use law
- Medical expertise
- Expertise in the medical marijuana industry
- Significant connections to the local business and/or political community
- Expertise in nonprofit management or development
- Substantial experience in retail business
- Commitment to the corporation's mission

In forming our current Board, in addition to the qualifications above, we also have considered the personality traits and characteristics of Board members. We have looked for candidates with the ability to listen, analyze, think clearly and creatively, and work well with people individually and in a group.]

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.

[BWC has a highly developed and documented set of best practices and policies to ensure employees have clarity as to what is expected of them and what they can expect from us. We believe it is important to set clear expectations to ensure consistency and compliance and to minimize employee frustration that

can result from misunderstandings.

**Written Policies:** Critical company information can be found in a detailed Employee Handbook (EHB), which helps guide employee behavior and their relationships with the dispensary and identifies applicable local, state, and federal laws. Every employee will receive an EHB (available for review during the provisional inspection process).

BWC's written policies as set forth in the EHB will include but not be limited to, our policy of being an alcohol, smoke, and drug-free workplace, our policy for immediate dismissal for dispensary agents who divert marijuana or engage in unsafe practices, our policy for reporting the above infractions to law enforcement and/or DPH, the Family Medical Leave Act, *COBRA*, EEO, Non-Discrimination, Anti-Harassment, *Employee Retirement Income Security Act (ERISA)*, disabilities, maintenance of personnel files, privacy, e-mail policy, 105 CMR 725.000, holidays, business and working hours, sick time, personal time, overtime, employment categories, performance reviews, disciplinary procedures, bonuses, veteran preferences, military leave of absences, bereavement leave, jury duty, CORJ checks, HIPPA, patient confidentiality, all personnel policies, and compliance hotline [G.L. c. § 52C].

Sensitive policies and information, such as specific pay rates, will be securely maintained by the GM.

**Size of Workforce:** Due to the fact that BWC is being created, it is unclear at this time what the exact composition of its workforce will be. Accordingly, the following information assumes a workforce of 50 or more employees in order to address all applicable state and federal laws and regulations. This assumption was made so that provisions for compliance with all applicable employment laws and regulations are considered.

**Wages:** At the RMD unit level, management employees (GMs and department heads) will range from \$50k-90k/year on average per FTE for the first year, with the general average being \$55-\$65k/year. Assistant managers will range from \$40k-50k/year per FTE (\$20 to 25 per hour) and associate level employees will range from \$15-20/hour, and/or \$30k-40k/year per FTE, exclusive of overtime and holiday pay.

EMT members are taking reduced or deferred compensation in the first year as a key step to getting to cash flow positive as quickly as possible. EMT salaries will typically be \$50-\$90k per FTE in the first year and in some cases less. In the second and third year (more normalized), the range will be \$75k-180k/year per FTE (some EMT members are 25% or 50% FTE).

**Benefits:** All employees will receive medical coverage through a health plan provider in the state of Massachusetts. BWC will also provide dental through a dental insurance provider within the state of Massachusetts. After the second year of operations, BWC will put in place a retirement program consisting of a 401(k) savings plan available to all regular employees who have completed six months of employment [29 U.S.C. § 1001].

BWC will maintain worker's compensation insurance for all employees.

**Training:** Training programs will be administrated both on-site and off-site and through the HR department when applicable, or the GM if when no internal HR department exists. All employees will be required to complete orientation training including but not limited to sexual harassment, discrimination, disabilities, drug/alcohol abuse, company security policies, safety policies, employment rights and laws, Massachusetts Small Necessity Act, workplace violence, client/patient confidentiality, and HIPPA.

BWC will also have extensive operations and compliance training specific to 105 CMR 725.000 including but not limited to department operating procedures; patient confidentiality; inventory control; dispensing of marijuana to qualified patients; prohibition from acquiring marijuana from third parties for resale; prohibitions against free samples; proper handling of orders; proper maintenance of premises; prohibition from consumption on premises; security processes and procedures; and incident reporting.

**Advancement:** The organization will be structured relatively flat, with promotional opportunities within each department. Participation in training will be critical for any promotions and pay increases. Performance evaluations, conducted bi-annually on an employee's anniversary date, will also play a key role in determining promotions and adjustments in compensation.

**Postings:** BWC will comply with both Massachusetts and Federal requirements for workplace postings in accordance with M.G.L.c. 151 § 16; M.G.L.c. 151B § 7; M.G.L.c. 149 § 105D; M.G.L.c. 151B § 3Ac; M.G.L.c. 151A § 62A; M.G.L.c. 152 § 22; M.G.L.c. 111F § 22; M.G.L.c. 111F § 11; M.G.L.c. 270 § 22; FMLA section 109 (29 U.S.C. § 2619); *Fair Labor Standards Act (FLSA)*; *OSH Act* of 1970; Equal Employment Opportunity Act; and *Employee Polygraph Protection Act (EPPA)*.

**Investigations:** BWC has developed policies and procedures to investigate any complaints or concerns identified or raised internally or externally, ensuring compliance with 105 CMR 725.000.]

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.

[Qualified dispensary agent candidates are hired on a three-month probationary status. During this period, they will participate in a rigorous training process, and be evaluated for suitability in a restricted-access medical environment.

BWC has a comprehensive training curriculum that instructs department managers how to train staff members, and ensure comprehension and performance levels by using a Final Performance Test for each employee. The Final Performance Tests are comprised of demonstrable and measurable skills and knowledge required to perform basic job functions as identified in job descriptions. All employees will be required to pass a Final Performance Test before being moved out of their probationary employment period.

The overall training curriculum is comprised of Leader's Guides, which provide scripts for teaching all of the policies and procedures contained in the Operations Manuals and Trainee Workbooks that serve as a resource for each new hire during his or her training period. The training tools reference our Operations Manuals and operational supplements so that all employees are consistently and properly trained. These training references to official operational content reinforce employees' understanding that all policies and procedures are found in the Operations Manuals and operational supplements should they ever have questions.

The training curriculum also provides Quizzes and Daily Recaps to ensure the retention of detailed learning and performance objectives throughout the training process. All training is documented and filed in each employee's human resource file securely located in the GM's office.

All employees go through Orientation Training, Safety Training, and Medical Training, irrespective of department. Upon completion of those modules, employees then complete their respective departmental training programs that cover all of the policies, procedures, knowledge, and skills required to operate effectively and in full compliance within the respective departments.

BWC's Orientation training module will generally be conducted by the GM. The following is covered in Orientation:

- Welcoming of the new hire

- Completion of paperwork and administrative tasks such as assigning POS logins, email addresses, etc.
- Review of the Patient Handbook
- Review of the Employee Handbook, detailed instruction, and quiz
- Review of the Safety Handbook
- Legal training, including all state and federal laws relating to marijuana and medical marijuana, legal obligations of licensed marijuana dispensaries, rules and regulations of the dispensary, sexual harassment (no tolerance), effective interaction with law enforcement personnel, and the rights and responsibilities of medical marijuana patients
- Tour of the dispensary facilities and introductions to fellow staff
- Injury & Illness Prevention Program

Safety training immediately follows Orientation Training and will be conducted by a member of the Security management team. In addition to its focus on safety, safety training will include acceptable currency identification and counterfeit detection, warning signs of possible diversion to the illegal market, lock and alarm procedures, perimeter and entrance control, robbery response techniques, conflict resolution techniques, and diversion detection techniques.

Ideally Medical Training will be conducted by a physician or guest from the medical profession. The Patient Services Manager may also conduct this training. Medical Training may be conducted at any point in the employee's initial training period so long as it is completed before the employee's Final Performance Test. Medical Training topics will include:

- Privacy policy and procedures to ensure maintenance of patient confidentiality and proper handling of individual medical data in compliance with HIPAA\*\*
- Rights of and sensitivity toward disabled individuals
- How to identify and interact with a patient having a medical emergency
- Medical Marijuana Risks & Benefits Training
- How to provide support to patients and caregivers related to the assessment of symptoms
- Cannabis Use Patterns & the Detection of Dependence
- How to effectively refuse medical marijuana to patients who appear impaired or abusing MMJ

\*\*Only authorized dispensary agents who have been trained on BWC's privacy and recordkeeping policy and procedures will have access to patient records.

For a complete list of specific departmental training topics, a copy of each department's Leader's Guide will be available for the provisional inspection process.

In addition to associate level training, all management level employees including members of the Executive Management Team are required to successfully complete a week-long, 8-hour a day, intensive management training course conducted by industry experts 4Front Advisors and other seasoned professionals with expertise in areas of management (HR, legal, financial, medical, etc.).

The Patient Services Manager will be constantly monitoring and evaluating the content and quality of patient educational tools as well as the skill level of employees in educating patients and recognizing patterns of substance abuse. Additionally, the Patient Services Manager will conduct at a minimum an annual evaluation of all patient education materials and tools as well as conducting at a minimum annual employee training sessions.

At a minimum staff will receive 8 hours of ongoing training each year, but generally much more.]

## 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.

[BWC has spent a considerable amount of time developing operational processes and policies and procedures prior to the Phase II application submission date. With this in mind, the startup timeline presented in exhibit 7.1 begins in July 2013 and details all steps taken by BWC pre-application.

BWC intends to work with 4Front Advisors for industry consulting throughout the application, build-out and inspection processes. 4Front will provide comprehensive resources including pre-screened vendors (e.g., general contractors, IT, merchant services, etc.), property analysis tools, architectural plan guidelines, and other documents that will assist in the development of a full startup timeline.

During the pre-application development period, BWC has worked with experienced architects and designers to design a facility that will best serve patients in the surrounding area. In addition, corresponding security floor and site plans have been developed with the assistance of our qualified security consultant to illustrate the facility's security system features.

In preparation for the Phase II application, BWC has worked exhaustively with the industry consultant to create a customized operating plan that applies industry best practices and includes: staffing structure and corresponding job descriptions; employee handbook; HR training programs and support materials; and a full policies and procedures manual that details the mechanisms used to control cash handling and movement of medicine through the facility. In addition to the materials previously mentioned, comprehensive department-specific operating manuals and position-based operating checklists have been created. The comprehensive suite of operational materials along with the professionally designed architectural plans have been used to create a detailed procurement guide that will be used during build-out to ensure that each department is adequately stocked with necessary equipment, devices, materials, etc.

The above work, representing critical business development components completed over the course of four months, has been completed well in advance of both the application submission deadline and the need for such documentation during the provisional inspection. Completion of these tasks in advance ensures that BWC is able to become operational in an expedited manner, ultimately meeting the needs of our patients by ensuring a timely opening.

As indicated in the timeline, build-out of the facility will commence once a provisional certificate of registration has been received. At that time, the industry consultant will provide further operational resources including assistance with budget development, project plan customization, and HR support. During the time between the Phase II application and the provisional award, BWC's Executive Management Team will solicit bids from general contractors and sub-contractors in order to select the most qualified and cost-effective options. Once the general contractor, sub-contractors, and security and IT contractors are selected, a construction plan is created and the project plan is refined. All contracts are contingent on BWC being awarded a provisional certificate of registration.

These items are considered of high importance and must be completed in order to proceed to construction. BWC will submit the required architectural plans for Department review prior to any



construction. Construction will not begin until the required plans have been approved by the Department and any required building or special use permits have been obtained.

During construction, the Executive Management Team will use the construction timeline and customized project plan as a guide for the hiring process, specifically, at the appropriate time, the hiring of the department managers who will later lead the hiring process for their respective departments. All department managers will be required to complete an intensive management-training program designed by our industry consultant prior to hiring any assistant and/or associates candidates. The training includes a week of classroom sessions and requires independent study, onsite training, review of case studies and role-playing sessions.

Department managers will be responsible for adjusting the department-specific procurement guide and ensuring all outstanding items are procured. Department managers will also provide a thorough review of all pre-existing operations materials to ensure they are prepared for associate level staff, and the Executive Director will sign-off on the patient education materials.

During construction, a general operating account will be used for banking. In the final weeks before opening, the finance and accounting department will set up additional bank accounts and establish a full chart of accounts with the aid of an industry-experienced nonprofit accountant. In addition, all remaining security and IT hardware will be installed and activated, the Patient Services Manager will work in coordination with the Director of Finance to establish merchant services, and the security monitoring will go live. In addition, the Executive Management Team will establish any services (e.g., gas, electricity, phone and internet, water/sewage, waste disposal) not already set-up.

Shortly before beginning operations, the General Manager will begin service contracts with third-party providers (e.g., linen service, cleaning service, pest control service), conduct a final review of all required postings, and order all non-medical inventory items.

Once training has been completed, the Department has conducted the Provisional Inspection, and the approval to operate has been granted, BWC will commence operations.]

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.

[BWC has developed a year-one operating plan that focuses on a number of key areas that support the organization's overall mission. Key industry metrics will be used to inform business practice improvements as they relate to patients, process, organization and technology.

Before the grand opening all managers and staff will have completed formal classroom training and onsite training, and role play exercises. Onsite trainings and role plays will provide all departments the opportunity to work together in a low-stress atmosphere and serve as a final systems check. This process will serve as the first major business check-in point where the Executive Management Team will review available information and assess staff performance and systems.

The grand opening will be announced when the facility is ready and staff is fully prepared. Once open, BWC's management will review the patient database, POS system, and other available information on a regular and on-going basis. In addition to regular reporting and any ad-hoc analyses, key business

check-in points will include: daily deep dives for the first seven days of operations, weekly deep dives for the first month, monthly management roundtables, in-depth quarterly reviews, and an annual audit.

Daily deep dives for the first seven days of operations will include all managers, including department managers and the Executive Management Team. Each department manager will report on specific metrics for their department, share successes, present challenges, and discuss potential solutions.

For the first month, weekly deep dives will include the same people as the daily deep dives done opening week and will use the same format. With a bit more perspective and the ability to do week-over-week analysis, more fine-tuning can be done. As trends emerge, staffing levels can be adjusted if necessary, and inventory levels can be tied to actual (versus forecasted) demand.

Monthly management roundtables will include all department managers and the General Manager (GM). Each department manager will have prepared a detailed report for the GM and will share relevant information with the rest of the group during the meeting. The GM will then meet with the full Executive Management Team to provide an overview and discuss additional financial reports that will have been prepared by the Director of Finance. The financial reports will include an Income Statement, Balance Sheet, Statement of Cash Flow, and other reports to include common financial indicators. The team will review cultivation reports from the Cultivation Department and third-party test results for all medicine produced. The team will review customer service surveys evaluating The team will review customer service surveys to evaluate patient experiences and satisfaction with operating hours, selection and quality of medicine, the sign-up and check-in processes, as well as education and support that is made available. The Executive Management Team will also evaluate escalation rates and resolution periods for reported incidents.

BWC believes that in order to provide proper care to the patients, employees must be happy. In addition to having an employee suggestion box and receiving regular feedback passed through the management channels, BWC will have an Employee Happiness Factor that will be measured twice a year in employee surveys.

BWC will also undertake an annual audit. The audit will be a week long process and involve all managers, the Executive Management Team, interviews from staff, patient feedback, and BWC's industry consultants, 4Front Advisors.

These key business check-in points will help the Executive Management Team evaluate the organization's performance, including how our staff, processes, and technology are working together to serve the patients and contribute to a sustainable and compliant organization.]

- 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.

[The cultivation team members of BWC have a combined nearly 75 years of Cannabis cultivation and processing experience spanning all methods and environments. Several of BWC's team members are widely regarded as industry leading pioneers in cultivation methodology and Cannabis genetics. BWC's team members include the founder of a medical cannabis consulting company responsible for the implementation of the first two licensed cultivation facilities in the Washington DC market, one of the founders of the Flying Dutchman Seed Co. (Amsterdam), the founder and driving force behind T.H.Seeds® (Amsterdam) and an award winning extracts specialist.

Mr. Byl went to University in the Eastern Townships of Quebec and worked with a group that would become one of the first licensed Hemp cultivators in Canada in 1998. He has since worked in The Netherlands, Switzerland, Spain, Colorado, Arizona and Washington DC. Mr. Byl specializes in environmentally conscious large-scale indoor cultivation operations. While living in Amsterdam from 1997-2005, Mr. Byl designed and implemented cultivation facilities for Greenhouse Amsterdam, working directly with Arjan Roskam, known as the King of Cannabis. During his tenure at the Greenhouse Mr. Byl was able to learn from some of the most respected and revered names in Cannabis and Seed production including Neville Schoenmakers, Shantibaba, Soma, Tony Sagarmatha and Adam Dunn to name a few. He is the founder and Managing Member of MedCanna Consulting LLC and specializes in design, build out, and implementation of commercial cultivation facilities in areas permitting regulated medical cannabis programs. Recently, Mr. Byl designed, shepherded through licensing and implemented the first two legal cultivation facilities in the strictly regulated Washington DC market. He also helped design and supervised the build-out of three dispensaries in Arizona.

Sjoerd Broeks has more than two decades of experience in the cultivation of Cannabis and is a partner and lead horticultural consultant with MedCanna Consulting LLC. Mr. Broeks was the lead horticulturalist at Cannabis College for five years, as well as running all the seed production, genetic library management and strain development for the Flying Dutchmen Seed Company. Whilst in Amsterdam Mr. Broeks built, implemented, and consulted on dozens of indoor grow facilities and green house projects. During this period Mr. Broeks was also responsible for supplying high quality product to a number of Amsterdam's Coffeeshops. Mr. Broeks has served as the lead for each stage of growth, including large-scale clone production, nursery management, field crops, post-harvest processing, particle separation and packing and storage. He runs two legal CA cooperatives, supplying medicine to over a hundred patients, as well as consulting for fifty clients to ensure disease free, high quality medicine for their patients. With an emphasis on strong genetics, integrated pest management and effective organic pest control Mr. Broeks has earned a strong reputation within his community.

In 1993 Adam Dunn became a driving force in Amsterdam for Cannabis education and a meeting spot for cultivators and researchers of the plant. Mr. Dunn is a partner and lead genetics consultant with MedCanna Consulting LLC. Mr. Dunn is also a founding partner of HempWorks CV (Netherlands), parent to T.H.Seeds®, (Cannabis genetics), as well as HempWorks International Ltd. (Hong Kong), parent to HoodLamb®, an organic hemp clothing line manufactured in China. T.H.Seeds®, became the outlet for all the knowledge Mr. Dunn had collected over years and under his direction T.H.Seeds® would go on to develop widely respected strains such as Bubblegum, S.A.G.E.®, Heavy Duty Fruity®, and Chocolate Chunk among many others. T.H.Seeds® genetic accolades are too numerous to list and T.H.Seeds® Genetics are a staple amongst seed banks and stores the world over. After more than two decades in Amsterdam Mr. Dunn and his wife CiCi relocated to the U.S. in 2011 and since then he has advised and consulted for numerous political and commercial groups, providing services ranging from genetic consulting to full-scale design and implementation of facilities for flower, seed and extract production.

Jason Pinsky is the lead concentrates consultant with MedCanna Consulting LLC. Mr. Pinsky has been working with cannabis extraction technology for the better part of the past two decades, starting with cold-water extraction techniques in the late 90's. In more recent years, Pinsky has been working with various super critical fluid solvents for botanical extractions. Mr. Pinsky's experience ranges from open-ended extraction systems to closed loop extractors, which recirculate chemical solvents for maximum safety during processing. He only uses medical grade solvents for extractions. Mr. Pinsky has considerable experience with purging chemical solvents used in the production of medical cannabis

extract. Utilizing laboratory grade vacuum drying and finishing technologies allows the extracted oil to be heated to a liquid form. Any residual gasses left in the sample can be vacuumed out, causing any residual solvents to dissipate from the extract leaving you with a clean healthy product. Mr. Pinsky believes in standardized lab testing for all stages of extract production, not only to ascertain the cannabinoid potency profile for the sample, but most importantly, the parts per million of any residual solvent that might be left in the product.<sup>1</sup>

- 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.

[BWC has partnered with MedCanna Consulting to develop a detailed plan with strict policies and procedures for its cultivation operations. BWC's plan incorporates genetic selection of strains (chemovars) with established and tested cannabinoid profiles. Their advanced bio-organic cultivation techniques include strict environmental controls, software tracking of all products from seed to sale, organic pest control methods, in-house and 3<sup>rd</sup> party testing for molds and contaminants as well as advanced curing and packaging methods.

Using specific chemovars that exhibit known medicinal values and cultivating them within their preferred environment a very high level of consistency and purity can be attained. Incorporated pruning and screening techniques help with even hormone distribution throughout the plant and all undergrowth is removed at different stages to allow for an even Cannabinoid profile throughout each plant.

Each crop will be tested first in-house and ultimately by a third party lab prior to any product being released for sale. Crops will be tested for molds (ultraviolet light and high powers microscope inspection) residual insecticides, fungicides (both through chromatographic analysis), and Cannabinoid profiles (THC/THC-A/THC-V/CBN/CBD/CBD-A) using HPLC (High Performance Liquid Chromatography) to third party standards. By utilizing known safeguards and following a well-practiced Integrated Pest Management system there will be no chance of any contaminated product reaching the patient.

Any plant genetics entering the facility will be kept under quarantine for a period of six days, during which a three-part sterilization procedure will take place. A weekly fumigation of vegetative plants with Ozonated or electrolyzed water will ensure an environment free of unwanted pathogens. Daily monitoring of plants and traps will allow for the immediate implementation of measured responses should safe operating parameters be exceeded.

Keeping the climate in the grow space and the root zone at optimal levels, coupled with regular inoculation with beneficial organisms will ensure that pathogens cannot take hold and proliferate. Sterilization of rooms during changeover will be carried out as a standard. Sterilization of the drying and curing section will be performed before the product enters, and after the product leaves the chamber. A gas flush with CO<sub>2</sub> or Nitrogen gas of the drying room with the product inside will ensure sterility of the finished product. All finished product is to be stored under vacuum with Nitrogen gas.

If needed, a number of organic products will be incorporated, including: organically based pyrethrums, neem oils, mineral oil or alcohol based products and biologically active products such as BT and Spinosad. We incorporate three different types of organically based enzymes throughout the growth process, coupled with a flushing period toward the end of the bloom cycle. Ballast levels will be

measured from run off and lab tests of the grow medium. This allows on the spot decisions about nutrient dosing. Plant tissue analysis will also be used in determining nutrient levels and allow us to ensure that there are no extra ballast materials in the end product.

The use of the BioTrackTHC software system will aid us in maintaining strict controls within the cultivation facility. BioTrackTHC provides the ability to “tag” or barcode each plant and track the treatment and environmental conditions throughout the growth stages and the sale. This barcoding and tracking system will allow any product to be tracked back to a production lot and in the unlikely event of contamination or unacceptable test results the entire lot can easily be identified and disposed of in a legal and safe manner.]

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.

[BWC has developed a detailed plan for the disposal of excess or damaged plants or products. We intend to maintain inventory levels of approximately 30 days; if we exceed this level, we will sell excess inventory through the wholesale market to other RMDs. In compliance with MA law, BWC will only provide wholesale sales to another RMD when a documented emergency situation occurs such as loss of crop, vandalism, or theft, or other circumstance as approved by the Department.

In addition, BWC intends to offer proprietary strains that provide optimal benefits for particular ailments. It is likely that patients using another RMD may find these strains particularly effective and may formally request that offering at their local RMD. BWC will provide excess crop of requested product on a wholesale basis if the acquiring RMD provides documented evidence that a qualifying patient’s need cannot otherwise be met by their facility. BWC will ensure that the distribution to all other RMDs does not exceed, cumulatively, 30% of the RMD’s total annual inventory.

Additionally, BWC will accept, at no charge, unused excess or contaminated marijuana from a registered qualifying patient or personal caregiver, and destroy it as provided in 105 CMR 725.105(J). We will maintain a written record of such disposal, which will include the name of the supplying registered qualifying patient or personal caregiver.

All waste, including waste containing in whole or part finished marijuana and MIPs, will be stored, secured, and managed as required by applicable state and local statutes, ordinances and regulations.



Damaged plants will be disposed of in the same manner as solid waste. A detailed log will be maintained of all damaged and/or unusable product scheduled for destruction and will include the date, type and quantity disposed of, the manner of disposal, and the name and signature of the dispensary agent authorized to conduct the destruction.

As required by MA law, solid waste will be disposed of in the following ways:

- Through incineration in a commercial or municipal waste combustor in Massachusetts holding a valid permit issued by the Department of Environmental Protection (DEP), witnessed and documented by no fewer than two dispensary agents.

- Disposal 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, witnessed and documented by no fewer than two dispensary agents.
- Grinding and incorporating the medical marijuana waste with solid wastes such that the resulting mixture renders the medical marijuana waste unusable. Once such medical marijuana waste has been rendered unusable, it will be either disposed of in a solid waste management facility that holds a valid permit issued by the DEP or by the appropriate state agency in the state in which the facility is located or, if the material mixed with the medical marijuana waste is organic material as defined in 310 CMR 16.02, the mixture will be composted at an operation that is in compliance with the requirements of 310 CMR 16.00.

Any liquid waste resulting from the MIP production process will be disposed of in compliance with requirements for discharge into surface water, groundwater and sewers, or disposed of in an industrial wastewater holding tank in accordance with 314 CMR 18.00.

When marijuana or MIPs are disposed of, BWC will create and maintain a written record of the date, the type and quantity disposed of, the manner of disposal, and the name and signature of persons present during disposal. Disposal records will kept for at least two years.]

- 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.

[BWC's MIP plan includes extracts and concentrates for multiple end uses. The goal is to provide consistent and safe extracts for both the producer and the consumer.

We plan on utilizing traditional sieved extraction methods, both dry and water-assisted, as well as safe and environmentally friendly CO2 supercritical fluid extraction (SFE). Sifted extracts involve mechanical separation of the trichomes from the plant material. The trichomes contain the essential oils and cannabinoids of the plant. Once separated from the raw botanical material, the trichomes can then be used for vaporization and further processing into infused products and edibles. Ultimately, these extracts will be used to produce safe and desirable products, including hashish, oils, ointments, tinctures, sublingual sprays, medicated gelpcaps, and food products of consistent dose and cannabinoid profile.

BWC will ensure that all processing of the leaves and flowers of the female marijuana plant will take place in a safe and sanitary manner. The leaves and flowers used for processing will be well cured, free of seeds, stems, dirt, sand, debris, and other foreign matter. In order to ensure sanitary conditions and prevent contamination, we intend to construct multiple MIP processing areas, specifically a commercial kitchen and extraction room featuring equipment for CO2 extraction. The food processing area will be constructed with FRP (fiber reinforced plastic) wainscoting on walls to create an area designed to maintain a clean environment. In addition, we will utilize food-grade, stainless steel tables to prepare and handle medicine. Food processing areas will meet or exceed all requirements for commercial kitchens.

All product packaging will take place in the limited-access packaging and labeling room. Access will be limited to dispensary agents whose duties are directly related to packaging and labeling. The security system will track and log each time a dispensary agent enters and exits the packaging and labeling room, allowing for further access control and monitoring. In addition, the packaging and labeling room will be equipped with video cameras directed at all areas where marijuana is processed, prepared, stored, and

handled. Cameras will be angled to allow for the capture of clear and certain identification of any person entering or exiting the room.

All products, including cannabis-infused baked goods, capsules, tinctures and topical treatments, will be prepared in a processing facility that complies with the Good Manufacturing Practices for Food and food handlers, as well as the Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements as described below.

In accordance with Good Manufacturing Practices for Food, the source of water used in the MIP production areas will be from an approved source meeting the quality standards set forth by the Department of Environmental Protection. Additionally, we will only use food products from approved and known sources, and will maintain product temperature sufficient to house such products.

BWC will provide sufficient space for the placement and storage of equipment and materials for the maintenance of sanitary operations. A commercial refrigeration and freezer unit will be used as necessary to store MIP products. All equipment, utensils and food contact surfaces involved in the MIP processing operation will be cleaned and sanitized effectively and on a consistent basis.

BWC is committed to maintaining a sanitary environment. We will implement policies and procedures designed to prevent contamination of RMD areas, particularly those housing MIP production, from sewage or liquid waste. Any liquid waste resulting from the MIP production process will be disposed of in compliance with requirements for discharge into surface water, groundwater and sewers, or disposed of in an industrial wastewater holding tank in accordance with 314 CMR 18.00. Toxic items will be properly labeled, stored and used by approved staff.

BWC will provide toilets and hand-washing facilities that are properly installed and designed, accessible, and convenient. Hand-washing facilities will be furnished with running water at a suitable temperature. They will be located in MIP production areas and anywhere good sanitary practices require employees to wash and/or sanitize their hands. They will provide effective hand-cleaning and sanitizing preparations and suitable sanitary drying devices.

BWC will contract with a pest management firm to regularly and diligently ensure that insects, rodents, or other animals will not be present on the premises.

BWC will store and transport all MIPs under conditions that will protect them against physical, chemical and microbial contamination, as well as against deterioration of MIPs or their containers. All MIPs will be stored in airtight, vacuum-sealed containers, and nitrogen-packed to protect against contamination or deterioration. In addition, We will install HEPA air filters throughout the facility to reduce microorganisms in the air.

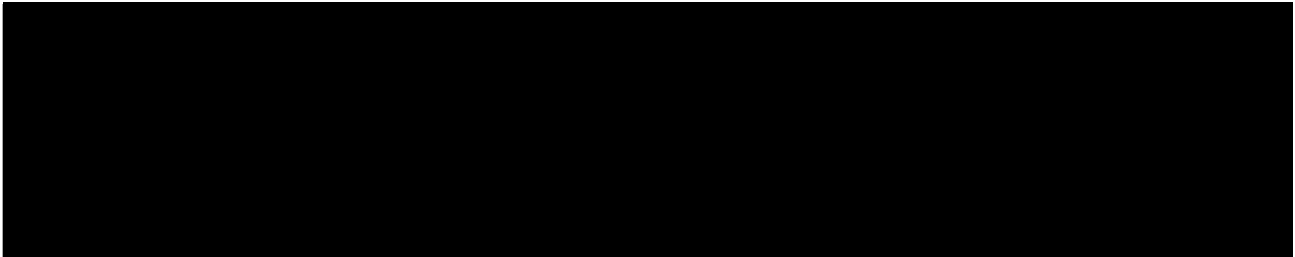
BWC will identify all perishable and semi-perishable MIPs by a "sell by date" or a "best if used by date," accompanied by disclosure of recommended product storage conditions, if such conditions significantly affect the validity of such a date.

BWC will identify all frozen and refrigerated MIPs by a "sell by date" or a "best if used by date," accompanied by disclosure of recommended product storage conditions, if such conditions significantly affect the validity of such a date. Frozen and refrigerated MIPs destined for direct consumer use will be securely packaged, under sanitary conditions, in a plain, opaque, tamper-proof and childproof container with labels indicating the contents and medicinal dosage without depictions of the product, cartoons, or images other than the RMD's logo. Edible MIPs will not bear resemblance to any product available for consumption as a commercially available candy.]

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.

[BWC has developed detailed Inventory policies and procedures based on best practices in the retail and medical marijuana industries.

Bulk packaged, inventoried medical marijuana flowers and preparations, will be stored in a vault within the Inventory department equipped with adequate lighting, ventilation, and temperature and humidity controls. The considerable space is necessary to safeguard large amounts of processed medicine.



### *Seed-to-Sale Tracking*

For inventory management, among other things, BWC plans to utilize BioTrackTHC. BioTrack is a fully integrated Point of Sale (POS), Inventory Control, Growhouse Tracking, and Patient Management system and is one of the only complete seed-to-sale systems available on the market today. This software has been specifically designed to serve registered medical marijuana dispensaries.

From an inventory control perspective, BioTrack supports ordering, receiving, storing, sales, adjustments, labeling, disposal of unusable medicine, and audits. BioTrack fully supports the recording and tracking of the daily beginning inventory, daily ending inventory, acquisitions, harvests, sales, disbursements, and disposal of unusable marijuana. Records are retained indefinitely. It is a true seed-to-sale POS solution.

Robust inventory reports in the POS system show current inventory levels. Each product has a unique transaction history that shows every sale and addition/removal from inventory, as well as a date/time stamp and the user ID of the dispensary agent who executed the transaction. Customizable entries designate reasons for inventory adjustments. Only users with Administrator access levels are able to view inventory reports. Sales and inventory reports can be generated and customized based on a wide variety of data fields. All purchase transactions are tied to individual patient records.

On the cultivation side, with BioTrack, every plant is given a barcode. This barcode allows us to track every strain in our facility. Every grow room also has a barcode and is also associated with growth phase, so the system knows which rooms are for Vegetation, which are for Flowering, etc. If plants are ever moved from one room to another without documentation, you can do a plant room audit by scanning the plants in each room, and it will tell you what you still have in each room and what used to be in that room. You can quickly reconcile at that point.

This system enables a complete employee chain of custody tracking for inventory, from seed to sale, allowing management to see which employees have handled the product every step of the way.

The Inventory Manager will conduct and document an audit of the dispensary's inventory, using generally accepted accounting principles, at least once every 30 calendar days. At a minimum, per regulations, documentation will include the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory. (Our inventory counts will reflect a great deal more information.)



Should any material reduction in the amount of medical marijuana in the dispensary's inventory occur, BWC will determine where the loss has occurred and take and document corrective action. All losses and/or disappearances must be reported to the Security Manager to determine whether an Incident Report is required.

In addition to a Monthly Inventory Count, the IM conducts a Vault Count once a week. The Vault Count is a physical count of all inventory contained in the vault and helps maintain stricter controls and resolve potential problems more quickly.

BWC's staff will also perform a physical inventory count of all medicine on the inventory shelf reconciled by the IM with the Inventory Shelf Report. The Inventory Shelf Report is a custom POS report that takes the stocked amount – total amount moved from location A (the vault) to location B (the inventory shelf at the service counter) – and subtracts sales. (The Inventory Shelf Report does not include medicine in the vault, as that will be physically counted once a week and compared to the Inventory Vault Report.)

***Preventing Diversion***

BWC will prevent diversion in the following ways:

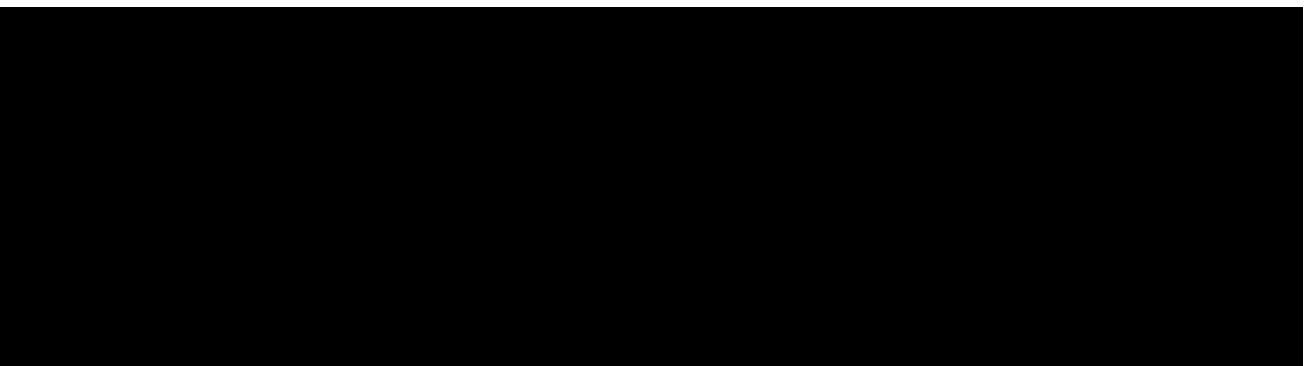
Set Appropriate Pricing. When prices are set too far below the midpoint of current scale, dispensaries may unintentionally open the door to “black market” purchases. Through its responsible pricing practices, BWC will support state law by discouraging diversion.

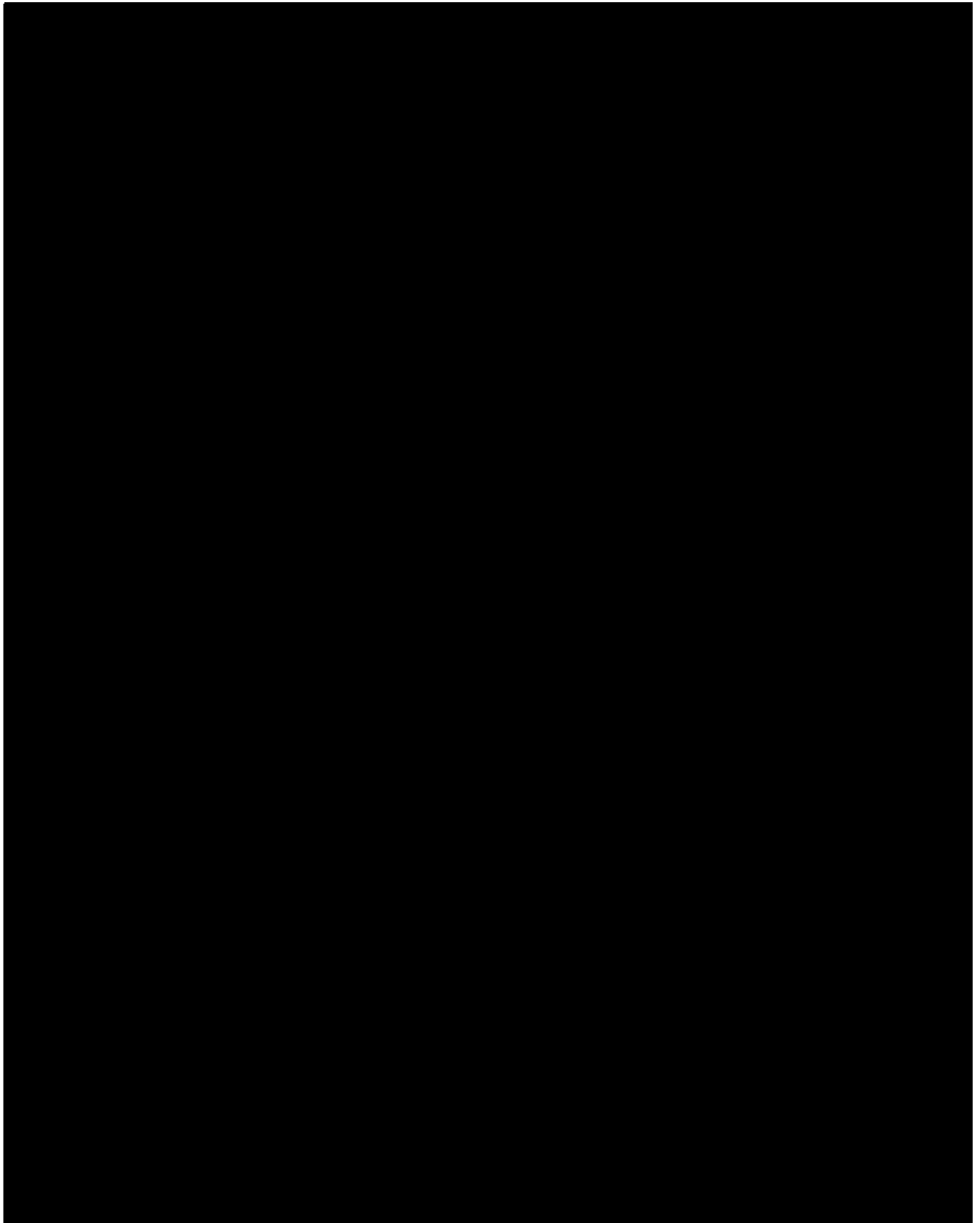
Security Department – Through identifying, installing, and maintaining the right equipment, protocols, and personnel, diversion can be prevented.


Allow Access Only to Qualified Patients– Through the use of a sophisticated integrated patient database and POS system and proper training, BWC will ensure that every dispensary agent enforces the requirements for dispensary access and patient purchases. Only qualified, valid patients and caregivers will be permitted to purchase medicine at our dispensary. In addition, every staff member completes training on diversion detection/prevention techniques as part of new employee orientation.

Strict Inventory Controls & Analysis – Real time reporting about the state of our inventory through a seed-to-sale POS system, combined with oversight and analysis can help resolve issues before they become problems.]

- 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.

[BWC will serve the Franklin community and surrounding areas. Having surveyed the area to identify the makeup of our potential patient population we defined our service area as a 10-mile radius around our proposed location, excluding Rhode Island. We used US Census data, local market research data, and public health data to establish the patient base needs. We also have compared these findings to market statistics available from Arizona's Medical Marijuana Act Monthly Reports as well as Colorado's Medical Marijuana Registry, providing insight into the potential patient demographic composition within Massachusetts.

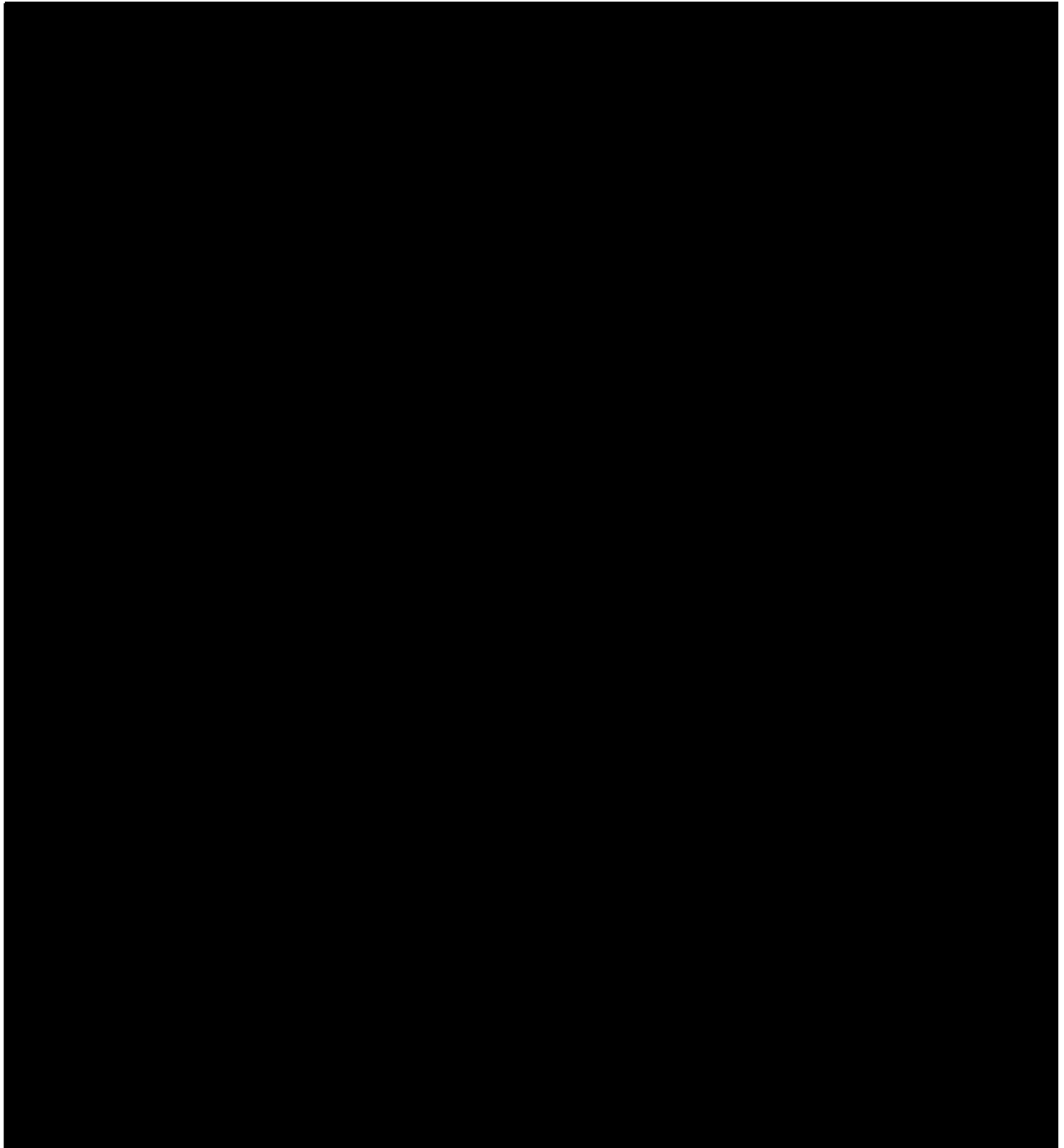
We think the number of registered patients in Massachusetts will reach approximately 2% of the population, or 130,000 patients, within the first five years of operations. These patients will likely be coping with a variety of conditions for which they seek the help of our dispensary, including cancer (2.6% of patient population), chronic pain (83.5% of patient population), and multiple related conditions (22.1% of patient population). To best serve these patients, we intend to ensure a selection of strains with high CBD-content overseen by extremely knowledgeable patient associates who can help educate each patient in choosing the right medicine for him or her. We plan to ensure our mix of patient services reflects the diversity of health conditions we expect to find in our patient population, ensuring access to a wide range of health information and functional alliances with local advocacy and health groups that specialize in the treatment and management of these conditions.

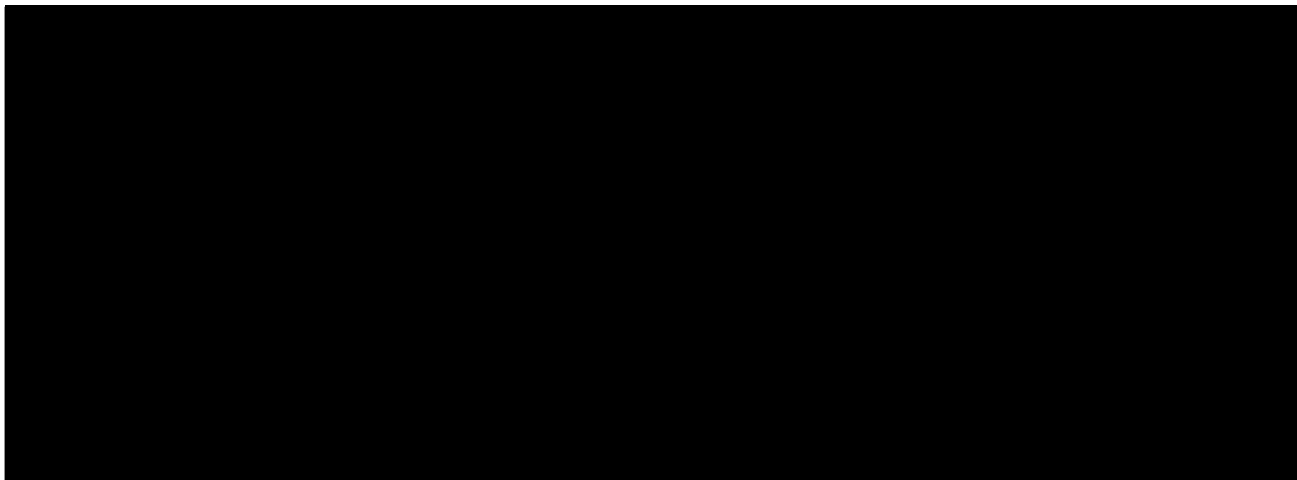
Demographic analysis suggests most of our patients will be male (70% male) and on average 40 years of age. We expect our patients will come from diverse backgrounds; US Census data suggest that within our defined service area of 230,162 people, 92.3% of the population are Caucasian, 1.8% are African American, 3.5% are Hispanic, 2.8% are Asian, and 1.5% are other races. The diversity of our patient population will be reflected in our staff. We will enlist the assistance of culturally-competent medical professionals with expertise in delivering health and wellness services to diverse populations, as cultural beliefs and health philosophies play a large role in determining how best to address patients' chronic conditions and diseases.

The diversity of this population also suggests a need for multi-lingual services. For example, 9.4% of Franklin residents speak a language other than English at home, and 2.9% of residents speak English less than very well. Languages spoken include Spanish, Indo-European languages, and Asian and Pacific Islander languages. Aside from hiring staff with bilingual language competency, we have made preparations to have non-English patient education materials.

Finally, we expect the economic composition of our patient population will be largely middle-class. The average household income in our community is \$110,791. Therefore, we expect a small proportion of our patient population to require services due to financial hardships. Our Compassion Program, described elsewhere in this application, will help to address these concerns.]

- 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.

[BWC will implement recordkeeping policies and procedures, including the tracking of patient records, purchases, denials of sale, any delivery options, confidentiality and retention. In addition, BWC will implement recordkeeping policies and procedures to ensure that records are maintained as required in any section of 725.000. Specifically, BWC will maintain the following records:

- Operating procedures including security measures, employee security policies, storage of marijuana, recordkeeping and inventory protocols, plans for staffing and quality control, emergency procedures, drug-free workplace policies, patient education description, pricing standards and procedures, production and distribution policies and procedures, as required by 725.105(A)
- Inventory records as required by 725.105(G)
- Seed-to-sale tracking records for all marijuana and MIPs as required in 725.105(G)(5)
- Personnel records that include job descriptions, a personnel record for each dispensary agent that includes a copy of the dispensary agent application submitted to DPH, performance evaluations, documentation of all required training and verification of reference, a staffing plan, personnel policies and procedures, and all CORI reports obtained in accordance with 725.030(C)
- Business records including assets and liabilities, monetary transactions, books of account, sales records, and salary and wage information
- Waste disposal records as required by 725.105(J)(5)

BWC will utilize BioTrack – an encrypted, secure electronic patient database that is strictly controlled and continually backed up to store required patient records.

A patient record will be established and maintained for each qualifying patient who obtains marijuana from the dispensary. All entries made to the qualifying patient record will be dated (date and time) and signed (electronically) by the authorized dispensary agent making the entry and will include the dispensary agent registry identification number. An entry within the patient record will be made to reflect each purchase, denial of sale, and educational materials provided.

Since the DPH Electronic Dispensing & Registration System will not be configured to interface with existing POS systems, BWC will manually access and consult with the DPH web-based system hosted by the Commonwealth within the Virtual Gateway. Information that must be verified and/or updated to the system, including transaction information, will be done so manually during the patient check-in and/or sales process.

All systems accessed by dispensary agents will be password protected. In addition, each authorized dispensary agent will be assigned a unique code that will be used as their electronic signature. A record will be kept of all logins and records created or edited during that login time. Any paper documents that require retention will be stored in a locked cabinet with access limited to the Patient Services Manager and General Manager. Any hard-copy information not stored will be shredded and disposed of in a secure receptacle.]

- 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.

[Our patients suffer from a wide range of conditions that can often inhibit a patient's ability to earn income and afford medicine to manage his/her health. At the same time, we believe strongly in an individual's right to personal health empowerment through access and knowledge. In this spirit, BWC plans to provide free and reduced cost marijuana on a sliding scale to patients with verified documented financial hardship.

Individuals will be made aware of BWC's Compassion Program during registration as a dispensary patient. To be considered for the program, patients must be residents of Norfolk County or an adjacent county and must complete a Compassion Program Registration Form. This form will document the extent to which a patient is experiencing financial hardship as well as medicinal preferences and needs. All patients applying to the Compassion Program must provide copies of documentation of received benefits and/or the two most recent paystubs for each member of the household earning income.

Specifically, the Registration Form will be used to determine patient eligibility using standards established by the Department of Public Health. A patient must either be a recipient of MassHealth or Supplemental Security Income, or have a gross annual household income of less than 300% of the federal poverty level, adjusted for family size.

Our Patient Services Manager will then conduct a mandatory one-on-one consultation with the patient to determine the extent to which reduced cost medicine will be made available to him or her.

The following guidelines will be used to make this determination: (A) Is the patient a recipient of MassHealth? If yes, 1 point. (B) Is the patient a recipient of Supplemental Security Income? If yes, 1 point. (C) Is the patient's annual gross household income less than 150% of the federal poverty level for the current year? If yes, 2 points. (D) Is the patient's annual gross household income between 151% and 300% of the federal poverty level for the current year? If yes, 1 point. Any single patient is eligible for up to four (4) points.

BWC has established the following sliding fee scale based on patients' eligibility for discounted medicine: 4 points / patient responsible for 50% of cost for medicine beyond free 1.0 gram of marijuana flowers or the equivalent in non-smoked medicine products every week; 3 points / patient responsible for 70% of cost for medicine beyond free 1.0 gram of marijuana flowers or the equivalent in non-smoked medicine products every week; 2 points / patient responsible for 80% of cost; 1 point / patient responsible for 90% of cost. After analyzing the demographics of the population within our service area, we anticipate that 40% of our patients will qualify for reduced cost marijuana and 9% will be eligible for a free weekly gram of medicine.

Providing free and reduced cost medicine to patients with financial hardship is core to our mission. However, we also know that offering medicine at below market rates can create an incentive for diversion. To mitigate this risk, we have limited the amount of free medicine per patient and will establish weekly limits on the volume of medicine that can be obtained at a discount, with special consideration given during the consultation for the patient's medication schedule and preferred method of consumption. In addition, to prevent patients from traveling across the state to get around their consultation limits, we have limited the counties from which patients can qualify for the Compassion Program.

Once the terms of the patient's participation in the Compassion Program are established, the patient will be required to adhere to the terms of our Patient Handbook. Membership in the Compassion Program must be renewed every three months and will require a review of eligibility standards and completion of an updated Compassion Program Registration Form.]

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.

[BWC will ensure the availability of an adequate supply of up-to-date educational materials. These materials will be available in languages accessible to all patients we serve, as well as for the visually- and hearing-impaired. These materials will be made available for inspection by DPH upon request.

Each patient and caregiver who registers for membership at BWC will receive his or her own copy of our Patient Handbook. The contents of the Handbook will be reviewed in detail with every patient during the patient orientation and registration process. The Patient Handbook contains a wide variety of topics to educate patients about BWC, including:

- Rules and regulations to abide by from state and local laws;
- Research studies on health effects;
- A warning 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 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 and routes of administration;
- Tools for tracking the strains used by patients and their caregivers and their associated effects;

- Information describing the impact of potency and its role in determining proper dosages and titrations for different routes of administration;
- A discussion of tolerance, dependence, and withdrawal;
- 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 from which they purchased the product, for disposal; and
- Any other information required by DPH.

BWC staff members are committed to providing patients accurate information on the health effects of medicinal marijuana. All staff members will complete medicinal marijuana risk and benefit training, conducted through the use of a PowerPoint presentation entitled, "Marijuana: Benefits and Risks."

The PowerPoint presentation is used with permission and was compiled by Amanda Reiman, M.S.W., PhD. Dr. Reiman conducted the first-ever research study to examine how medical marijuana dispensaries operate as community health service providers. She earned her master's degree in social work from the University of Illinois, Chicago, in 2002, and her PhD in social welfare from the University of California, Berkeley, in 2006. Dr. Reiman is currently a Policy Manager at the Drug Policy Alliance and previously served as the director of research for Berkeley Patients Group, a lecturer in the School of Social Welfare at UC Berkeley, and the chairwoman of the Medical Cannabis Commission for the City of Berkeley. She is also a core instructor for the "Putting Patients First Training" provided by Americans for Safe Access.

BWC's Director of Business Development will monitor medicinal marijuana research to ensure that BWC provides its patients with the most accurate information related to the health effects of medicinal marijuana, and that the content contained in the Patient Handbook is accurate and up-to-date.

BWC will also provide educational materials from Americans for Safe Access (ASA). ASA has compiled a number of educational booklets covering a range of medicinal conditions and the efficacy of medicinal marijuana in treating these conditions.

These booklets are concise summaries for the administration of and current research regarding the application of medicinal marijuana in treating the associated condition. They contain clinical as well as anecdotal evidence on the efficacy of medicinal marijuana treatments and include citations of relevant research materials for further reading. These booklets will be available to all patients free of charge.

Booklets will be available for these specific conditions:

- Gastrointestinal Disorders and Medicinal Marijuana
- Chronic Pain and Medicinal Marijuana
- Multiple Sclerosis and Medicinal Marijuana
- Cancer and Medicinal Marijuana
- Arthritis and Medicinal Marijuana
- Movement Disorders and Medicinal Marijuana
- Aging and Medicinal Marijuana
- HIV/AIDS and Medicinal Marijuana



BWC has also dedicated conference room and meeting space contained within the dispensary that will be used to hold patient educational seminars and instructions. BWC plans to allow this meeting space to be used by local patient advocacy groups to hold their meetings.]

- 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.

[BWC's brand identity will convey our commitment to professionalism and the health and wellness of our patients. Our branding will differentiate us from less mainstream dispensaries that align more with the drug counterculture. In this spirit, our logo does not use medical symbols, images of marijuana, related paraphernalia and colloquial references to cannabis and marijuana. Instead, our design features inviting colors and imagery associated with a welcoming and safe approach to serving patients.

We will apply these same principles to designing our external signage. We will display conservative signage, only illuminated for a period of 30 minutes before sundown until closing, that identifies our RMD as a health and education center and demonstrates compliance with all local and state signage requirements. In addition, advertisements for marijuana, brand names, and/or graphics related to marijuana or paraphernalia will not be displayed on the facility's exterior.

For our broader advertising approach, we expect to spend approximately 2-3% of gross monthly revenue on advertising and marketing costs in our first year of operations. Advertising will be primarily educational and focus on the legality, safety, and availability of medical marijuana. We will employ a marketing firm and will use printed materials and flyers, external signage, advertising practices, and outreach and promotional materials as recommended by the firm.

BWC will ensure that all advertising materials produced by us do not include any statement, design, representation, picture, or illustration that encourages or represents the use of marijuana for any purpose other than to treat a debilitating medical condition or related symptoms, including the recreational use of marijuana or portraying use by anyone under 18 years of age. In addition, any statement design, representation, picture, or illustration related to safety or efficacy of marijuana will only be provided if supported by substantial evidence or substantial clinical data with reasonable scientific rigor. The price of marijuana will not be advertised to the general public; registered patients will be able to access this information using a secure login feature on our website.

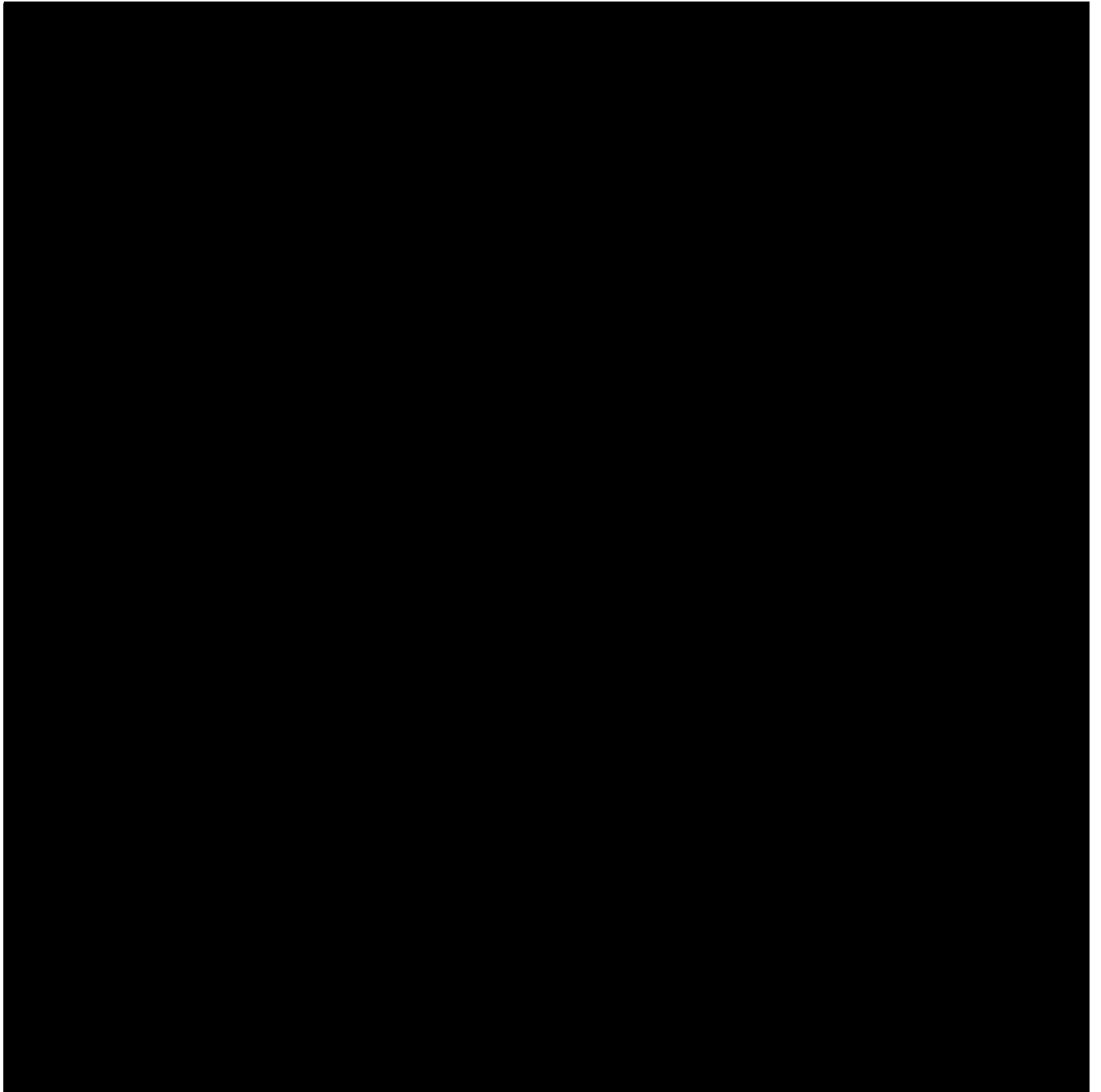
BWC will engage our patient population to evangelize on the dispensary's behalf. We will develop a formal referral program that encourages current patients to bring a friend or pass on information to a friend. This is particularly important, given that "friend" is the most common answer reported on new patient intake forms when patients are asked to indicate how they heard about a dispensary.

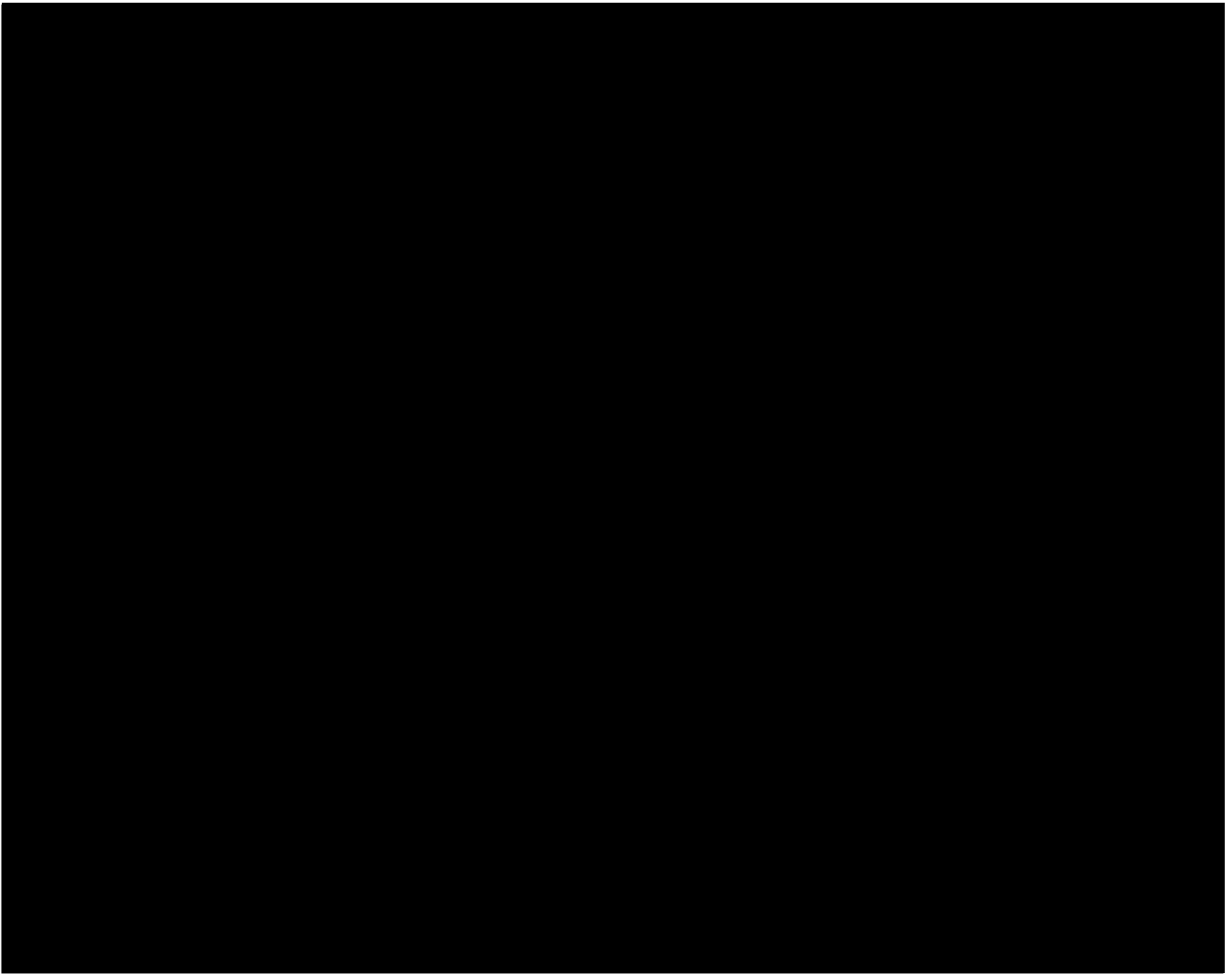
We will focus on increasing membership and patient loyalty by marketing to our patient base using permission-based, low-key marketing. Messaging will include on-site promotional materials, such as signs, flyers, newsletters and bulletins, as well as occasional e-mailed communications to patients who specifically opt-in. All printed materials will closely mirror our brand, which promotes health and healing, and comply with all marketing and advertising regulations.

For our outreach approach, we will aggressively leverage social media websites and online search engine optimization to build brand awareness and brand loyalty beyond existing patients. This outreach will drive potential patients to our website, which will be used to more fully educate prospective patients about medical marijuana, the conditions it can help treat and the next steps for participating in the program.

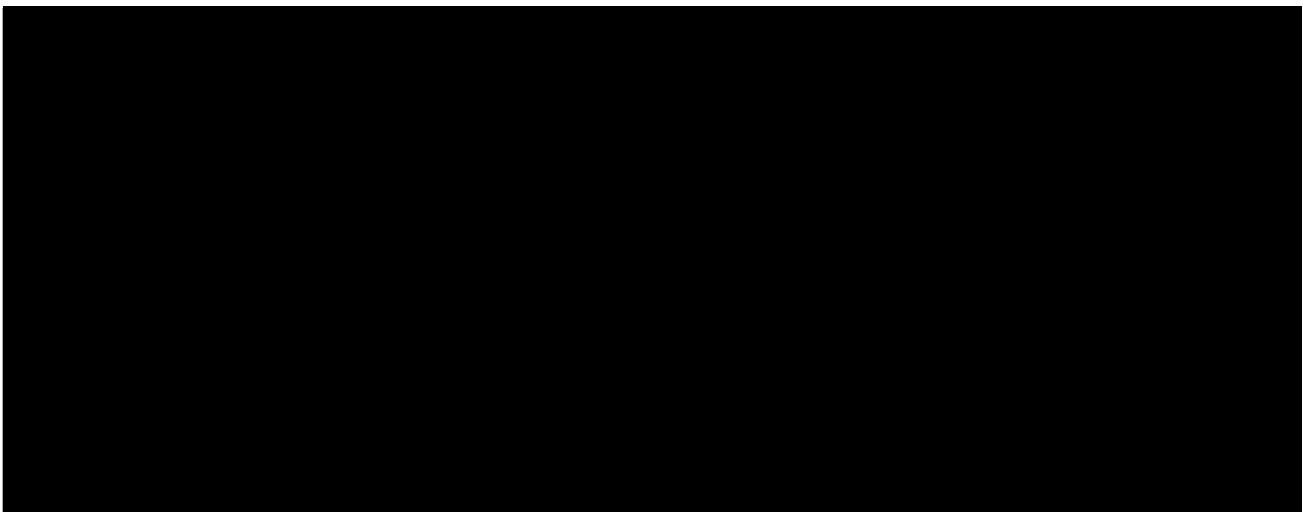
We also will establish alliances with partners who are in contact with prospective patients (e.g., physicians, cancer support groups, hospice organizations, AIDS organizations) to increase awareness and generate a stream of referrals. A key part of this initiative will be educating partners on the benefits, legalities and processes involved with referring patients for medical marijuana use.]

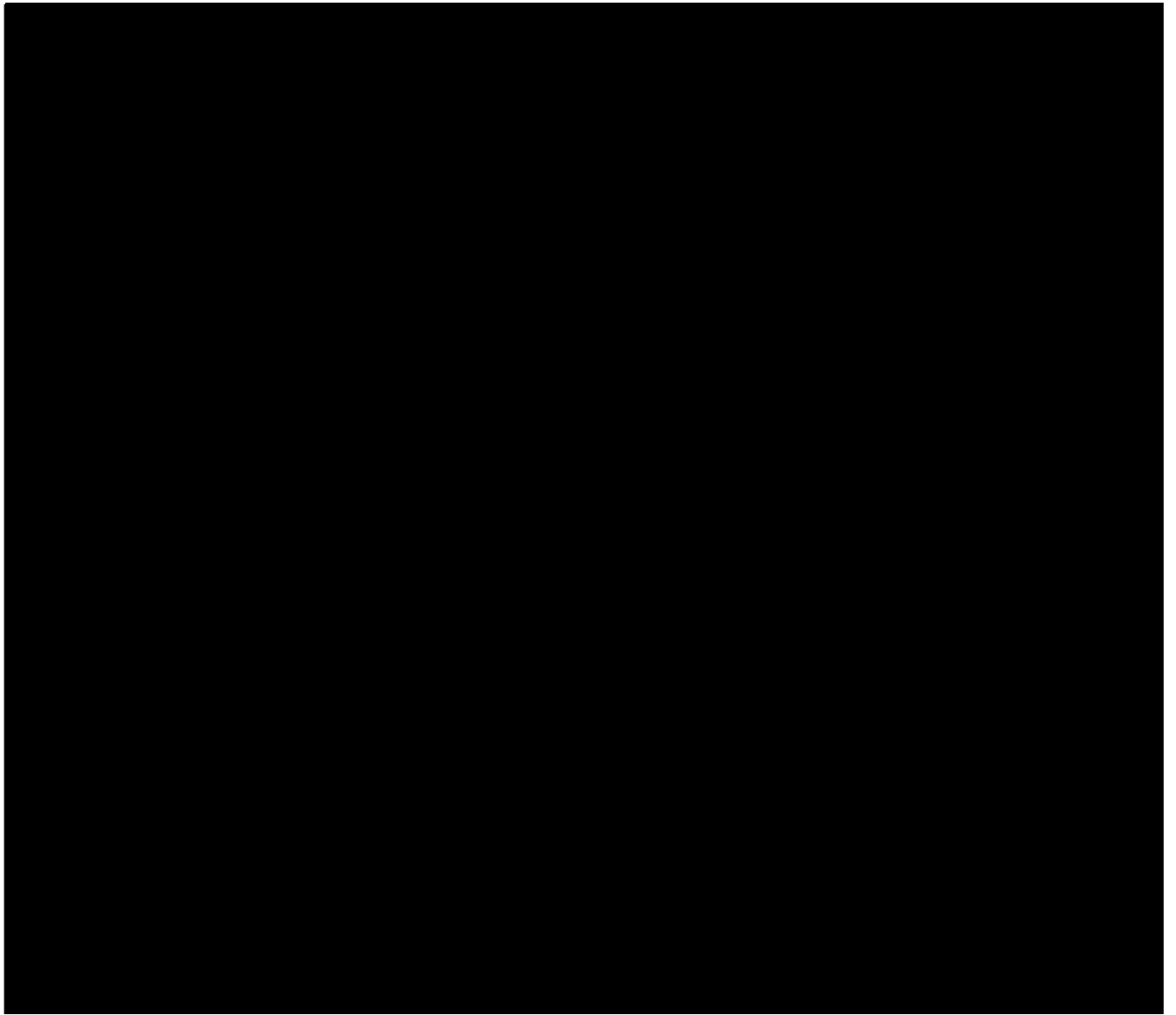
7.15 Describe the RMD's emergency preparedness procedures, including a disaster plan with procedures to be followed in case of fire or other emergency. Note that a copy of the safety and security procedures will be reviewed as a component of the provisional inspection process.





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.

***[Incident Management***

BWC has developed a comprehensive incident management program, which is documented in our Security Operations Manual. The program outlines what must be reported, how to report it and to whom, when to report it, classifications of incidents, and recordkeeping.

The principal objectives with regard to safety and security of employees and property are to:

- Prevent violent incidents from occurring.
- Deal appropriately with each threat or violent act on a case-to-case basis.
- Minimize the risk of harm to employees, contractors, visitors, and others on premises.

- Improve the comfort level of employees.
- Communicate to employees our commitment to their safety and security.
- Protect property and assets.
- Prevent the diversion of marijuana.

Threats or acts of violence against persons or property will not be tolerated. Violations may lead to immediate dismissal, arrest, prosecution, and revocation of registration ID cards.

In actual cases of violence, whatever action is necessary should be taken to contain the incident, minimize personal risk to employees and others, and have the offending person(s) taken into police custody. No company policy, practice, or procedure should interfere with decisions designed to prevent a threat from being carried out, a violent act from occurring, or a life-threatening situation from developing.

A detailed Incident Report template has also been developed to make the process of reporting more efficient and more accurate, as well as to ensure compliance. Incident reports will be maintained indefinitely, but for a minimum of one year, and will be made available to DPH and applicable law enforcement upon request.

In brief, BWC will immediately notify appropriate law enforcement and DPH within 24 hours after discovering the following:

- Discrepancies identified during inventory, diversion, theft, loss, or any criminal action involving the RMD or a dispensary agent;
- Any suspicious act involving the sale, cultivation, distribution, processing, or production of marijuana by any person;
- Unauthorized destruction of marijuana;
- Any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or dispensary agents;
- Any alarm activation or other event that requires response by public safety personnel;
- The failure of any security alarm system that is expected to last longer than eight hours and is due to a loss of electrical power or a mechanical malfunction;
- Any other breach of security;
- Any vehicle accidents, diversions, losses, or other reportable incidents pursuant to 105 CMR 725.110(F), that occur during transport.

In the following instances, within 10 calendar days, BWC will immediately provide written notice to the Department of any incident described in 105 CMR 725.110(F)(1), by submitting an incident report in the form and manner determined by the Department, detailing the circumstances of the event, any corrective actions taken, and confirmation that the appropriate law enforcement authorities were notified

#### ***Completing Incident Reports & Investigations***

The incident report must be completed by the Security Manager immediately following the incident. It should include complete and accurate documentation, in case further investigation is required.

With a basic investigation, first conduct a verbal investigation with whoever is involved, then talk to others who may be involved who were named in the initial inquiry, witnesses, etc. Once the verbal investigation is complete, review the camera footage and attempt to narrow down who is involved.

## ORIGINAL

When an employee is injured due to a hazardous condition or unsafe acts, the accident will be investigated and changes will be made if necessary. This is the responsibility of the Security Manager and General Manager.

All incidents will be documented on individual Incident Reports, but they are also tracked by type, location, and number of incidents on a monthly Incident Summary. There is one Incident Summary "By Type" and one "By Location." Incident Summaries are completed at each month's end and submitted to the General Manager, along with a copy of all Incident Reports for that month.]

**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 Medical Enterprises, Inc.

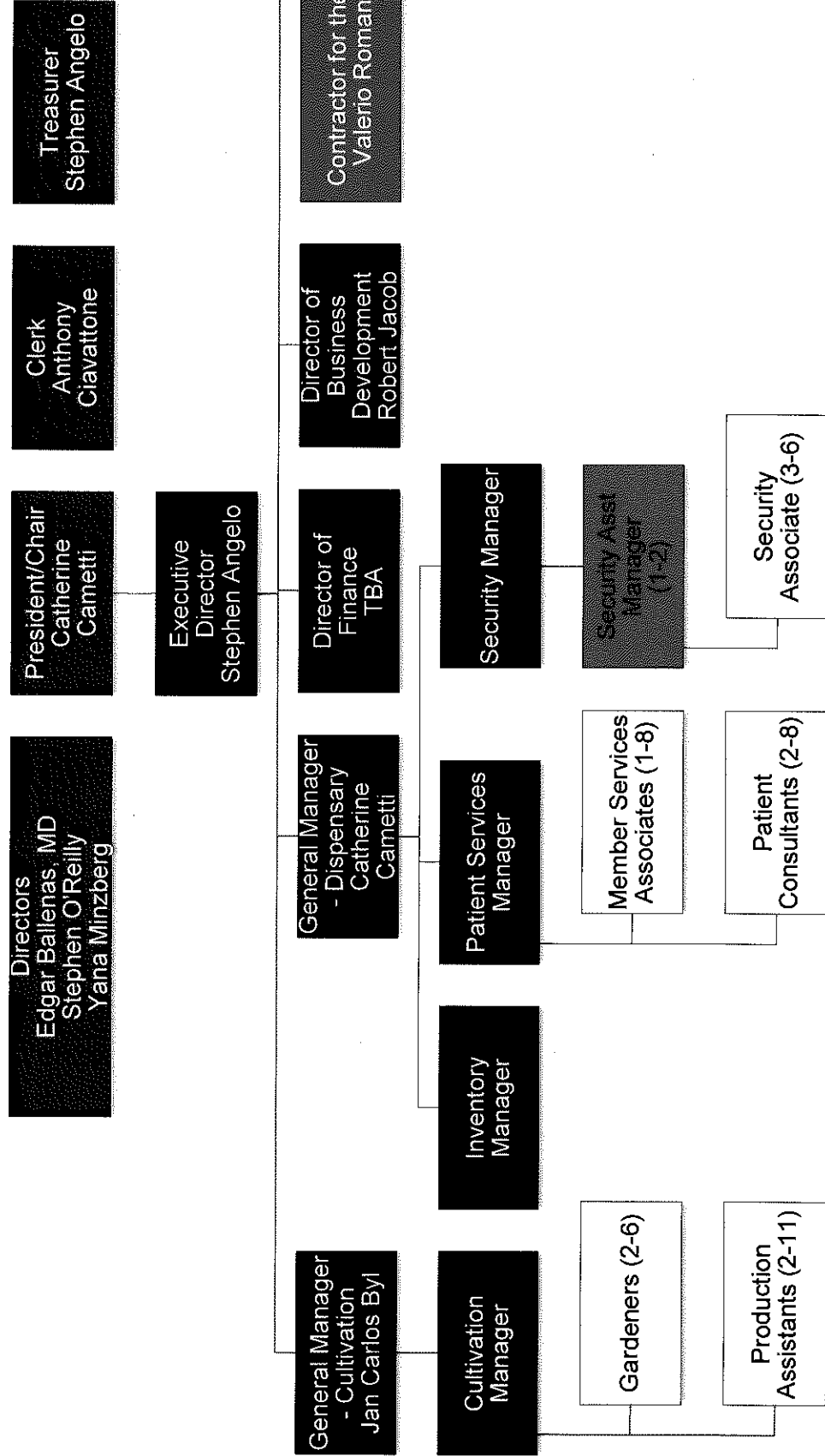
Application # (if more than one): \_\_\_\_\_

Attach organizational chart.

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BAYSTATE MEDICAL ENTERPRISES, INC. dba BEACON WELLNESS CENTER

Organizational Chart



**KEY:**

- Board of Directors
- Executive Management Team
- Unit Management Level
- Unit Assistant Management Level
- Unit Associate Level



**BOARD OF DIRECTORS  
(Exhibit 1.4)**

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

Corporation Name: Baystate Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

	Board Role	Name	Date of Birth	Business Email	Business Address
1	President/Chair	Catherine Carnetti	██████	rina@beaconwellnesscenter.com	115 Lincoln Rd. Walpole, MA 02081
3	Treasurer	Stephen Angelo	██████	steve@beaconwellnesscenter.com	115 Lincoln Rd. Walpole MA 02081
4	Clerk/Secretary	Anthony Ciavattone	██████	tony.ciavattone@gmail.com	138 Ellis Ave. Norwood, MA 02062
5	Director	Edgar Ballenas, M.D.	██████	edgarmd@verizon.net	198 Church St. Marshfield, MA 02050
6	Director	Stephen O'Reilly	██████	steveo1675@gmail.com	395 Seekell Street Taunton MA 02718
7	Director	Yana Minzberg	██████	yanatony@gmail.com	1 Janice Road Canton, MA 02021
8	Director	N/A			
9	Director	N/A			
10	Director	N/A			

**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 Medical Enterprises, Inc. Application # (if more than one): 1

**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 Add more rows as needed.....			

**B. Member as Corporations**

Corporate Name/ Business Address	Leadership	Type of Membership Rights	If Member of Other RMD, Which One?
1 N/A	CEO/ED: N/A President/Chair: N/A Treasurer: N/A Clerk/Secretary: N/A	N/A	N/A
2	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:		
3 Add more rows as needed.....	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:		

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 Medical Enterprises, Inc.

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

Attach bylaws.

**BYLAWS  
OF  
BAYSTATE MEDICAL ENTERPRISES, INC.**

Section 1.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

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

1.2 Purpose. To engage in civic, educational and benevolent activities as per MGL Ch. 180 §4. This purpose includes making medical marijuana available to qualified patients and their personal caregivers in a safe, healthy, and clean environment that complies with the laws of The Commonwealth of Massachusetts and the directives of the Massachusetts Department of Public Health. Additionally, the purpose includes providing palliative and other services to qualified patients, as well as educational materials regarding the potential benefits and dangers associated with the use of medical marijuana.

As permitted by law, the Corporation may engage in any and all activities in furtherance of, related to, or incidental to these purposes, the activities being lawful for a Corporation formed under Chapter 180 of the General Laws of Massachusetts.

1.3 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 director(s) may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.4 Corporate Seal. The director(s) may adopt and alter the seal of the Corporation.

1.5 Fiscal Year. The fiscal year of the Corporation shall end on the December 31 in each year unless the director(s) change the fiscal year by filing a certificate with the Secretary of the Commonwealth.

1.6 Annual Meeting. The annual meeting of the Corporation shall be held not later than the last day of November at such time and place, as the director(s) shall designate.

1.7 Gender. The personal pronoun "he" or possessive pronoun "his", when appropriate, shall be construed to mean "she" or "her" and the word "chairman" shall be construed to include a female.

1.8 Not-for-Profit Operation.

(a) No dividends, liquidating dividends, or distributions shall be declared or paid by the Corporation to any private individual, member, officer, or director of the Corporation.

(b) No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may receive reasonable compensation for sales, leases or loans, or personal services rendered which are necessary to carrying out the purposes of the Corporation.

(c) Notwithstanding any other provision of these Articles of Organization, the Corporation shall not carry on any other activities not permitted to be carried out by a Corporation that is formed under M.G.L c. 180, is a registered marijuana dispensary pursuant to 105 CMR 725.000 and is in compliance with the laws of The Commonwealth of Massachusetts.

Section 2.  
NO MEMBERS

The Corporation shall not have members. Any action or vote required or permitted by M.G.L. ch. 180 to be taken by members shall be taken by action or vote of the same percentage of directors in accordance with M.G.L. ch. 180, §3.

Section 3.  
SPONSORS, BENEFACTORS, CONTRIBUTORS,  
ADVISORS, FRIENDS OF THE CORPORATION

The director(s) may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the Corporation or such other title as they deem appropriate. Such persons shall serve only in an honorary capacity and, except as the director(s) shall otherwise designate, shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

Section 4.  
BOARD OF DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be controlled and governed by the Board of the Directors who may exercise all the powers of the Corporation as permitted by law.

4.2 Number and Election. The director(s) shall determine the number of directors and the manner by which new directors are nominated and appointed. The names and addresses of the initial Board of Directors and Officers are:

President/Chair/Director Catherine Cametti	115 Lincoln Rd., Walpole, MA 02081
Treasurer/Director Stephen Angelo	115 Lincoln Rd, Walpole MA 02081
Clerk/Secretary/Director Anthony Ciavattone	138 Ellis Ave., Norwood, MA 02062
Director Edgar Ballenas, M.D.	198 Church St., Marshfield, MA 02050

Director Stephen O'Reilly

395 Seekell Street, Taunton MA 02718

Director Yana Minzberg

1 Janice Road Canton, MA 02021

4.3 Term of Office. Director(s) shall determine the length and number of terms to be served by directors, and these Bylaws will then be updated to reflect such term.

4.4 Meetings. The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board of Directors may be called by the president or by a majority of the directors then in office by delivering notice in writing by mail, facsimile or electronic transmission, at his usual or last known business or residence address of the date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

4.5 Waiver of Notice for Meetings. Whenever any notice of a meeting is required to be given to any director under the Articles of Organization, these Bylaws, or the laws of Massachusetts, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

4.6 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.

4.7 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 Bylaws.

4.8 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.

4.9 Qualifications. The directors shall at all times have and qualify for a dispensary agent registry identification card issued by the Massachusetts Department of Public Health. At any time should a director fail to qualify for a dispensary agent registry identification card or have such card revoked pursuant to 105 CMR 725.000, the director shall be deemed automatically removed from the Board.

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

Section 5.  
OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, clerk and such other officers, if any, as the director(s) may determine. The Corporation may also have such agents, if any, as the director(s) may appoint. An officer may, but need not, be a director. 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 director(s), 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. In the event that officers retire or are otherwise removed, the officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

5.3 Tenure. The president, treasurer and clerk may each hold office for the lifetime of the Corporation.

5.4 President. Unless otherwise determined by the directors, the president shall be the chief executive officer of the Corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Corporation. If no chairman of the Board of Directors is elected, the president shall preside at all meetings of the directors, except as the directors otherwise determine. The president shall have such other duties and powers as the directors shall determine.

5.5 Treasurer. The treasurer shall be 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 also be in charge of its books of account and accounting records, and of its accounting procedures. It shall be the duty of the treasurer to prepare or oversee all filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other federal or state agencies. He shall have such other duties and powers as designated by the director(s) or the president.

5.6 Clerk. The clerk shall record and maintain records of all proceedings of the director(s) in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and Bylaws and names of all directors and the address of each. If the clerk is absent from any meeting of directors, a temporary clerk chosen at the meeting shall exercise the duties of the clerk at the meeting. The clerk shall have custody of the seal of the Corporation.

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

Section 6.  
RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president or the clerk or to the Corporation at its

principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. If there is only one director of the Corporation, the director may not resign without appointing a new director, updating these Bylaws or dissolving the Corporation.

6.2 Removals. A sole director may not be removed unless another is appointed or the Corporation is dissolved. In the event that additional directors exist, a director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including himself).

An officer may be removed for cause by unanimous vote (not including himself) only after reasonable notice and opportunity to be heard before the body proposing to remove him on the occurrence of any of the following events:

(a) upon a good faith finding by the directors of (i) the failure of such director or officer to perform his assigned duties for the Corporation, (ii) dishonesty, gross negligence or willful misconduct, or (iii) the conviction of, or the entry of a pleading of guilty or nolo contendere by such director or officer to, any crime involving moral turpitude or any felony;

(b) upon any period of inactivity on the part of such director or officer for the preceding twelve month period prior to such removal as determined by the directors in their reasonable discretion; and

(c) upon the disability of such director or officer. As used in this section, the term "disability" shall mean the inability of such director or officer, due to a physical, emotional or mental disability, for a period of one hundred and twenty (120) days, whether or not consecutive, during any three hundred and sixty (360) day period to perform his assigned duties for the Corporation. A determination of disability shall be made by the directors in their reasonable discretion, but requiring a unanimous vote of directors (not including the vote of the director who may be disabled).

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

6.4 Vacancies. Any vacancy in any office or on the board of directors may be filled by the directors by a two-thirds (2/3) vote of a majority of the directors then in office. The directors shall elect a successor if the office of the president, treasurer or clerk becomes vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the president, treasurer and clerk until his successor is chosen and qualified, or in each case until he sooner dies, resigns, or is removed. The directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.



Section 7.  
COMMITTEES

The Board of Directors may create such standing and special committees as it determines to be in the best interest of the Corporation. The Board of Directors shall determine the duties, powers, and composition of such committees, except that the Board shall not delegate to such committees those powers which by law may not be delegated. Each such committee shall submit to the Board of Directors at such meetings as the Board may designate, a report of the actions and recommendations of such committees for consideration and approval by the Board of Directors. Any committee may be terminated at any time by the Board of Directors.

Section 8.  
EXECUTION OF PAPERS

Except as the director(s) may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made in the course of the Corporation's regular business, accepted or endorsed by the Corporation shall be signed by the president or by the treasurer. Except as otherwise provided by M.G.L. c. 180 or directed by the director(s), the president may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The clerk of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the director(s) of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the Articles of Organization, Bylaws, resolutions or votes of the Corporation.

Section 9.  
COMPENSATION; PERSONAL LIABILITY

9.1 Compensation. Except as otherwise provided in Section 6.3, the director(s) shall be entitled to receive for their services such amount, if any, as the director(s) may determine, which may include expenses of attendance at meetings. The director(s) shall not be precluded from serving the Corporation in any other capacity and receiving compensation for any such services.

9.2 No Personal Liability. The director(s) and the officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve

intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

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 10.  
INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

- (i) by a majority vote of a quorum consisting of disinterested directors;
- (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;
- (iii) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- (iv) by a court of competent jurisdiction.

If authorized in the manner specified above for compromise payments, expenses including, but not limited to, counsel fees, reasonably incurred by any such person 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 (a) an affidavit of such individual of his good faith belief that he has met the standard of conduct necessary for indemnification under this Section, and (b) an undertaking by such individual to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized by law or under this Section, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any rights to indemnification to which corporate personnel other than the persons designated in this Section may be entitled by contract, by vote of the board of directors, or otherwise under law.

As used herein the terms "person," "director," "officer," "employee," and "agent" include their respective heirs, executors and administrators, and an "interested" director or officer is one against whom the proceedings in question or other proceedings on the same or similar grounds is then pending.

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Section 11.  
AMENDMENTS

These Bylaws may be altered, amended or repealed, in whole or in part, by a two-thirds (2/3) vote of a majority of the directors then in office.

Section 12.  
ACTIVITIES

12.1 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the director(s), without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction.

12.2 Loans. No moneys shall be borrowed on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

12.3 Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, investment firms or other depositories as the Board of Directors shall select.

12.4 Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

12.5 Audits. Within four months after the close of the Corporation's fiscal year, the Corporation will prepare reviewed financial statements in accordance with generally accepted accounting principles (GAAP) and make these statements available to any interested parties. In the event that the Corporation has total gross revenue in excess of \$500,000.00 per year the Corporation will prepare independently audited financial statements, in accordance with GAAP, and make those available to any interested parties. In the event that the Corporation becomes a Public Charity under M.G.L. Chapter 12, Section 8 et seq. or is otherwise required by the Department of Public Health or any other provision of Massachusetts law to file audited or reviewed financial statements and a Form PC, such auditing and filing will be completed in accordance with GAAP and performed in a timely manner.

Section 13.  
INSURANCE

The Corporation may purchase and maintain insurance (including but not limited to insurance for legal expenses and costs incurred in connection with defending any claim, proceeding or lawsuit) on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while serving in this role, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 10. In addition the Corporation shall maintain liability insurance coverage in compliance with 105 CMR 725.105(Q).

Section 14.  
CORPORATE INTEGRITY POLICY

It is the policy of the Corporation to encourage and enable directors, officers, and employees to make reports where they believe, in good faith, that acts or omissions unlawful under the laws of the Commonwealth of Massachusetts or unethical may have occurred. With this goal in mind, no one who, in good faith, makes a report shall be subject to retaliation in any form, including adverse employment consequences. Moreover, an employee who retaliates against someone who has made a good faith report is subject to discipline up to and including dismissal from the volunteer position or termination of employment. If after an investigation, the claim is determined to have been made in bad faith or was

knowingly false, the individual making the claim will immediately have his or her position in the Corporation revoked.

Section 15.  
ANTITRUST POLICY

It is the policy of the Corporation to comply fully with all federal and state antitrust laws, which prohibit companies from working together to restrict competition. It is also the policy of the Corporation that it and its director(s) and officers are informed about antitrust laws and recognize possible antitrust issues or questions.

It is legal for competitors within the medical marijuana industry to work together, unless such work unlawfully restricts competition within the industry. Although the Corporation's activities generally do not present antitrust issues, to ensure against inadvertent violations of federal and state antitrust laws, directors, except to insure that prices are reasonable and affordable for the Corporation's patients, and to prevent diversion for non-medical purposes, officers and employees shall not discuss with competitors:

- Increasing, decreasing, or stabilizing prices for medical marijuana or related products and services;
- Establishing market monopolies for Member products or services;
- Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;
- Strategies or plans to give business or remove business from a specific company.

Furthermore, directors, officers, and employees shall not engage in any actions or understandings arising in the context of the Corporation's activities which appear to be anti-competitive in purpose or inconsistent with this policy.

In the event that additional directors are appointed, and Board of Director meetings occur, Corporation meetings shall follow a pre-approved agenda and meeting minutes will be prepared and available. Any questions regarding antitrust issues and the Corporation's activities shall be directed to the Chair of the Board, if any, and referred to counsel if deemed necessary.

Section 16.  
DISSOLUTION

Dissolution of the Corporation will comply with M.G.L. Chapter 180, s. 11. The director(s) may authorize a petition for the dissolution of the Corporation. A two-thirds vote will be required for such dissolution. The Articles of Dissolution form will be filed with the Massachusetts Secretary of State. All annual reports for the last ten years will be filed with the Secretary of State. A letter to the Massachusetts

Department of revenue on the Corporation's letterhead will be sent stating that the Corporation is dissolving. All outstanding business will be completed. All outstanding debts will be paid. Any remaining funds in the Corporation will be distributed as per the direction of the director(s) at the meeting authorizing the dissolution. A notice will be published in a newspaper of regular circulation in the County where the Corporation is located.

In the event that the dissolution also requires the Medical Marijuana Dispensary to close, i.e. the dissolution is not because of a transfer of the Dispensary to another nonprofit entity, the following actions will also take place: the Department of Public Health will be notified; the patients and caregivers that obtain medical marijuana will be notified of the Corporation's dissolution via mail, or in-person if the opportunity to notify the patient or caregiver arises prior to the closing of the doors of the Corporation's place of business; any remaining medical marijuana and products that contain medical marijuana will be destroyed at the time the doors of the Registered Marijuana Dispensary are closed, or disposed of in any way consistent with the direction of the Massachusetts Department of Public Health and the policies and procedures of the Dispensary.

Section 17.  
SEVERABILITY

The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.

These Bylaws have been amended and adopted by a vote of the board as per Section 11 and affirmed by the Incorporator as an officer of the Corporation on this 8 day of November, 2013.

  
\_\_\_\_\_  
Catherine Cametti, Incorporator and President

"I, Anthony Ciavattone, the Clerk of Baystate Medical Enterprises, Inc. hereby attest that these are the bylaws of Baystate Medical Enterprises, Inc. and that these bylaws have been duly adopted by a vote of the Board of Directors on 11/08/2013.

Date: 11/08/2013

Signed,

  
\_\_\_\_\_  
Anthony Ciavattone

**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 Medical Enterprises, 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 Medical Enterprises, 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	President/Chair: Treasurer: Clerk/Secretary:	NA
2			President/Chair: Treasurer: Clerk/Secretary:	
3			President/Chair: Treasurer: Clerk/Secretary:	
4			President/Chair: Treasurer: Clerk/Secretary:	
5			President/Chair: Treasurer: Clerk/Secretary:	

N/A



**REFERENCES  
(Exhibit 1.9)**

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

Corporation Name: Baystate Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

	<b>Name of Reference</b>	<b>Business Phone &amp; Email</b>	<b>Relationship to Applicant</b>	<b>Dates of Relationship</b>
1	Jack Hinchy	(781) 803-0819 jackhinchy@yahoo.com	Managed this employee at NSTAR.	February 2005 – August 2012 (7.5 years)
2	Patricia O'Brien	(617) 419- 5075 pmobrien171@comcast.net	Manager at NSTAR.	August 2002 – August 2012 (10 years)
3	Dawn Flaherty	(617) 823-7507 flah9219@verizon.net	Dawn, an IT auditor, and I worked together on regulations at NSTAR.	August 2002 – August 2012 (10 years)

**EXECUTIVE MANAGEMENT TEAM  
(Exhibit 2.1)**

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

Corporation Name: Baystate Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

	Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1	Executive Director	Stephen M. Angelo	██████████	steve@BeaconWellnessCenter.com (508) 530-2634	115 Lincoln Rd. Walpole, MA 02081
2	Dispensary General Manager	Catherine Cametti	██████████	rina@BeaconWellnessCenter.com (508) 735-8682	115 Lincoln Rd. Walpole, MA 02081
3	Cultivation General Manager	Jan Carlos Byl	██████████	jancarlosbyl@gmail.com (202) 320-9492	5 Morningside Drive Swampscott, MA 01907
4	Director of Business Development	Robert Jacob	██████████	rjacob@sonic.net (707) 537-5800	708 Gravenstein Hwy N 324, Sebastopol CA 95472
5	Other (specify)	N/A			
6	Other (specify)	N/A			

<b>RESUMES FOR EXECUTIVE MANAGEMENT TEAM</b> <b>(Exhibit 2.2)</b>
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**This exhibit must be completed and attached to the required documents and submitted as part of the application.**

Corporation Name: Baystate Medical Enterprises, Inc.

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

List the résumés attached:

	Title	Name
1	Executive Director	Stephen Angelo
2	Dispensary General Manager	Catherine Cametti
3	Cultivation General Manager	Jan Carlos Byl
4	Director of Business Development	Robert Jacob
5	Other(specify)	N/A
6	Other(specify)	N/A

**Stephen M. Angelo**

**Executive Director, Baystate Medical Enterprises, Inc.**

115 Lincoln Road • Walpole MA 02081 • [REDACTED]

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***A highly accomplished manager with proven success in organizational and financial management; a talented leader skilled in building motivated and productive teams; expert in streamlining operations and processes to increase compliance, productivity and financial viability***

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**SUMMARY OF QUALIFICATIONS**

- Certified Information Systems Security Professional (CISSP) certification with over 15 years of risk management experience
- Highly skilled in interpreting regulations and developing compliance programs/controls
- Risk management expert, proven track record with assisting and educating business units with identifying, mitigating and managing business risk
- Strong technical qualifications with impressive performance in strategic planning and program development
- Team based management style and highly effective interpersonal/communication skills
- Expert with client/vendor relationships focused on cost reduction and delivering value

**PROFESSIONAL EXPERIENCE**

**APPRAISAL HOST**

Present

***Principal***

Led the organization that developed a software solution to address a gap in the market for an online order management platform in the Appraisal Industry; solution is used by mortgage companies, banks and appraisal organizations across the nation; responsible for the overall solution strategy and organizational direction

**Key projects and achievements:**

- Triple digit year over year revenue growth since inception
- 100% customer retention
- Closely monitor and adapt to ever changing regulatory requirements including Dodd-Frank
- Closely monitor expenses to ensure they are in line with revenue estimates for a high growth organization
- Hire, manage, and develop, support and sales/office staff
- Developed both internal and customer facing policies and procedures

**NSTAR**

2002 – 2012

***Manager of Security and Risk Management***

Recruited to build centralized, wide-risk management program and redefine security department roles and responsibilities; responsible for the overall information risk program, strategy and architecture; provided security services and monitor compliance throughout the company; primary areas of focus included the information security strategic plan, risk management program, governance, security awareness/training, incident response, disaster recovery planning/support and provisioning services

**Key projects and achievements:**

- Introduced the organization to a formal risk management methodology
- Developed risk management 3-5 year strategy, architecture, budget and overall program
- Hired, led and mentored team of security and risk management professionals
- Designed compliance program to address regulatory compliance requirements for: Sarbanes-Oxley, HIPAA, NERC CIP Standards, PCI, State Anti-Breach Laws

## ORIGINAL

- Organization liaison for both external and internal audits consisting of an annual financial systems audit and multiple internal system audits per year
- Developed an enhanced Disaster Recovery program, which entailed expanding the number of DR tests per year from 2 to 3; participated and coordinated all DR planning and testing activities as well as publishing of disaster recovery plans
- Developed standardized configuration, policies, procedures and guideline documents for IT and business areas
- Developed security architecture for business focused on the mobilization of the workforce
- Developed "Security as a Service" consulting business model providing a service subscription model for the business to utilize

### **NEWPORT CONSULTING**

2001 – 2004

#### ***Technical Director – Security and Risk Solutions***

Provided risk and security consulting services for global / enterprise organizations

##### **Key projects and achievements:**

- Integrated with various client executives to understand their business needs and objectives related to risk and regulatory program management
- Implemented Security Policy awareness program for global electronics group
- Created disaster recovery and business continuity plans via a business impact analysis methodology for a mid-sized Insurance organization
- Led the team that performed information security risk assessments
- Coordinated audit and review of risk management program, practices and policies for global organization
- Designed and implemented management systems for multi-national organization

### **COMVERSE NETWORK SYSTEMS**

2001 – 2002

#### ***Director***

Streamlined processes and improved efficiencies at this world-class software development organization with more than 5000 users in 40+ locations globally; hired, trained, developed and led a 75 person team; expansive scope included departmental direction and full design, installation, engineering, implementation, support, training, administration and management authority for multiple groups; accountable for \$12.5 million capital budget and \$15.6 million operating budget

##### **Key projects and achievements:**

- Evaluated intrusion detection strategies based on technical and business requirements and implemented Intrusion Protection plan
- Implemented secure extranet to AT&T Wireless for testing R&D equipment
- Defined, planned and implemented IT Security activities for 6% reduction in workforce
- Redefined IT business continuity planning as a result of 9/11
- Evaluated and implemented technology for global remote office connectivity across Latin American, Asian and European offices
- Managed global network utilizing multiple domestic and international carriers
- Integrated secure Blackberry Enterprise Exchange services for the sales organization enabling 2-way wireless messaging services
- Lead migration of two-factor authentication systems for protection of data center and corporate network
- Developed corporate security and intellectual property protection policies

**KB INFORMATION SERVICES**

1998 - 2001

***Managing Partner, Technology Services***

Selected to redefine the direction for this organization; developed a 3-year business plan centered on building a consulting practice; collaborated with clients to understand business requirements and identify solutions to business problems; provided technology vision and direction to staff of 10 with 3 direct reports in the areas of project management, technical services and technical consulting

**Key projects and achievements:**

- Implemented customer rapid response center for risk management mitigation
- Provided organizations with security/access policy creation, external auditing/penetration testing as well as multi-layered security solutions
- Managed strategic vendor relationships resulting in key associations and partnerships
- Designed and implemented e-commerce infrastructure for the nation's fastest growing furniture retailer
- Defined SLA's with clients and management teams and provided project leadership and design expertise for all high profile engagements
- Recruited and managed technical staff, technical managers and senior technical experts

**AMERICAN STORES COMPANY (OSCO DRUG)**

1995 - 1998

***Technology Services (start-up healthcare division)***

Recruited to provide technology expertise in start-up healthcare division for this fortune-50 grocery and drug store retail organization; defined and established core infrastructure and supporting applications as the organization expanded to 500 employees in 25 retail/distribution locations; provided technical direction for a department of 10 multi-disciplined individuals

**Key projects and achievements:**

- Designed and implemented frame relay network to support business expansion plans
- Developed plans in conjunction with business units to create a comprehensive technology infrastructure
- Integrated point of sale, distribution, billing and home infusion therapy systems, which reduced multiple databases thus increasing efficiency as well as significantly decreasing overall support costs
- Engineered thin client solution for centralized point of sale DOS based retail system

**EDUCATION AND ASSOCIATIONS**

Certified Information Systems Security Professional (CISSP) – #33276 Issued June 2002  
New England Institute of Technology – Palm Beach FL, 1992: Associate's Degree, Computer Electronics  
Society for Information Management (SIM), Boston Chapter  
Information Systems Security Association (ISSA), New England Chapter  
Boston Infragard Critical Infrastructure Member  
Institute for Applied Network Security Steering Committee Member, 2005-Present  
Institute for Applied Network Security Advisory Board Member, 2007-Present  
Boston Secureworld Steering Committee Member, 2008, 2009, 2010

DISPENSARY GENERAL MANAGER,  
BAYSTATE MEDICAL ENTERPRISES, INC.  
115 Lincoln Road  
Walpole, MA, 02081

CATHERINE CAMETTI

EXPERIENCE

**PRINCIPAL, THE APPRAISAL HUB**

2009 to Present

Founded organization due to the introduction of new federal and state regulatory requirements with regards to mortgage lending; day to day management of rapidly growing company offering appraisal management services nationwide; established relationships with over 2,000 providers of service nationwide; managed 2+ million dollar in annual sales, which represents a 400% increase in revenue since 2009 exceeding conservative forecasts by 200%; developed processes and procedures for disseminating complex individual state regulatory programs and modifying operations to ensure compliance within each state

Key Achievements

- Hiring, training, mentoring and developing staff of 10-20 to ensure they reflect the values and direction for the organization and provide superior customer service
- Went from providing services in a single state in 2009 to 30 states in 2013
- Obtained Appraisal Management Company (AMC) license with regulatory authority in 15 states
- Built processes to ensure day sales outstanding (DSO) doesn't exceed 30+ days
- Developed A/P systems and procedures to ensure providers are paid within agreed upon timeframes
- Integrated credit card processes to ensure organization is PCI compliant
- Created policies and procedures to ensure the proper handling of sensitive information and ensure clients privacy and confidentiality was protected
- Responsible for developing sales and marketing strategy and overseeing all materials and social media activities
- Partnered with industry professionals and associations to ensure organizational alignment with ever evolving market
- Developed client feedback cycle including random surveys to ensure organizational objectives are being met. Utilized feedback to make organizational changes
- Defined processes for vendor management and handled over 2,000 external vendor relationships

**OWNER, RC APPRAISALS**

2000 to Present

Founded company in 2000, hired 25 certified and licensed appraisers covering Massachusetts; provided oversight, training and coaching for 10 trainees that then became licensed and/or certified appraisers; hired and managed staff of 4 individuals that were responsible for day-to-day operations; maintained required continuing education classes to ensure certified appraisal license did not lapse; responsible for all accounts payable and accounts receivable activities; closely worked with state to ensure compliance with all regulations in the Real Estate Appraisal industry; achieved state certified appraisal license in 2004, which allowed me to be able to appraise properties with a transaction amount over \$1 million

**SENIOR STAFF APPRAISER, RJ HADGE APPRAISALS**

1996 to 2000

Became a licensed real estate appraiser in April of 1997; responsible for exterior and interior inspections of residential properties across the state of Massachusetts; researched comparable sales and wrote over 2,000 appraisal reports; interfaced with personnel from over 20 towns to research properties and pull records; maintained required continuing education classes to ensure state licensed appraisal status did not lapse; closely worked with state to ensure compliance with all regulations in the Real Estate Appraisal industry

**OFFICE MANAGER, PHYSICAL THERAPY AND SPORTS REHAB**

1994 to 1996

Managed staff of six personnel with overall responsibility for day-to-day operations; implemented new accounts receivable system to address outstanding AR issues; the result of this new system reduced all outstanding AR to less than 30 days; responsible for accounts payable, signing checks on behalf of the organization and depositing funds; worked with patients to address any billing issues or questions they had related to charges and insurance coverage

**STAFF APPRAISER, SHEEHAN APPRAISALS**

1993 to 1994

Started as a trainee and assisted licensed appraisers with collecting data and fieldwork; responsible for exterior and interior inspections of residential properties across the state of Massachusetts; researched comparable sales and wrote over 500 appraisal reports; interfaced with personnel from over 10 towns to research properties and pull records; took education classes to achieve state licensed status

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EDUCATION

**SUFFOLK UNIVERSITY, BACHELORS OF SCIENCE IN BUSINESS ADMINISTRATION**

Attended from 1980 to 1984, graduated in 1984

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**JAN CARLOS BYL**

**Cultivation General Manager, Baystate Medical Enterprises, Inc.**

Mobile Phone: (202) 320 9492

Email Address: jancarlosbyl@gmail.com

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**EDUCATION:**

**Bishop's University, Quebec, Canada, BA Psychology, Minor Foreign Languages, 1997**  
**University of Western Ontario, Canada, French Foreign Language Certificate, 1994**

**LANGUAGES:**

Fluent: English and Dutch      Proficient: Spanish and French

**EMPLOYMENT:**

**MedCanna Consulting LLC – Founder/President** – Washington, DC, June 2008– Present

**Holistic Remedies LLC – General Manager** – Washington, DC, June 2010 – July 2013

**Metropolis Construction Services – General Manager, Springfield, VA, April 2007 – June 2010**  
Recruited by owner to run the day-to-day operations of a commercial and residential class-A general contractor with 25 employees and projects in excess of 5 million dollars per year; was responsible for preparing the winning bids on two state and one federal government project

**Garage Hero – General Manager, Fairfax, VA, March 2005 – April 2007**  
Recruited by owner to help manage startup garage remodeling business; responsibilities include day-to-day operations of the company; implemented and maintain Quickbooks software; oversaw purchase orders, inventory maintenance, a/p and a/r, p/i reports, payroll, taxes, and legal and licensing issues; responsible for all ordering and receiving, job scheduling, customer care and quality control; worked collaboratively to systemize accounting procedures, inventory and equipment controls, sales process, and overall workflow within the company; created and implemented regional marketing campaign; including print and radio advertising, trade shows, and direct mail

**Construction Dynamics – Project Manager, Reston, VA, February 2003 – March 2005**  
Responsible for logistics and budgeting of multiple ongoing and future projects for a general contractor; learned to make estimates from architectural drawings as well as budget and plan for upcoming projects; responsible for client interaction and satisfaction

**Global Gravity Communications – Founder and Managing Partner, Amsterdam, Netherlands June 1997 – January 2003**  
Identified and targeted a niche market in the high profile promotions and marketing industry in Amsterdam; provided client specific hosting and event coordination in Amsterdam; the majority of GGC's clients came from the US entertainment industry; promotions clients included **Universal Records, Sony Music** and artists such as **Eminem, The Black Crows, Limp Bizkit, Outkast, Live, Papa Roach** and **Staind** among many others; marketing clients included **Tommy Hilfiger Europe, Addidas, The Roxy Night Club** (Amsterdam), **SupperClub** (Amsterdam & Miami) and **GSUS Ind.** (Amsterdam)

**SAIC - Personal Assistant, Germantown, MD, May 1993 – August 1994**  
Primary responsibilities were to assist nuclear physicist Dr. Dennis Hadlock with day-to-day operations of his department; coordinated and facilitated Dr. Hadlock's busy schedule and continual meetings with DOD and DOE; tasked with compiling and maintaining an accurate resume database of **SAIC** employees and subcontractors to be used in proposal bidding

**REFERENCES PROVIDED ON REQUEST**

# ROBERT JACOB

ORIGINAL

DIRECTOR OF BUSINESS DEVELOPMENT, BAYSTATE MEDICAL ENTERPRISES, INC.

## PROFILE

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Robert Jacob is an innovative leader in the medical cannabis and local community. Robert developed and led several nonprofit organizations serving disenfranchised youth and patients, and has founded several small businesses, including a nationally recognized charter school. Robert's diverse background in business development, corporate project management, and community advocacy informs his approach to management and problem solving. In his current roles, he is responsible for managing \$25M in annual revenues. Robert is known for his contagious passion, collaborative facilitation style, and capacity for motivational leadership.

## RELEVANT EXPERIENCE

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### Vice Mayor

**Sebastopol City Council**  
*Sebastopol, California*

**12/2012 - Present**

- Increased voter turnout attributed to door-to-door community education campaign; received more votes than any other candidate, including incumbent and former city councilmembers
- Elected Vice Mayor by peers during the first meeting on the City Council
- Serves on the following committees: Legislative Committee, City Budget Subcommittee, Energy & Sustainable Practices Committee, Cittaslow Steering Committee, Formula Business Subcommittee, and the Employee Recognition Committee
- Served as Chair of the Sebastopol Planning Commission from December 2011 until appointment to the City Council

### Executive Director

**SPARC**  
*San Francisco, California*

**06/2012 - Present**

- Recruited to lead a two-year old dispensary through redevelopment and improvement of all operational aspects of the non-profit organization, including retail operations, inventory control, and quality assurance
- Presently leading the organization through growth period to over 30,000 patient members and 46 employees
- Responsible for maintaining local and state regulatory compliance and exemplary relations with the San Francisco Department of Public Health, which permits, regulates, and inspects dispensaries in the city

### Founder & Executive Director

**Peace in Medicine Healing Center**  
*Sebastopol, California*

**03/2007 - Present**

- Spearheaded the formation of Sonoma County's first holistic healing center and medical cannabis dispensary, from conception to reality; lead Peace in Medicine through growth into a model dispensary with a base of over 19,000 patient members, providing full-time employment to 49 of its members
- Responsible for ensuring regulatory compliance, leading operations and inventory management development and implementation, and ongoing organization management and improvement
- Chairs the nonprofit Board of Directors and facilitates strategic planning and visioning for the organization

### CEO

**CannBe**  
*Oakland, California*

**05/2010 - 12/2012**

- Lead the development of a unique business model that consulted with prospective operators on opening regulatory compliant dispensary organizations with a positive community impact and strong relationships with law enforcement and local regulators
- Liaised with local regulators to identify unique community attributes to ensure support and development of best dispensary operators, facility locations, and operating models
- Lead the organization through dissolution, maintaining positive relationships following failure of California State Proposition 19

# ROBERT JACOB

ORIGINAL

DIRECTOR OF BUSINESS DEVELOPMENT, BAYSTATE MEDICAL ENTERPRISES, INC.

**CEO/Owner/Operator**

**Turlock Education Academy**  
*Turlock, California*

**09/2003 - 03/2006**

- Completed business development for turnkey 54-student K-8 school and 111-student preschool using Core Knowledge education standards
- Managed, hired, and developed a team of over 70 employees, contractors and consultants, and oversaw multi-site construction build-out
- Initiated and cultivated relationships with investors for start-up funding

**Project Manager**  
**IT Manager**

**TJEG, Inc./KMTJ Investments**  
*Oakland, California*

**09/2001 - 01/2005**

- Provided property management to over 130,000 sq. feet of commercial property, including development of a multi-million dollar purchase and renovation of new corporate headquarters
- Managed construction logistics for a \$14MM, 13-acre construction project with the City of Livermore
- Negotiated and managed vendor services for 9 properties' corporate operations and insurance policies

**Manager, Corporate Operations**  
**Technical Facilities**

**Epylon Corporation**  
*San Francisco, California*

**02/2000 - 01/2001**

- Managed all internal corporate systems including phones, network, fire protection, and power
- Designed and implemented crisis-management strategies for system failures and security breaches
- Supervised IT engineering teams and facilitated new server build-out to match the company's rapid growth

**Communications Team Coordinator**

**Health Initiatives for Youth**  
*San Francisco, California*

**08/1996 - 07/1997**

- Designed and implemented the organization's program budget, curriculum, goals and objectives
- Co-edited REALITY, a magazine for HIV+ youth, and coordinated logistics for annual youth conference
- Designed HIV+ Youth Speakers' Bureau training program and coordinated logistics with Bay Area schools

**Outreach Worker**

**Sonoma County AIDS Network**  
*Santa Rosa, California*

**12/1995 - 07/1996**

- Led team of Peer Outreach Workers to provide at-risk youth in Sonoma County with sexual health information
- Designed and developed outreach materials and counseled other Latino youth about safety

**Leadership Development Coordinator**

**Health Initiatives for Youth**  
*San Francisco, California*

**7/1994 - 10/1995**

- Developed leadership program focusing on building the self-esteem of young people through various venues including workshops, trainings, and support groups
- Controlled and implemented \$60K Leadership Development Team program budget
- Supervised, evaluated, and motivated five youth workers and more than 75 participants/members
- Facilitated training for potential Leadership Team members, participants, and volunteers
- Speaking engagements included national, state, and local conferences on young people's health issues
- Researched, developed, and updated program abstracts, curricula, and goals/objectives

**ROBERT JACOB**

DIRECTOR OF BUSINESS DEVELOPMENT, BAYSTATE MEDICAL ENTERPRISES, INC.

**COMMUNITY SERVICE**

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- Vice Mayor, City Council – City of Sebastopol
- Chair, Planning Commission - City of Sebastopol
- Member, Rotary International – Sebastopol
- Member, Santa Rosa Sub-Committee on Medical Marijuana Regulation
- Member, Sebastopol CERT (Community Emergency Response Team)
- Board Chair & Development Chair, Lavender Youth Recreation and Information Center (LYRIC) 1996-1999
- PR Committee Member and Presenter, US Public Health Dept, Region IX and the National Adolescent Health Information Center, Division of Adolescent Medicine and Institute, *“Adolescent Wellness in a Changing Social Environment”*
- Chair, “Champions” Fundraiser, Bay Area Young Positives (BAY+)
- Policy Committee, Physician’s HIV Testing and Counseling Conference
- Committee Member, National Conference of State Legislatures Youth and HIV Conference
- Steering Committee Member and Presenter, Adolescents AIDS Program, *“Primary Care Needs of Lesbian and Gay Youth”*

**AWARDS**

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- Top Forty Under 40 Business Professionals Award – North Bay Business Journal
- Hero/Heroine Award – Mobilization Against AIDS 14<sup>th</sup> International AIDS Candlelight Memorial
- Community Service Award – San Francisco AIDS Dance-a-Thon
- Champion Award – Lavender Youth Recreation and Information Center
- Merit Award – National Youth Summit on HIV Prevention and Education

**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 Medical Enterprises, Inc.

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

Total Capital needed for this application: \$500,000.00

Attach one-page bank statement.

**Letter of Commitment**

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:

Name of the Corporation:

Name of CEO/Executive Director of the Corporation:

Name of Account Holder:

N/A

This Letter of Commitment is to ensure access to the required liquid capital to support the operations of [NAME OF CORPORATION] if so approved by the Department of Public Health. The total required capital needed for this application equals \$\_\_\_\_\_.

As Chief Executive Officer/Executive Director or President of the Board of Directors of [NAME OF CORPORATION], I affirm that these funds will remain in [ACCOUNT #] with [FINANCIAL INSTITUTION NAME] 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 \_\_\_\_\_

Date: \_\_\_\_\_

**Notary Public**

On this (insert date) day of (insert month), 20\_\_, before me, the undersigned notary public, personally appeared (insert name of document signer), proved to me through satisfactory evidence of identification, which were (insert type of ID presented), to be the person whose name is signed on the preceding or attached document, and acknowledged to me that (insert he/she/they) signed it voluntarily for its stated purpose.

*If applicable, add:*

- (as partner for (insert name of partnership), a partnership)
- (as (title) for (name of corporation), a corporation)
- (as attorney in fact for (name of principal), the principal)
- (as (title) for (name of entity/person), (a) (the) (type/description))

\_\_\_\_\_  
Signature of Notary Public



21 Main Street  
 P.O. Box 307  
 Franklin, MA 02038  
 508-528-0088  
 Toll Free 877-541-DEAN



ORIGINAL

Page: 1 of 1  
 Account Number: [REDACTED]  
 Statement Date: 11-20-2013  
 Number of checks: [REDACTED]

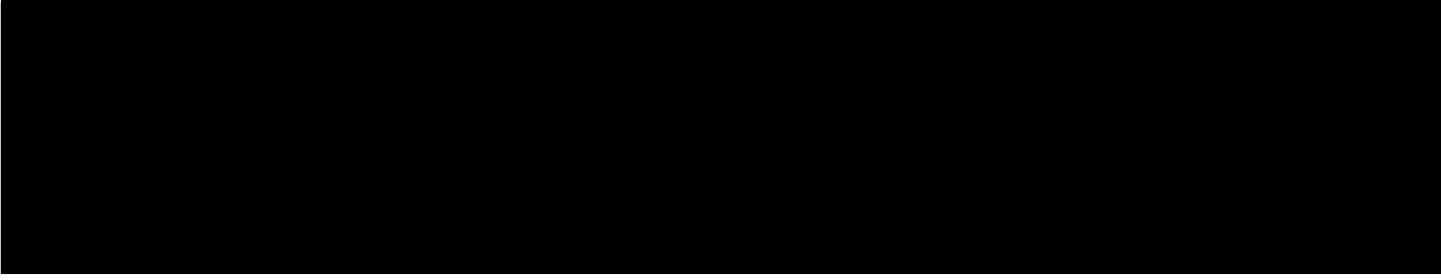
Baystate Medical Enterprises, Inc.  
 C/O Catherine M. Cametti  
 115 Lincoln Road  
 Walpole MA 02081

Statement Summary

Account Number	Type	Balance
[REDACTED]	Small Business Checking	500,000.00



Transactions for Small Business Checking - [REDACTED]



Service Charges for Small Business Checking - [REDACTED]



*Michelle A. Fox*

**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 Medical Enterprises, 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 Catherine Cametti	115 Lincoln Road, Walpole MA 02081	\$ 51,000 % 10.2	Cash	President	Loan to non-profit, 5% Interest
2 Robert Angelo	1269 Vermeer Drive, Nokomis FL 34275	\$ 50,000 % 10	Cash	None	Loan to non-profit, 5% Interest
3 Jared Bretholtz	28 Bristol Road, Newton MA 02465	\$ 350,000 % 70	Cash	None	Loan to non-profit, 2% Interest

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	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			
2 Add more rows as needed.....	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			



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

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

Corporation Name: Baystate Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

	Expense Type	Costs	Explanation of Expense
	<b>Planning and Development</b>		
1	Architect and design fees	\$15,000	Architectural drawings for build-out through HB, LLC
2	Environmental survey	\$0	Not applicable
3	Permits and Fees	\$5,500	DPH review fee; Building permit and related expenses
4	Security assessment	\$500	Security assessment and design through Canna Security
5	Land/building cost	\$0	New build covered by landlord
6	Site clean-up and preparation	\$0	Covered by landlord
7	Other- describe	\$150,000	Real estate soft cost reimbursement
8	_____		
9	_____		
	<b>Build-out Costs</b>		
1	Construction expenses	\$35,000	Facility electric; Rest of space built to spec by landlord
2	Painting and finishes	\$20,000	Upgrades not covered by landlord as build to spec
3	Security system	\$45,000	Security system, _____
4	Landscape work	\$0	Covered by landlord
5	Parking facility	\$0	Covered by landlord
6	Other- describe	\$0	
7	_____	\$0	
8	_____	\$0	
9	_____	\$0	
	<b>Equipment Costs</b>		
1	Vehicles and transportation	\$0	Secure vehicle to be leased initially
2	Cultivation equipment	\$178,529	Phase 1 cultivation equipment and supplies
3	Furniture and storage needs	\$60,000	Offices, back-loading shelves, reception, and vault
4	Computer equipment	\$25,000	Tablets, computers, printers, servers, etc.
5	HVAC	\$19,200	Cultivation rooms HVAC and temperature controls
6	Kitchen/food prep equipment	\$95,100	Kitchen plus extraction and quality control equipment
7	Other- describe	\$0	
8	_____	\$0	
9	_____	\$0	
	<b>TOTAL</b>	<b>\$648,829</b>	

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

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

Corporation Name: Baystate Medical Enterprises, Inc.

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

Budget Period: 10/1/14 to 9/30/15

Projected Number of Patients: 2,227 and Number of Visits: 57,282

		Year ONE Budget	Budget Notes
<b>REVENUE</b>			
1	Medical Marijuana sales	\$3,833,676	Retail sales, net of Compassion Program discount
2	Other supplies sold	\$61,776	Retail sale of other supplies
3	Other revenue sources	\$31,111	Wholesale of medical marijuana
A	<b>TOTAL REVENUE:</b>	<b>\$3,926,563</b>	
<b>PAYROLL EXPENSES</b>			
	<b>Personnel Category</b>	<b># FTE</b>	
1	Executive Management Team	3.0	EMT taking reduced compensation in first year
2	Dispensary Management	5.0	FTE is average for year
3	Cultivation Management	7.5	FTE is average for year
4	Dispensary Asst Mgrs /Associates	8.4	FTE is average for year
B	<b>TOTAL SALARIES</b>	<b>23.9</b>	<b>\$969,019</b>
C	Fringe Rate and Total	<b>35%</b>	\$339,157
D	<b>TOTAL SALARIES PLUS FRINGE (B+C)</b>	<b>\$1,308,176</b>	Payroll taxes and employee benefits
<b>OTHER EXPENSES</b>			
1	Consultants	\$108,000	Consulting fees for operational support/training
2	Equipment	\$196,026	Expansion of cultivation capacity (Phase 2)
3	Supplies	\$266,130	Supplies used in grow operation and retail sale
4	Office Expenses	\$26,332	Office supplies and expenses
5	Utilities	\$168,102	Utilities for dispensary and cultivation
6	Insurance	\$34,320	General liability insurance
7	Interest	\$57,621	Interest expense in first year
8	Depreciation/Amortization	\$135,935	Non-cash expense; D&A of capex & startup costs
9	Leasehold Expenses	\$0	Phase 2 build-out covered by landlord
10	Bad Debt	\$0	Purchases by patients in cash or with credit card
11	Security Services	\$45,000	Security services (dispensary and cultivation)
12	Rent	\$480,000	Rent expense (dispensary and cultivation)
13	Advertising and Marketing	\$82,368	Educational info to support RMD awareness
14	Other G&A	\$219,157	Other general & administrative
15	Other COGS	\$50,123	Other production costs and cost of goods sold
16	Charitable Contributions	\$39,000	Support of local charities and other nonprofits
17	Reserve for Income Taxes	\$522,828	Tax payments as per IRS Code Section 280E
E	<b>TOTAL OTHER EXPENSES</b>	<b>\$2,430,942</b>	
	<b>TOTAL EXPENSES: (D+E)</b>	<b>\$3,739,118</b>	
	<b>DIFFERENCE</b>	<b>\$187,446</b>	

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

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

Corporation Name: Baystate Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

Fiscal Year Time Period: 10/1 through 9/30 Projected Start Date for the First Full Fiscal Year: 10/1/14

	FIRST FULL FISCAL YEAR PROJECTIONS 2015	SECOND FULL FISCAL YEAR PROJECTIONS 2016	THIRD FULL FISCAL YEAR PROJECTIONS 2017
Projected Revenue	\$3,926,563	\$7,564,739	\$8,947,319
Projected Expenses	\$3,543,092	\$6,667,292	\$7,993,079
TOTAL :	\$383,472	\$897,447	\$954,240
Number of Patients	2,227	3,200	3,867
Number of Patient Visits	57,282	118,213	149,980
Projected % of growth rate annually	N/A	93%	18%
Total FTE in staffing	24 (average)	41 (average)	49 (average)
Projected Medical Marijuana Inventory	61.6 Lbs.	85.3 Lbs.	93.2 Lbs.

**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 Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
120R Grove Street Franklin, MA 02038	Norfolk	Letter of Intent to Lease

 ORIGINAL



**120R GROVE STREET  
FRANKLIN, MASSACHUSETTS  
LETTER OF INTENT TO LEASE  
FOR  
BAYSTATE MEDICAL ENTERPRISES**

**Prepared For:** Catherine Cametti  
115 Lincoln Road  
Walpole, MA

**Submitted By:** Rick Kaplan & Casey Killam  
RE/MAX Executive Realty  
445 Franklin Village Drive  
Franklin, MA 02038

**Submitted:** November 14, 2013

On behalf of Al-Je-Beau Realty Trust, RE/MAX Executive Realty is pleased to submit this proposal to lease space at 122 Grove Street, Franklin, Massachusetts, incorporating the following terms and conditions:

### PROPOSED BUSINESS TERMS

- Landlord:** Al-Je-Beau Realty Trust
- Tenant:** Baystate Medical Enterprises
- Building:** 120R Grove Street, Franklin, MA
- Space to be leased:** Approximately 40,800 RSF
- Lease Term:** Ten (10) Years
- Option To Extend:** Three additional Five (5) year terms will be granted with 9 months prior written notice.
- Lease Commencement:** As soon as building can be constructed and the first day of the month AFTER Occupancy Permits are received.
- Prior Access:** Tenant may take possession as early as General Contractor confirms it is safe for tenant to start its required build-out and the installation of furniture & equipment.
- Rent Commencement Date:** To coincide with the first day of the month prior to Landlord's first mortgage and or interest payment due date.
- Real Estate Tax & Operating Costs:** Tenant shall be responsible for 100% of Real Estate taxes & Operating expenses.  
Expected Real Estate Taxes are estimated at \$1.50 to \$2.00psf.  
Expected Operating Costs are \$0.75 to \$1.25psf.
- Tenant Improvements & expected HARD costs associated:** Landlord to construct a new two story 40,800sf building per agreeable layout which will be more defined in later document. Current expected cost is \$4,400,000. Landlord and tenant will work together to bid out job to other contractors. In the event that costs are lowered, rent will be adjusted accordingly.
- Soft Costs paid by Landlord:** Tenant shall reimburse Landlord for all soft costs. Costs are estimated to total \$150,000. The actual total costs will be reimbursed over a maximum period of 60 months. No interest will be charged for the first 12 month period to start as of lease signing however any remaining balance will accrue interest at an annual rate of 10%. Landlord to provide Tenant with a detailed listing of

soft costs, including whom was paid, for what service and for what amount.

**Base Rental Schedule:** Expected base rent is approximately \$33,000/month. This amount is based off the expected financing assumption\* and adding a profit margin of \$7,000/month. Rent will remain fixed for five (5) years and then to be adjusted each five year period as to maintain the original Landlord profit of \$7,000/month PLUS 5% increase fixed for five years.

**\* Financing Assumption:** Landlord will request to borrow from a local commercial bank 100% of all Costs associated with the construction of said building. Landlord agrees to negotiate for a best rate and to amortize loan over a maximum period of 25 years if so allowed by lender.  
**Example: Assuming loan of \$4.4 at 5% over 25 years.**  
**Monthly payment to lender from Landlord: \$25,722**  
**Monthly payment to Landlord from Tenant: \$32,722**

**Refinancing Opportunity:** Within the first five years of the initial term, should the opportunity arise to refinance the debt, Landlord agrees to work with Tenant to review such opportunity. Provided the new terms do not add any additional time extension on the debt and Tenant agrees to pay all expenses related to such refinance, Landlord agrees to work with Lender to accomplish this refinancing. 100% of the monthly payment decrease will be passed on to Tenant. After the initial five year period, should Landlord decide to refinance, in no way will this effect Tenant or their lease rate.

**Option Period Rent:** At each option period, base rent shall increase by the newly adjusted mortgage payment as to maintain the then Landlord profit margin of approximately \$7,717/month PLUS 5% increase fixed for five years. Base rent will not be adjusted down.

**Parking:** To be determined based upon zoning requirements.

**Signage:** Size and location to be agreed upon.

**Assignment/Subletting:** Tenant shall have the right to sublet or assign space, with Landlord's prior written approval, which shall not be unreasonably withheld or delayed. Tenant may sublet to an affiliate without Landlord approval. Tenant & Landlord shall split 50/50 any profits from subletting after tenant expenses to sublease.

**Utilities:** Tenant to pay all metered utilities directly to provider.

DB  
CC

**Access:** Tenant shall have access to their premises in the building and parking facilities 24 hours per day, 7 days per week, 52 weeks per year.

**Prepayments:** Upon lease signing, First Months base rent and Last Months base rent shall be due.

**Security Deposit:** Initial deposit shall be \$400,000 and shall be kept in a separate account. Deposit is due once all contingencies of the Lease Agreement are satisfied. Interest will be given on a yearly basis to tenant.  
After 15 months of paid rent and provided tenant can show 3 months of consecutive profitability, said deposit shall be reduced to \$100,000 provided return of deposit is first used to pay any soft costs remaining unpaid. .

**Brokerage:** Landlord agrees to pay commission to RE/MAX Executive Realty per a separate agreement.

**Confidentiality:** Any and all matters concerning this negotiation and all contents of the lease document will remain strictly confidential.

**Contingency:** Landlord will not begin construction and Tenant will have no obligation under this agreement unless Tenant is approved at the municipal and state level for the operation of a Registered Marijuana Dispensary in Franklin.

Though this proposal does not constitute a binding offer to lease the space herein referenced, it outlines the current intent of the parties. It is subject to the availability of the space and execution of a mutually agreeable lease. This agreement is valid until November 15, 2013 and must be executed on or before such date.

Agreed and accepted:

Landlord

Tenant

By: *Nelva A. Beaulieu, Trustee*  
Al-Je-Beau Realty Trust

By: *Catherine Cametti*  
Catherine Cametti

Date: 11/15/13

Date: 11-15-13



**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 Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
120R Grove Street Franklin, MA 02038	Norfolk	Letter of Intent to Lease

ORIGINAL



**120R GROVE STREET  
FRANKLIN, MASSACHUSETTS  
LETTER OF INTENT TO LEASE  
FOR  
BAYSTATE MEDICAL ENTERPRISES**

**Prepared For:** Catherine Cametti  
115 Lincoln Road  
Walpole, MA

**Submitted By:** Rick Kaplan & Casey Killam  
RE/MAX Executive Realty  
445 Franklin Village Drive  
Franklin, MA 02038

**Submitted:** November 14, 2013

On behalf of Al-Je-Beau Realty Trust, RE/MAX Executive Realty is pleased to submit this proposal to lease space at 122 Grove Street, Franklin, Massachusetts, incorporating the following terms and conditions:

**PROPOSED BUSINESS TERMS**

- Landlord:** Al-Je-Beau Realty Trust
- Tenant:** Baystate Medical Enterprises
- Building:** 120R Grove Street, Franklin, MA
- Space to be leased:** Approximately 40,800 RSF
- Lease Term:** Ten (10) Years
- Option To Extend:** Three additional Five (5) year terms will be granted with 9 months prior written notice.
- Lease Commencement:** As soon as building can be constructed and the first day of the month AFTER Occupancy Permits are received.
- Prior Access:** Tenant may take possession as early as General Contractor confirms it is safe for tenant to start its required build-out and the installation of furniture & equipment.
- Rent Commencement Date:** To coincide with the first day of the month prior to Landlord's first mortgage and or interest payment due date.
- Real Estate Tax & Operating Costs:** Tenant shall be responsible for 100% of Real Estate taxes & Operating expenses.  
Expected Real Estate Taxes are estimated at \$1.50 to \$2.00psf.  
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- Soft Costs paid by Landlord:** Tenant shall reimburse Landlord for all soft costs. Costs are estimated to total \$150,000. The actual total costs will be reimbursed over a maximum period of 60 months. No interest will be charged for the first 12 month period to start as of lease signing however any remaining balance will accrue interest at an annual rate of 10%. Landlord to provide Tenant with a detailed listing of

DB  
AC

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**Option Period Rent:** At each option period, base rent shall increase by the newly adjusted mortgage payment as to maintain the then Landlord profit margin of approximately \$7,717/month PLUS 5% increase fixed for five years. Base rent will not be adjusted down.

**Parking:** To be determined based upon zoning requirements.

**Signage:** Size and location to be agreed upon.

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**Utilities:** Tenant to pay all metered utilities directly to provider.

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CC

**Access:** Tenant shall have access to their premises in the building and parking facilities 24 hours per day, 7 days per week, 52 weeks per year.

**Prepayments:** Upon lease signing, First Months base rent and Last Months base rent shall be due.

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Agreed and accepted:

Landlord  
By: *Diana G. Beaulieu, Trustee*  
Al-Je-Beau Realty Trust  
Date: 11/15/13

Tenant  
By: *Catherine Cametti*  
Catherine Cametti  
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 Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
120R Grove Street Franklin, MA 02038	Norfolk	Letter of Intent to Lease

ORIGINAL



**120R GROVE STREET  
FRANKLIN, MASSACHUSETTS  
LETTER OF INTENT TO LEASE  
FOR  
BAYSTATE MEDICAL ENTERPRISES**

**Prepared For:** Catherine Cametti  
115 Lincoln Road  
Walpole, MA

**Submitted By:** Rick Kaplan & Casey Killam  
RE/MAX Executive Realty  
445 Franklin Village Drive  
Franklin, MA 02038

**Submitted:** November 14, 2013

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ADD  
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Agreed and accepted:

Landlord  
By: *Debra G. Beaulieu, Trustee*  
Al-Je-Beau Realty Trust  
Date: 11/15/13

Tenant  
By: *Catherine Cametti*  
Catherine Cametti  
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 Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

Site	City/Town	County	Type of Support Attached
1	Franklin, MA	Norfolk	Jeffrey D. Nutting, Franklin Town Administrator/CEO Robert E. Valle, Franklin Town Council Chairman
2	N/A		

# Town of Franklin

 ORIGINAL

Town Administrator  
Tel: (508) 520-4949

Fax: (508) 520-4903



355 East Central Street  
Franklin, Massachusetts 02038-1352

November 6, 2013

Mr. Cullen Roberts  
The Commonwealth of Massachusetts  
Executive Office of Health and Human Services  
Department of Public Health  
250 Washington Street  
Boston, MA 02108-4619

Re: Support for Baystate Medical Enterprises, Inc. locating a RMD (Registered Marijuana Dispensary) in the Town of Franklin

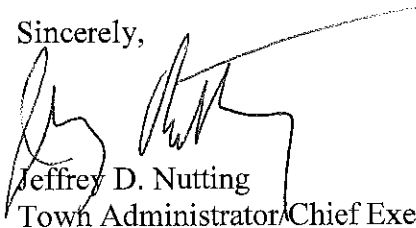
Dear Mr. Roberts:

On June 5, 2013, the Franklin Town Council unanimously adopted Zoning Bylaws 13-708, 13-709, 13-710, 13-711 and 13-712 that will allow "as of right" siting of an RMD for dispensing, cultivation and processing of medical marijuana in three separate zones in the Town of Franklin.

As a result of that vote and meetings with Baystate representatives, I support the siting of their proposed RMD to be located at 120 R Grove Street which is in the medical marijuana overlay district, in accordance with the laws and regulations of the Commonwealth and the Zoning Bylaws of the Town of Franklin. Please feel free to call or write with questions or clarifications.

Please feel free to call or write with questions or clarifications.

Sincerely,

  
Jeffrey D. Nutting  
Town Administrator/Chief Executive Officer

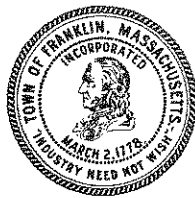
cc: Bruce Hunchard, Chairman, Franklin Board of Health  
Robert Vallee, Chairman, Franklin Town Council



# Town of Franklin

 ORIGINAL

Town Administrator  
Tel: (508) 520-4949



Fax: (508) 520-4903

355 East Central Street  
Franklin, Massachusetts 02038-1352

November 6, 2013

Mr. Cullen Roberts  
The Commonwealth of Massachusetts  
Executive Office of Health and Human Services  
Department of Public Health  
250 Washington Street  
Boston, MA 02108-4619

Re: Support for Baystate Medical Enterprises, Inc. locating a RMD (Registered Marijuana Dispensary) in the Town of Franklin

Dear Mr. Roberts:

On June 5, 2013, the Franklin Town Council unanimously adopted Zoning Bylaws 13-708, 13-709, 13-710, 13-711 and 13-712 that will allow "as of right" siting of an RMD for dispensing, cultivation and processing of medical marijuana in three separate zones in the Town of Franklin.

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Please feel free to call or write with questions or clarifications.

Sincerely,

Robert R. Vallee  
Town Council Chairman



**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 Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	Dispensing	120R Grove Street Franklin, MA 02038	Letter of Intent to Lease	Jeffrey D. Nutting, Franklin Town Administrator/CEO Robert E. Valle, Franklin Town Council Chairman
2	Cultivation	120R Grove Street Franklin, MA 02038	Letter of Intent to Lease	Jeffrey D. Nutting, Franklin Town Administrator/CEO Robert E. Valle, Franklin Town Council Chairman
3	Processing	120R Grove Street Franklin, MA 02038	Letter of Intent to Lease	Jeffrey D. Nutting, Franklin Town Administrator/CEO Robert E. Valle, Franklin Town Council Chairman

ORIGINAL

**RMD ORGANIZATIONAL CHART  
(Exhibit 6.1)**

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

Corporation Name: Baystate Medical Enterprises, Inc.

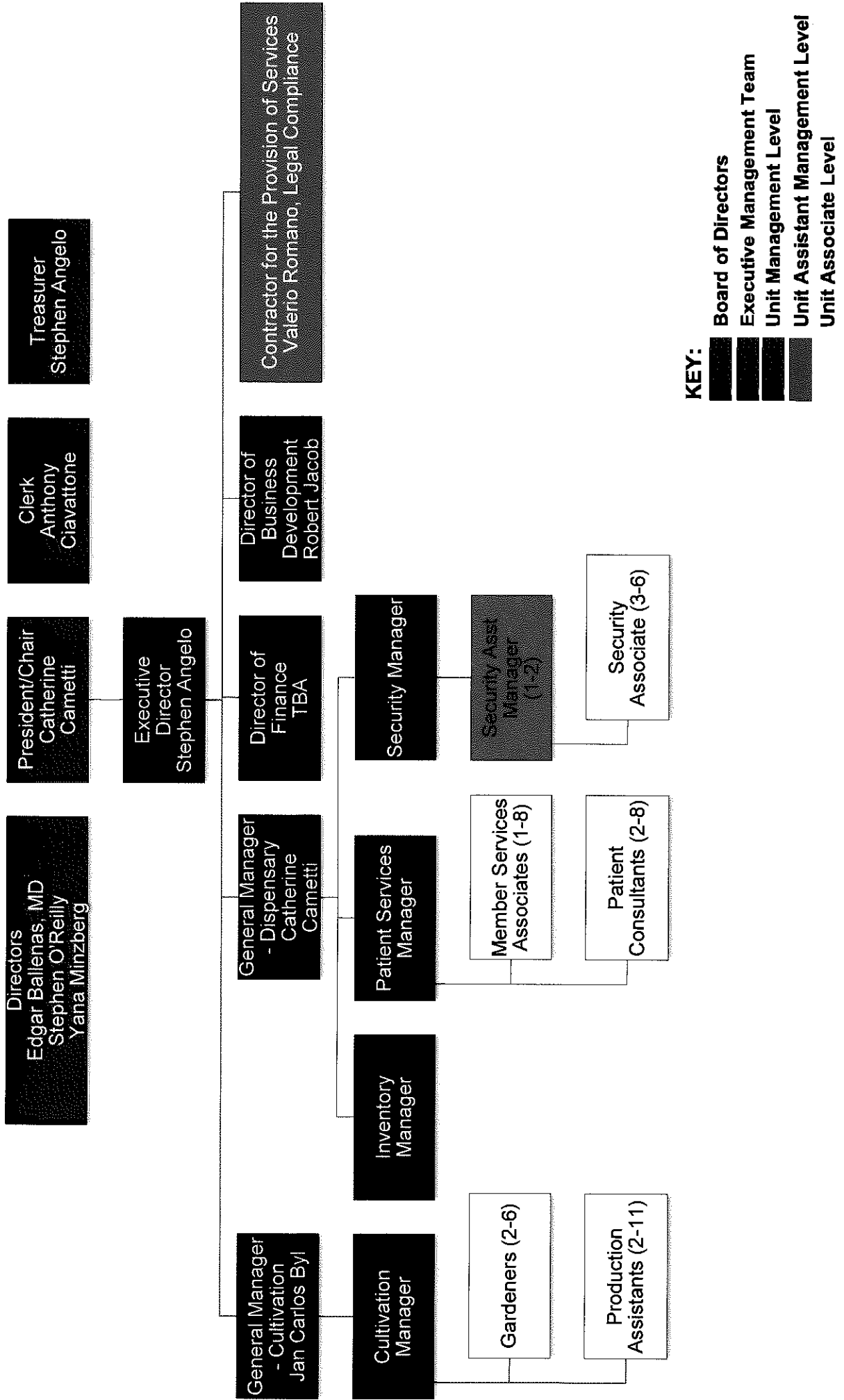
Application # (if more than one): \_\_\_\_\_

Attach organizational chart.

---

BAYSTATE MEDICAL ENTERPRISES, INC. dba BEACON WELLNESS CENTER

Organizational Chart





ORIGINAL

**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 Medical Enterprises, Inc.

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

Attach evidence of enrollment.

**iCORI**Commonwealth of Massachusetts  
Department of Criminal Justice Information Services**1** Choose Account Type**2** Enter Account Details**3** Verify and Submit**4** Confirmation**iCORI Account Information Submitted on 08/13/2013, 12:21**

Your Organization account has been created successfully. An email containing account activation information has been sent to the email address below. Please print this information for your records.

**Please Note:** You will not be able to perform a CORI request unless you follow the activation instructions contained within the activation e-mail.

If you have any questions regarding your account, please e-mail us at [ICORI.INFO@state.ma.us](mailto:ICORI.INFO@state.ma.us), or call the Constituent Assistance and Research Unit at 617-860-4640 between 8:00 AM and 6:00 PM Eastern Time, Monday - Friday.

**Note:** To ensure proper receipt of all iCORI emails please check your email spam filters and/or add [icori.submission@state.ma.us](mailto:icori.submission@state.ma.us) to your email safe senders list.

Email: [rina.cametti@gmail.com](mailto:rina.cametti@gmail.com)Username: **baystateme**Name: **Cametti, Catherine**Organization Name: **Baystate Medical Enterprises**

Organization ID: [REDACTED]

Return to the [iCORI Welcome Page](#).

<b>RMD STAFF (Exhibit 6.4)</b>
------------------------------------

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

	Name	Role/Title
1	N/A	
2		
3		
4		
5		
6		

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

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

Corporation Name: Baystate Medical Enterprises, Inc. Application # (if more than one): \_\_\_\_\_

Key Benchmarks <sup>1</sup>	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
Project Prep (project plan & budgeting)	7/24/13	Executive Director	Low	10/1/14
Initial Package received from Consultant(s)	8/13/13	Executive Director	Medium	
Marketing Plan & Brand Development	9/2/13	Marketing Consultant	Low	
Real Estate (R.E. team assembled, properties evaluated, agreement reached)	9/12/13	Real Estate Agent	High	
Floor Plan Designs & Architectural Drawings Done	9/22/13	Architect	High	
Outside Services Checklist Reviewed & Approved	9/22/13	Project Manager	Low	
Patient Care (Sales) Operations Plan Developed	10/12/13	Project Manager	Medium	
Member Services Operations Plan Developed	10/15/13	Project Manager	Medium	
Inventory Operations Plan Developed	10/16/13	Project Manager	Medium	
Cultivation Operations Plan Developed	10/22/13	Project Manager	Medium	



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Cash Management Template Developed (register & petty cash)	10/22/13	Project Manager	Medium
Security Operations Plan Developed	11/1/13	Project Manager	Medium
Policies & Procedures Manual Developed	11/6/13	Project Manager	Medium
Phase II Application Submitted	11/21/13	Executive Director	High
Submit Plans for DPH Architectural Review	12/06/13	Executive Director	High
Receive Construction Bids	12/21/13	Project Manager	High
Hire General Contractor	1/4/14	Executive Director	High
Hire Security Contractor	1/9/14	Executive Director	Medium
Hire IT Contractor	1/14/14	Executive Director	Medium
Provisional Certificate Awarded	2/1/14	Executive Director	High
Procurement Guide Provided by Consultant(s)	2/2/14	Project Manager	Medium
Receive Project Plan from General Contractor; Coordinate all Timelines	2/4/14	Project Manager	Medium
Obtain Building Permits	2/6/14	General Contractor	High
Construction Begins	2/11/14	General Contractor	High



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Website Developed	3/13/14	Web Consultant	High
Hire Department Managers, Cultivation Site	4/13/14	Executive Director	High
Complete Cultivation Department Manager Training	4/27/14	Operations Consultant	High
Print all Operations Manuals	4/29/14	Operations Consultant	Medium
Order Furniture	5/02/14	General Manager	Medium
Establish services/utilities (if not already on)	5/07/14	General Manager	High
Set Up Finance & Accounting	5/13/14	CFO	High
Executive Director Signs-off on patient education materials & processes	5/15/14	Executive Director	High
Hire Associate-level Cultivation Staff	5/17/14	Executive Director	High
Complete Construction & Building Inspections	5/29/14	General Contractor	High
Obtain Certificate of Occupancy	5/29/14	General Contractor	High
Set Up IT	5/30/14	IT Contractor	High
Order Office Supplies & Services	5/31/14	General Manager	Medium
Security Monitoring Goes Live	5/31/14	Security Contractor	High



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Opening Preparations	6/1/14	Opening Preparations	High
Provisional Inspection / Approval to Operate	6/1/14	Executive Director	High
Complete Associate-level Training for Cultivation Employees	6/4/14	General Manager	High
RMD Begins Operations	6/6/14	Executive Director	High
Seed Germination Begins	6/11/14	Master Grower	High
Hire Remaining Department Managers for Dispensary	7/12/14	Executive Director	High
Complete Manager Training for Dispensary (MIT Program)	8/5/14	Operations Consultant	High
Hire Associate-level Dispensary Staff	8/30/14	General Manager	High
First Harvest	9/9/14	Master Grower	High
Complete Associate-level Training for Dispensary Employees	9/19/14	General Manager	High
Medicine is Available for Sale / Dispensary Ready to Open	9/23/14	General Manager	High

Insert more rows if needed

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**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 Medical Enterprises, Inc.

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

Attach sliding price scale.



### BWC Compassion Program Sliding Fee Scale

A mandatory one-on-one consultation with the patient will determine the extent to which reduced cost or free medicine will be made available to him or her, using on the following factors:

Factor	Yes
Is the patient a recipient of MassHealth?	1 point
Is the patient a recipient of Supplemental Security Income?	1 point
Does the patient's annual gross household less than 150% of the federal poverty level for the current year?	2 points
Does the patient's annual gross household income between 151% and 300% of the federal poverty level for the current year?	1 point

Any single patient is eligible for up to four (4) points, which will determine the patient's responsibility for the costs of medicine, as detailed in the following sliding fee scale:

Total Points	Patient Responsibility	Discounted Price Ranges (1/8 oz.)*
4 Points	50% for medicine beyond free 1.0 gram per week	\$12.50 - \$30.00 for medicine beyond free 1.0 gram per week
3 Points	70% for medicine beyond free 1.0 gram per week	\$17.50 - \$42.00 for medicine beyond free 1.0 gram per week
2 Points	80%	\$21.25 - \$51.00
1 Point	90%	\$23.75 - \$57.00

*\*Prices vary based on the type of medicine, quantity purchased and quality.*

**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: Catherine Last Name: Cametti**

**Title: President**

**Authorized Signature for the Applicant Organization**

**(in blue ink):**

