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

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

Corporation Name: BeWell Organic Medicine, Inc.

Application # (if more than one):

	Name	Role within the Corporation
1	Charles M. Saba	Director/President/Treasurer
2	Arthur P. Napolitano, Jr.	Director/Clerk
3		
4		
5		

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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): [BeWell Organic Medicine, Inc.]

Website URL (if applicable): [www.bewellorganicmedicine.com]

Address:

[26 Kimball Circle]

[]

City: [Methuen] State: [MA] Zip: [01844]

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

First Name: [Charles M.] Last Name: [Saba]

FEIN: [463466824]

Contact Person

First Name: [Charles M.] Last Name: [Saba]

Title: [CEO, Executive Director]

Telephone: (978) 432-1182 FAX: (978) 794-9628 E-Mail: [chuck@sabaemail.com]

Contact Person Address (if different):

[]

[]

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

Authorized Signature

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

Background Check Authorization

The Department will conduct a background check on:

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

 ORIGINAL

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: Charles M. Saba
Title: CEO, Executive Director

Date 11-20-2013

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: Charles M. Saba
Title: CEO, Executive Director

Date 11-20-2013

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.

[BeWell Organic Medicine, Inc., Incorporated August 20th, 2013]

1.2 Describe the organization's mission and vision.

[The mission of BeWell Organic Medicine is to ease the pain of patients, providing them with the highest quality organic medicines in a safe and secure environment, while being accountable to sound business standards, and to the concerns and safety of the community.

Our vision is to thrive as an exemplar of the safe medical uses of marijuana, and to be active partners with the Cities located within Essex County.

Our strategy is to take potential weaknesses and make them our strengths by addressing them at the outset. We have done that by: assembling a team of complementary experts in their fields with deep connections to the communities; by selecting and securing an excellent suitable building and location that integrates the city's plans, and is also secure and private; by providing easy access for patients to the commuter rail and the nearby Route 495 interchange; by reaching out to earn the support of city officials and community organizations; and by undertaking this project with the substantial security of a well financed enterprise, managed by proven successful private, non-profit and medical marijuana business professionals.

We aspire to be the leading model of excellence for a RMD in the Commonwealth. (Changed From Phase 1)]

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.

[A Certificate of Change of Directors or Officers of Non-Profit Corporation was filed by BeWell Organic Medicine, Inc., with the Secretary of State's Office, on November 14, 2013. The purpose of the filing was to add a new director, Dr. Jean Tabit, D.O.]

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.

[BeWell Organic Medicine has assembled a team of highly qualified and diverse members with the intent of ensuring the success of its Registered Marijuana Dispensary business by anticipating potential problem areas and addressing them with accountable, experienced leadership. The Executive Management Team of BeWell features Directors with extensive experience and considerable accomplishment in both the private for-profit and non-profit business sectors.

David Hildt is the Director of Afterschool Programs at the Lawrence Family Development Charter School. Previously David Hildt was the Director of Avelante Youth Program, a non-profit organization located in Lawrence MA which serves Latino youth. David prepared and administered a \$400,000 operating budget, and was primarily responsible for fundraising, program development and academic enrichment activities. He is an effective multilingual cross-cultural advocate with proven grant writing accomplishments in project development, and has extensive non-profit and municipal administration experience. Prior to serving at the Avelante Youth Program, David was elected Mayor of the City of Amesbury MA, preparing and administering a budget of \$45 million. While serving two terms as the City's Mayor, David was also honored by his colleagues, being elected president of the Massachusetts Mayors Association.

David Hildt's executive experience at two non-profits serving the same community will be critical to BeWell's ability to hit the ground running in serving the needs of our patients, while navigating the specialized environment of a non-profit business, the need to balance the books with the mission to serve and to become involved in the community.

Charles M. Saba has been an owner of a consulting company and several successful restaurants as well as a District Manager for Friendly Ice Cream Corp. and a District Manager and Vice President of Operations for a regional restaurant chain, Papa Gino's Inc. As a consultant, Chuck assisted numerous companies including Joyce Chen Food Products, Boston Chicken, and Seagram's with start-up, expansion and product development. As a District Manager for Friendly's, Chuck was involved with setting up systems, standards and procedures as well as participating in several new restaurant openings in MA, NH and ME. Chuck was noted several times as a Top District Manager Performer for both Friendly's, and Papa Gino's and D'Angelo's. As a Regional Vice President of Operations for Papa Gino's Inc., Chuck was responsible for up to 1/2 of all D'Angelo Grilled Sandwich concept restaurants in MA, NH, CT and RI. Chuck was instrumental in numerous product roll outs, location of real estate for new restaurants, systems and procedures for management of personnel, and various manuals.

Chuck Saba's experience managing businesses in a dynamic and demanding setting, especially his proven ability to drive start-ups to success and turn around businesses in trouble, is well-matched to the challenges awaiting any team leader undertaking the initiation of a new RMD.

Dr. Jean Tabit, Chief Medical Officer for BeWell Organic Medicine, has worked as a practicing physician at the Greater Lawrence Family Health Center since 2004. Among her many duties at Greater Lawrence Family Health Center, Dr. Tabit supervises group medical visits for prenatal, child obesity, and adolescents in diabetes. Dr. Tabit also serves as the Medical Director for Reach Out and Read within her clinic.

Dr. Tabit is integrated into the community of BeWell's anticipated service area not only by her work at the non-profit Greater Lawrence Family Health Center but also by her Osteopath practice at Lawrence General Hospital. She will be a recognized and reassuring presence at the BeWell facility.

Charles J. Saba is Vice President of Information Technology at FXCM Inc., a global online provider of foreign exchange trading and related services to retail and institutional customers world-wide. FXCM is publicly traded through the New York Stock Exchange, with a market cap of \$1.36 Billion (as of August 2013). Charles manages a global team of engineers and administrators and is responsible for FXCM's offices and off-site locations in London, Sydney, Bulgaria, Berlin, Hong Kong, Shenzhen, and Israel.

Charles' responsibilities include managing IT services in all of FXCM's international offices. While working under a strict budget Charles ensures that each site has proper hardware refreshers, software licensing, internet (private circuits and local connectivity) and IP Phone Systems.

Having an IT expert like Charles on the Executive Team will insure that BeWell Organic Medicine's systems are managed and prioritized professionally. His eight years of experience at a firm that is regulated on three continents and in six jurisdictions has prepared him to keep BeWell Organic Medicine 100% in compliance with 105 CMR 725.

Anthony Troiano, the Director of Cultivation for BeWell Organic Medicine, is a recognized Master Grower with 10 years experience in horticulture in California, in addition to serving as the Facilities and Production Manager for Mercy Wellness Center, a full dispensary and growing facility in Cotati CA. Anthony is also the founder and owner of ToneTea Compost Tea, a Santa Rosa-based producer of composted organic fertilizers which he sells to traditional farms, as well as medical marijuana cultivation centers and cooperatives.

Anthony's experience working both as an entrepreneur grower, and supervising production at a growing facility, gives him valuable knowledge about how to ensure the successful cultivation of the medical marijuana crops, providing the lifeblood to the RMD business.

Jennifer Napolitano, the Director of Accounts/Comptroller for BeWell Organic Medicine, is currently the Comptroller of a \$240 million marketing company, World Class Holdings, LLC. For the past five years she has been preparing profit and loss statements, monthly commission reports, accounts receivable and payable, bookkeeping and paying out monthly commissions to the company partners. She has extensive prior experience in managing accounts for a variety of businesses, including in the medical services field.

Jennifer's work at World Class Holdings has her handling major management responsibilities for large dollar amounts, in a fast-paced environment. She is well-prepared to take on the inevitable challenges of a new venture such as directing the accounts of a RMD.

Director of Security Ron D'Arcangelo, the retired Chief Probation Officer of the Newburyport Trial Court, has since his retirement worked in real estate, including owning and operating his own real estate firm D'Arcangelo Realty from 1990 until 1998. Ron also serves as Vice Chairman of the Board of Directors of the non-profit Haverhill Boys Club.

Robyn Saba, the Director of Education and Training for BeWell Organic Medicine, has been teaching for the past 26 years, in Methuen and Lawrence MA public school systems. She holds a Masters degree in Education.

Judge Kevin M. Herlihy, the Director of Legal Compliance for BeWell, has over 40 years of successful service in the judicial field, having served as First Justice at both the Lawrence District Court and the Haverhill District Court prior to his retirement. Judge Herlihy not only has management experience administering the two District Courts, but also has extensive non-profit experience serving on the Board of Directors of several

organizations including the greater Lawrence Boys and Girls Club, Central Catholic High School, the Essex Art Center, and the Children's Friend and Family Services of Salem Mass.]

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.

[Dr. Jean Tabit, upon graduating from her New Hampshire Dartmouth Medicine Residency in 2004, Dr. Tabit joined the Greater Lawrence Family Health Center. She has worked there serving the Lawrence community for nearly 10 years. Among her many duties at GLFHC she supervises group medicine visits for prenatal, child obesity, adolescents and diabetes. Dr. Tabit also serves as the Medical Director for Reach Out and Read within her clinic. Dr. Tabit is a Clinical Instructor in Family Medicine for Tufts University School of Medicine and enjoys spending part of her time teaching Residents, as well as medical students. She has been recognized for her work among the underserved and has been awarded a grant from the National Health Service Corps to continue her efforts.

Board Certified in Family Medicine, Dr. Tabit is an active member in good standing of the Medical Staff at Lawrence General Hospital where she admits and conducts rounds on her patients. She is familiar with and complies with the guidelines of many regulatory boards including Massachusetts Board of Registration in Medicine, American Board of Family Medicine, Department of Public Health, Controlled Substances Bureau, Joint Commission Accreditation Health Care Administration, and Occupational Safety and Health Administration.

As an Osteopath, Dr. Tabit is interested in holistic medicine as an adjunct to traditional medicine. She has participated in Continuing Medical Education programs for Medical Marijuana and continues to educate herself in this regard. Her office offers many alternative medicinal programs including osteopathic manipulation, hypnosis, acupuncture, group exercise and yoga. Dr. Tabit envisions eventually integrating traditional western medicine with alternative medicine practices, and utilizing the medicinal qualities of marijuana to create a holistic clinic environment for patients in need.

Jennifer Napolitano has experience in the medical field as well, having completed education as a medical assistant in conjunction with her past employment for OB/GYN Associates of Southern New Hampshire. Jennifer's responsibilities at OB/GYN Associates included preparing charts and rooms for patients, performing vitals and the updating of patient files. She assisted the doctors with exams and medical procedures, taking specimens from the procedures, labeling and sending them to the lab for analysis. She also prepared results for doctors, taken lab tests for urinalysis, pregnancy UTI, and did first-time appointments with new pregnant couples.

Anthony Troiano started his career as a horticultural hobbyist, and over the years developed a passion for plants and the many facets of the horticultural industry.

He has worked in traditional cultivation for many years, and for the last eight years specifically with marijuana cultivation in several Grow Cooperatives in and around Santa Rosa CA, assisting with all aspects of the cultivation of high quality Medical Marijuana sold to local dispensaries.

As the Facilities Production Manager at Mercy Wellness Center in Cotati CA, Anthony was in charge of planning and scheduling for all phases of growth from seed to planting, mother creation, cloning, pruning, fertilizing, pest control, harvesting and curing. Additionally, Anthony set up standards to assure that all measures of cleanliness and sanitation were in place, and adhered to. At Mercy Wellness he worked hard to maintain a positive relationship with the surrounding neighbors, the local Police Department, and the City of Cotati.

Anthony is familiar with and has cultivated numerous strains of Indica, Sativa and cross strains including some that he has created. His creation, Darth Tone competed at the High Times Cannabis Cup is now a staple strain in many California Dispensaries.

Anthony is the founder and owner of ToneTea Compost Tea, a Santa Rosa based producer of composted organic fertilizers which he sells to traditional farms, as well as medical marijuana cultivation centers and cooperatives.

Chuck Saba also has relevant experience in a health related field having been principally responsible for compliance with state and local health codes while serving as Regional Vice President of Papa Gino's Inc. Chuck also was directly responsible for health regulation compliance in his past experience owning two restaurants, and in the operating of his consulting company, American Food Professionals, where he helped put new food products into the market, and assisted with startups for restaurants and food production facilities. Chuck was one of Massachusetts' first ServSafe certified trainers. As a trainer he had a 97% certification rating.

Judge Kevin M. Herlihy was the first presiding judge in Massachusetts to accept federal money with the purpose of starting a drug court session. The funds were used to engage local professionals who worked with those who were on probation for drug offenses. Judge Herlihy, along with staff members, attended a drug court session in Sacramento, California. He also attended a session with judges from all across the country at Georgetown Law School in Washington DC. These experiences, and his own research, led him to believe that although marijuana is abused by many, there were many useful purposes for it in medical pain relief.

David Hildt, before his career in municipal and non-profit management, served as a Peace Corps volunteer in Brazil for three years, working in rural villages to provide education, economic and agricultural development, and basic health services.

Robyn Saba, as a teacher in the Lawrence and Methuen school systems has taught behaviorally challenged students, as well as a significant number of special needs students. Robyn in addition to a Masters in Education, has a Bachelors degree in Psychology.

Ron D'Arcangelo does not have any direct experience in healthcare services or services for medical marijuana, however he did at one time own two restaurants, and had to ensure health standards and compliance with local Board of Health regulations.

Charles J. Saba does not have any direct experience in either the healthcare or medical marijuana service fields.]

- 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.

[Charles M. Saba is the CEO and Executive Director of BeWell Organic Medicine, and he will be responsible for the financial management and oversight of the organization, while working closely with the BeWell Executive Management Team.

Chuck Saba has earned success at all levels of the Restaurant and Food Services Industry and has extensive experience in numerous facets of management and compliance. He has owned two restaurants as well as American Food Professionals, a consulting company that helped put new food products into the market and assisted with business plans for startup restaurants and food production facilities. He has worked closely with Joyce Chen Food Products, Boston Market and Seagram's, and has held positions as a District Manager of Friendly Ice Cream Corporation, and as a Regional Vice President of Papa Gino's Inc.

As the District Manager for Friendly Ice Cream Corp., Chuck was responsible for the general operations of up to 20 restaurants. He also planned the logistics, built, and staffed two entirely new restaurants in Maine. As a Regional Vice President of Operations for Papa Gino's Chuck had total budgetary planning and execution responsibilities for budgets usually around \$60 million annually. He also was responsible for training, staffing, and adherence to standards and regulations for half of the D'Angelo Grill Sandwiches Restaurants including operations in Massachusetts, New Hampshire, Rhode Island and Connecticut.

Jennifer L. Napolitano, is the Comptroller and Office Manager for a \$240 million marketing company, World Class Holdings, LLC. For over the past 5 plus years she has been preparing P/L's, monthly commission reports, accounts receivable and payable, bookkeeping and paying out monthly commissions to the company partners. Jennifer will serve as Director of Accounts/Comptroller for BeWell Organic Medicine, in which capacity she will be responsible for the maintenance of all accounts, and all record-keeping.

David Hildt, as Executive Director of an independent non-profit organization annually serving 125 Latino youth in grades 7-12, prepared and administered a \$400k budget. He had primary responsibility for fund-raising and program development, oversaw the Prep Program which included intensive test preparation and academic enrichment activities for middle school youth, administered the Adelante Scholar and community service program for 40 high school students in six partner schools. As Mayor of Amesbury, David prepared and administered a budget of \$45 million. He was directly responsible for projects relating to economic development, affordable housing and adaptive reuse. David Hildt negotiated contracts for police, firefighters, teachers, DPW, office professional union members and non-aligned employees. As Mayor David served as chair of the School Committee. He also collaborated with state and federal officials and agencies to develop and implement grants and contracts.

Among David's accomplishments as a non-profit executive are: securing over \$400,000 in scholarship funding for over 100 students in the past six years, being an active member of the Massachusetts Working Group on Stemming Summer Learning Loss – a project of UMass/Lowell Center for Family, Work, and Community, creating the Summer Success program offering engaging academics, recreation and field trips to prevent summer learning loss of middle school students, and negotiating the merger of Adelante Inc. with the Merrimack Valley YMCA.

Charles J. Saba's major responsibility as Vice President of Information Technology is managing the IT budget for the firm's international offices. Hong Kong and London alone approach \$250,000 in annual IT operational costs which include hardware refreshers, software licensing, internet, and IP Phone System maintenance. Charles has also managed the logistics and execution of new office site launches in Bulgaria, Berlin, and Dubai. In Bulgaria for example he worked with a \$100,000 start-up budget to purchase IT equipment such as servers and end-user computers. He then put in place a \$50,000 annual budget to maintain the site going forward.

Upon graduating from her New Hampshire Dartmouth Medicine Residency in 2004, Dr. Jean Tabit joined the Greater Lawrence Family Health Center. She has worked there serving the Lawrence Community for nearly 10 years. Among her many duties at GLFHC she supervises group medicine visits for prenatal, child obesity, adolescents and diabetes. Dr. Tabit also serves as the Medical Director for Reach Out and Read within her clinic.

Anthony Troiano, Director of Cultivation, is the founder and owner of ToneTea Compost Tea, a Santa Rosa based producer composted organic fertilizers which he sells to traditional farms as well as to medical marijuana cultivation centers and cooperatives. Anthony Troiano's compost business has had sales in the tens of thousands of dollars. In addition Anthony has served as the Facilities Production Manager at Mercy Wellness Center in Cotati, CA where he was in charge of planning and scheduling for all phases of growth from seed planting, overseeing several hundred thousand dollars in agricultural business transactions.

Ron D'Arcangelo, Director of Security, following his retirement as Chief Probation Officer at the Newburyport Trial Court, has owned two restaurants and two real estate businesses. He is no longer in the restaurant or real estate business.

Judge Kevin M. Herlihy, Director of Legal Compliance, he ran his own private law practice before being appointed to the bench.

Robyn A. Saba, Director of Education and Training, has had positions of great responsibility teaching with the Lawrence and Methuen public school systems, but she does not have direct experience running an organization or business.]

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

[The BeWell Organic Medicine Executive Management Team was recruited specifically to have several key members who have proven ability in managing a variety of enterprises, business and non-profit, medical and otherwise, while dealing with financial challenges.

Throughout all of his business career working in the private and chain restaurant industry, Chuck Saba built a reputation as a problem solver, the person to send in when a business needed to be turned around, or started out on the right track. As the District Manager for Friendly Ice Cream Corp., Chuck Saba was responsible for the general operations of up to 20 restaurants. He also planned the logistics, built, and staffed two entirely new restaurants in Maine. As a Regional Vice President of Operations for Papa Gino's Chuck had total budgetary planning and execution responsibilities as well as training, staffing, and adherence to standards and regulations for half of the D'Angelo Grill Sandwiches Restaurants including operations in Massachusetts, New Hampshire, Rhode Island and Connecticut.

Chuck was responsible for the company-wide Guest Service Program at Papa Gino's Inc. for 5 years. During this period Chuck's region enjoyed an increase in overall guest satisfaction from 51% to 68%, the Papa Gino concept an increase from 48% to 64%, and the D'Angelo concept from 49% to 66%. Also during this time, Chuck was in charge of monitoring both Papa Gino and D'Angelo's Guest Commentary Program, reducing overall guest complaints and improving overall guest service. Chuck was one of Massachusetts' first ServSafe Certified Trainers, and as a trainer he had a 97% certification rating.

As Comptroller for World Class Holdings LLC, a \$240 million marketing company, Jennifer Napolitano is accustomed to making financial corrective measures on a ongoing monthly basis, in order to meet the challenges of a rapidly changing marketplace, and to continuously keep investors protected from financial exposure.

David Hildt, in his various public sector and non-profit executive management positions, has routinely dealt with managing needed financial corrective actions as they occur in the normal course of business. While Mayor of Amesbury, David had to juggle the pressures of cuts in state aid at the same time as declining local revenues due to poor economic conditions, while meeting demands from the public to provide services and pay municipal employees and other operating and capital costs. David, in his capacity as Executive Director of both the Avelante Youth Program and the Lawrence Family Development Charter School, has had to re-prioritize operating budgets in consideration of financial corrective measures necessitated by budgetary constraints. David is also very familiar with satisfying the very specific requirements of grant programs, non-profit regulations, and the realities of providing services in a business without a for-profit motivation.

Charles J. Saba, Vice President of Information Technology at FXCM Inc. is responsible for FXCM's international offices and off-site locations. A large part of this responsibility includes auditing the IT spending for these regions. Where possible Charles will identify opportunities to cut down on bloated

services and consolidate compatible systems. Licenses will be removed for software that is no longer in use and contracts will be terminated where there is overlap with another service provider. Such measures can lead to annual cost reductions in excess of tens of thousands of dollars.

Charles also plays an integral role in managing the IT strategy for his firm's mergers and acquisitions. FXCM, a global online provider of foreign exchange trading and related services, typically seeks investment opportunities in failing companies in their sector that the firm believes can be turned around and made profitable again. Charles contributes to both the due diligence/discovery phase of such mergers and acquisitions, as well as the final integration strategy.

The goal is to find synergies between FXCM and the third party that FXCM is taking over. Typically Charles has been able to find synergies by merging back-end systems. For example if FXCM and the other firm both have licenses for the same third party software, Charles will negotiate with the vendor to combine the licenses for a cheaper cost. Financial correction measures in Mergers and Acquisitions can also involve the re-allocation of redundant staff when for example there is an overlap in skill sets or a product or service is discontinued.

Dr. Jean Tabit has many years experience working with health care regulatory boards and agencies including but not limited to the Massachusetts Board of Registration in Medicine, Drug Enforcement Administration and the Joint Commission: Accreditation, Health Care, and Certification (JAHCO). Each of these agencies has various strict standards and regulations that they require their members to meet without fault on an annual or biannual basis. Learning to navigate these various systems and comply with their strict standards has been a cumulative process that she deals with on an ongoing basis. At times throughout her career Dr. Tabit has had to collaborate with management teams and staff to undergo trainings designed to meet and comply with particular standards set by these boards to avoid incurring penalties.

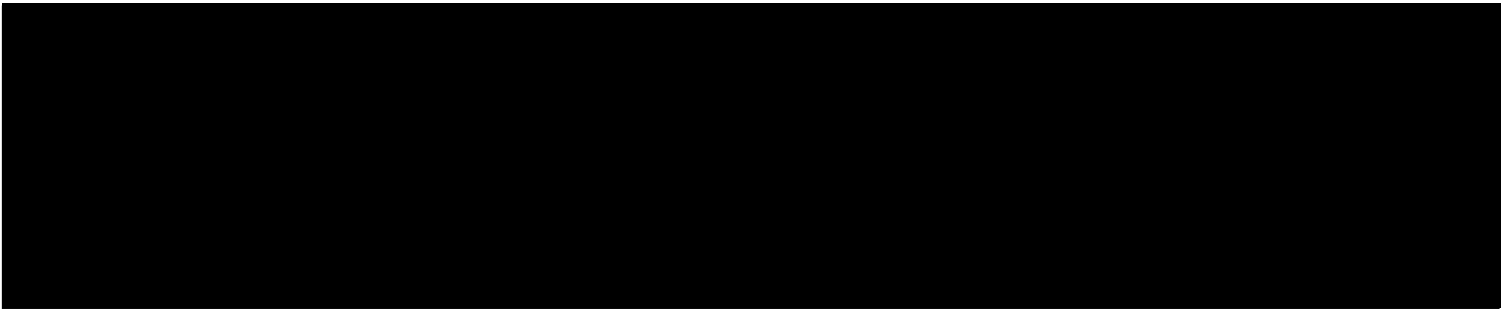
Anthony Troiano has very specific experience managing financial corrective measures as a grower when faced with the need to deal with the losses created by impure or contaminated seeds and plantings, and adjusting for it to maintain crop integrity and to minimize financial losses. Anthony's specific experience in the medical marijuana cultivation field will be critical to the BeWell RMD as we strive to open a high-quality medical marijuana cultivation center, processing area, and dispensary to serve the needs of Essex County residents, in as expeditious a time period as is prudently possible.

Ron D'Arcangelo, Judge Kevin M. Herlihy, and Robyn Saba have all had to deal with cuts to their various agencies as a result of reduced funding from state or federal sources, and as a result each of them has had some experience managing financial corrective actions.]

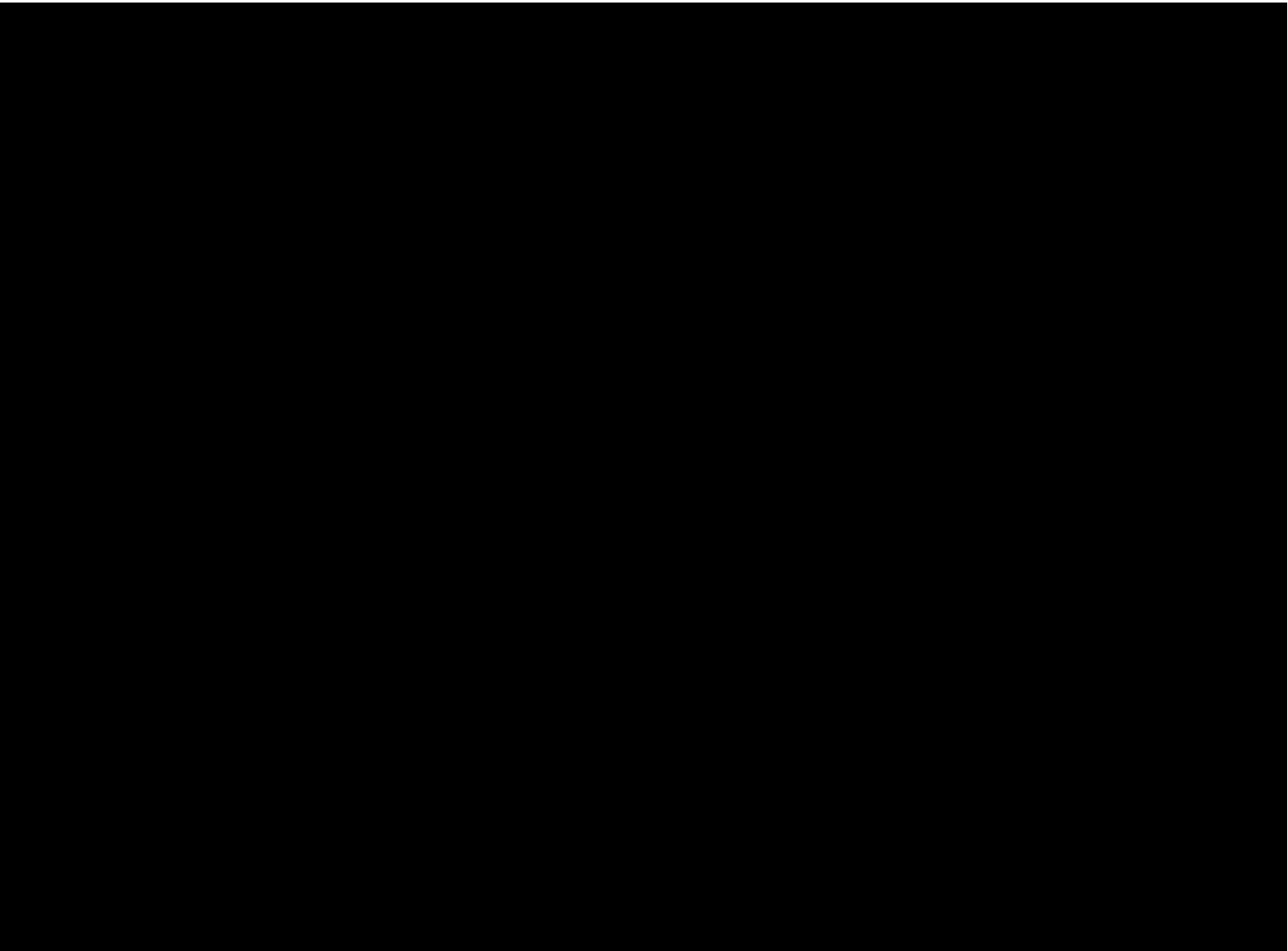
3. Applicant's Evidence of Suitability

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.

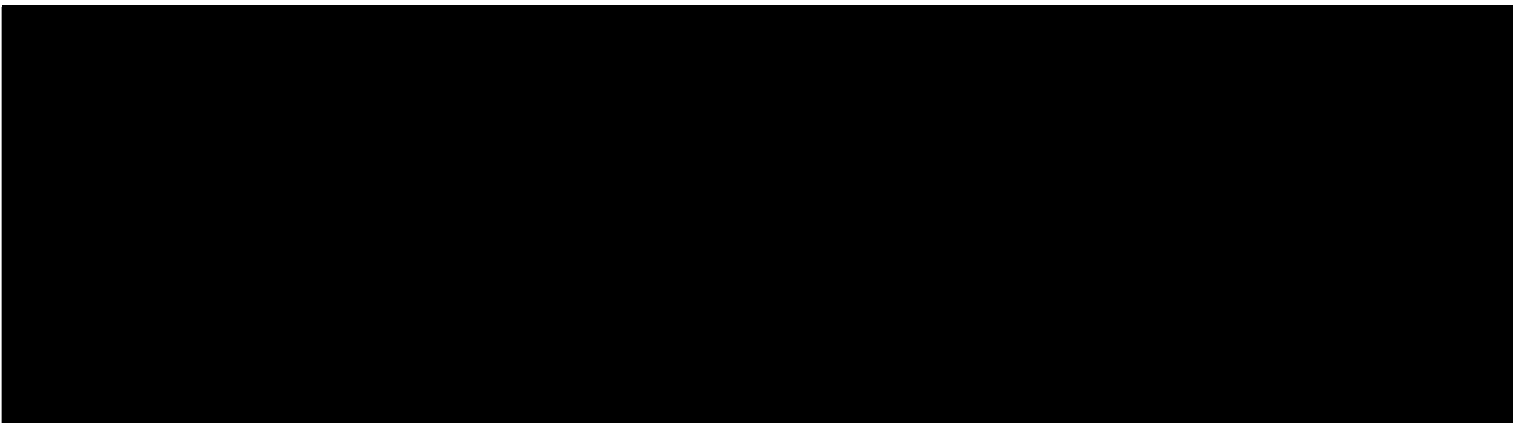




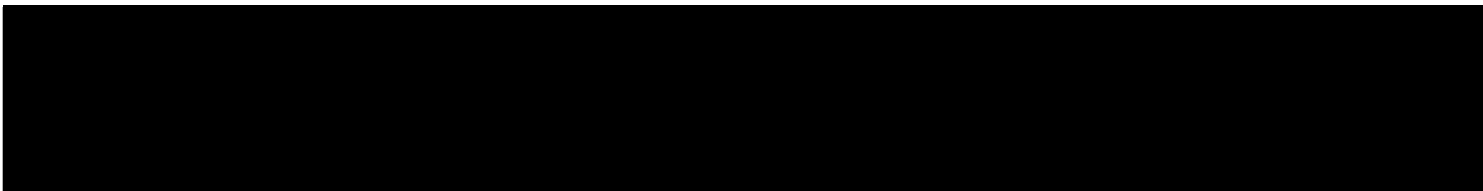
3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board 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.



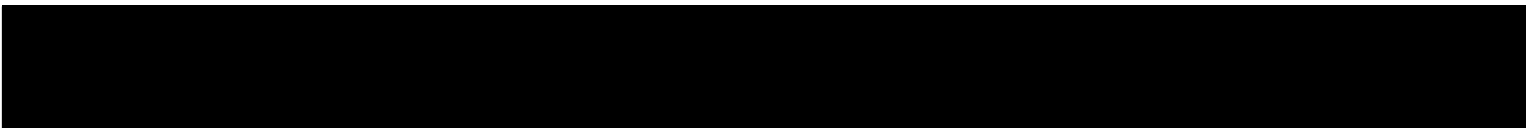
3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but 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.

[The Capital Expense Plan for the build-out and finishing to prepare the 26 Island Street, Lawrence building for occupancy by BeWell Organic Medicine Inc. to operate a dispensary, cultivation center, and processing center, was drafted by General Contractor Glenn Saba of Century Construction, a BeWell Board of Directors member, and a longtime builder in the Lawrence area. Quotes and estimates were derived from site visits with Architect Martha MacInnis and a variety of subcontractors and vendors, with compliance to the dictates of 105CMR 175 the overriding consideration. Specific elements of the building design were developed with input from several Team members, including security consultant Joseph Solomon of EIS Security Inc., Director of Cultivation Anthony Troiano and agronomist/growing consultant Will Kuss. Director of Accounts/Comptroller Jennifer Napolitano and Director of IT Charles J. Saba developed the specs for the technology and office out-fit.

The space we have secured was formally a steel foundry. The walls are twelve inch concrete blocks on all four sides but only the front wall of sixty lineal feet and one side wall of one hundred and twelve lineal feet are exterior walls. The ceilings are twenty two feet high. The space is currently wide open and stripped raw. The first order of business is to obtain the necessary municipal building and trade permits projected at \$3,000. The space would need to be partitioned off as shown on our drawings. We expect to use conventional lumber and material estimated at \$16,000.

[REDACTED]

Plumbing work needs to be roughed in for employee bath rooms, the kitchen, several work sinks as well as cultivation irrigation set up. Also under plumbing is gas piping for three HVAC units and a natural gas fired stand by generator. The plumbers estimate is \$19,600. The HVAC contractor is providing two separate heating and cooling systems as well as a fresh air system and an inline vent system all estimated at \$39,000. The electrician has estimated \$29,000 for the necessary wiring, overhead lights, emergency lights, controls, wiring of the HVAC systems and stand by generator.

Once the rough plumbing, duct work and electrical is complete the space would be insulated at an estimated cost of \$6,000. Most of the walls would be sheetrock except for the growing room walls and ceilings which would be finished with a Reflective Foam Board all estimated at \$26,555. Interior doors and trim would be next.

[REDACTED] Wood doors, casings, base molding, will all be painted. The total cost for this part of the project totals \$12,000 estimated at \$12,000.

Painting walls and trim would be next estimated at \$6,000. The reception areas, office, bath and kitchen would have a suspended ceiling estimated at \$6,800. A finished floor would be needed throughout. In the grow rooms and kitchen a non-slip washable flooring will be used, in the reception areas a more aesthetic, warmer flooring. The overall finished flooring estimate is \$53,760.

The grow rooms will each be set up with specialty lamps, timers and filtering and venting systems. The estimated cost per room is \$5,500, total cost for rooms 12 rooms is \$66,000. The security system will be designed to meet 105CMR 725.110. It will include interior and exterior cameras, alarmed doorways, failure warning systems, employee ID and more estimated at \$28,000. The standby backup generator would be sized to handle the security system, grow rooms, HVAC and emergency lighting and is estimated at \$9,500.

The BioTrackTHC POS inventory system and software with a cost of \$28,000 will be state of the art capable of tracking the inventory from seed to sale. We will also be fitting out the office area with desktop computers, touch screen computers for the POS and interactive patient ordering system, a cultivation lap top, ED's laptop, and a laptop for the Director of Accounts/Comptroller, will total \$12,000.

In addition to the office technology, there will also be furnishings, desks, chairs, cabinets, and shelving estimated to cost \$7,000.

The exterior of the building will be improved and refaced. An awning will be placed over the entrance and exit doors. The immediate exterior area will be illuminated. The parking area will be reconstructed and paved. Landscaping around the perimeter will be cleared and replanted with low growing plants, flowers and shrubs. The estimate for this work is \$38,350.]

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.

[BeWell Organic Medicine, Inc. has created a business model that is driven by patient-oriented usage and a pricing-structured strategy based on the percentage of patients per 1,000 population and RMD operation plans. (Attached are the Year 1 Projections and Assumptions.)

BeWell anticipates set up of our Management and Cultivation Operation as early as May and potentially open our Dispensary Operation August of 2014. We have initially financed and deposited a little over \$500,000 to complete build out and support the purchase of supplies as well as in-house labor, consultants and central management expenses such as bank accounts, attorneys, etc. We have commitments for an additional \$750,000 should the need arise.

Build out of our RMD which includes Grow and MIP's Production Centers and equipment purchases are anticipated to be between \$375,000 and \$525,000. We are anticipating up to an additional \$125,000 for labor and other pre-open operating costs, unanticipated capital requirements, and any unknown contingencies. BeWell has financial commitments for up to \$1.3 million.

Cultivation and MIP's Production cost will make up the highest cost percentage representing up to 30% of total Sales. Our Cultivation and MIP's Production facility will be able to supply an additional dispensary only location and is designed for expansion with the ability to double total cultivation within 5 months of making the decision to do so. We will also have in place Options to Purchase the building and land within our secured location for further expansion.

Sales and Expense Assumption Rationale

Based on our discussions with Medical Marijuana Dispensaries in Arizona, New Jersey and Colorado approximately 9% of total Sales are discounted for a variety of reasons including financial hardship. Within the parameter of our structured Sales Scenario, BeWell has included an assumed overall Sales discount of 10%.

Total Sales for Year ONE are based on opening the Dispensary for patient Sales in August and take into consideration the rolling 12 month period 8/1/13 through 7/31/14.

Our assumption is that patient volume will ramp up to an average of 1,691 patients by the end of the first 12 months of operation.

Using a usage rate of approximately 0.5 grams per day and a pricing structure averaging \$8.57 per gram, Total Sales for the 12 month period are projected at \$2,164,914.

Marijuana Product Sales are estimated at \$2,138,466 with 70% representing flowers and 30% representing MIP's. Other Retail Sales such as books, vaporizers, pipes and rolling papers are estimated at \$26,448.

Year ONE Expenses

Payroll with taxes, fringe and benefits represents the highest cost at \$498,143. We are projecting an initial Full Time Equivalency Team of 12 FTE employees, as detailed in the submitted Organizational Chart. Additional PTE Team will also be hired, positions which will grow into FTE as the patient base increases.

The cost of Cultivation estimated at \$200,000 encompasses specific line items including the sourcing, purchase and planting of high quality multiple seed strains, use of a compartmentalized system of small grow rooms to assure that if and when a blight or infestation occurs the loss can be minimized due to the separation, sexing and separating and eventual disposal of male dominant plants, and purchase and use of organic and nutrient rich grow mediums.

Utility costs are estimated at \$64,154, with the highest cost being electricity followed by water and then gas. The upfront cost of purchasing or leasing high quality digital and LED lighting equipment, proficient timers and a good automated watering system should help to keep these costs as low as possible.

We believe that we will be able to honor our financial loan repayment with interest commitment of \$300,000 per year, however our repayment schedule is flexible and would allow us options such as reduced principal, interest only, or even waiver of payment if needed to assure financial stability during Year ONE.

Depreciation and amortization of Capital equipment will be based on spreading 20% each year for the 1st five years for an annual amount of \$55,000.

Licensing, including application fees & Local and State licenses and fees are estimated at \$100,000.

Rent for the first 12 months of operation is set at \$10,000 per month, however, the terms are flexible with the ability of partial payment and carryover during the first year of operation.

Outreach and Member Service including the development of our website, www.bewellorganicmedicine.com, secured online ordering system, external and internal medical and educational materials, and free community based workshops held at a separate location are projected at \$150,000 for the 1st year of operation.

Central Management Expenses including the cost of administrative and compliance services such as attorneys and accountants, laboratory training services, and other professional services total \$175,000.

Expenses for Consulting services are projected at \$100,000 which includes MIP's Production Consultant Yvonne Lear, Cultivation consultant Will Kuss and Lab Consulting Services from Applied Separations.

Other Expenses including Supplies, Office, Leasehold Expenses and Property and Liability Insurance total \$492,683.

Donations to Community Charitable Organizations are not expected during the 1st Year of operation however, will be based on our actual Sales and Expenses.]

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.

[BeWell Organic Medicine, Inc. led by Executive Director Chuck Saba and Board Director Arthur Napolitano, both very successful businessmen, has created a business model that is driven by patient oriented usage and a pricing-structured strategy based on the percentage of patients per 1,000 population and RMD operations plans. National pricing and Usage numbers used throughout this section are derived from analysis

conducted by ProCon.org, an online data and resource center. BeWell anticipates set up of our Management and Cultivation Operation as early as May and potentially open our Dispensary Operation August of 2014.

The population base for Essex County is taken from the 2010 MA Census.

We have calculated over 40 different Scenarios based on the number of RMD licenses awarded in Essex County, Patients Per 1000 Population, Price Per Gram and Usage Per Day.

Our Year ONE Sales Projections are based on an assumption of a total of 2 RMD licenses awarded by the DPH in Essex County and a mean average for pricing and usage.

Re-forecasts during Year ONE and Actual Budgets for Years TWO and THREE will be based off actual sales experience and most recent 3 month trend.

Assumptions

BeWell has produced 5 different Sales Scenarios based on the number of RMD licenses (1-5) awarded by the DPH for Essex County and have added additional models for pricing, usage and patient population for each of the Scenarios for a total of 45 different Sales Scenarios.

Pricing

For forecasting purposes we are using a Pricing Scenario of \$8.57 per gram paid by patients which is based on a 50% reduction of the national average pricing per gram of \$17.14 per gram.

Usage

Our Usage Scenario by patients is ½ gram per day which represents a 50% reduction of the national average usage of 1 gram per day.

Utilization Projections

Our Number of Patients Scenario is 3.86 patients per 1,000 population of Essex County. The 3.86 patients per 1,000 is based on a mean average of current east coast state patients per 1,000 population. The national average is 7.7 per 1,000 population which includes the high useage western states of California 14.69, Colorado 21.04, Oregon 14.71 and Washington State 14.63.

Sales & Expense Assumption Rationale

According to the Kaiser Family Foundation the distribution of total population by federal poverty level based on 2011 numbers lists Massachusetts at 30% of their total population below 200% of the poverty level. BeWell is discounting individuals who are at 200% or below the national poverty level inclusive of total family members.

Based on our discussions with Medical Marijuana Dispensaries in Arizona, New Jersey and Colorado approximately 9% of total Sales are discounted for a variety of reasons including financial hardship. These 3 States have the following approximate percentages of their total population below 200% of the poverty level: Colorado 30%, New Jersey 32%, Arizona 41%.

Within the parameter of our structured Sales Scenario BeWell has included an assumed overall Sales discount of 10%.

Projected Revenue and Expenses – Year ONE

Total Sales for Year ONE are based on opening the Dispensary for patient Sales sometime in August and take into consideration the rolling 12 month period 8/1/13 through 7/31/14.

Our assumption is that patient volume will ramp up to an average of 1,691 patients by the end of the first 12 months of operation.

Essex County Population 743,159

1st 6 months 3.86 Patients per 1,000 1,434

2nd 6 months 5.24 Patients per 1,000 1,947

Using a usage rate of approximately 0.5 grams per day and a pricing structure averaging \$8.57 per gram, Sales for the 12 month period are projected at \$2,164,914.

Total Sales \$2,164,914

Payroll with taxes, fringe and benefits \$498,143

Cultivation \$200,000

Utilities \$64,154

Loan repayment (can be waived)	\$300,000
Depreciation & Amortization	\$ 55,000
Licensing	\$100,000
Rent	\$120,000
Outreach & Member Services	\$150,000
Community Donations	\$ 0
Security Services	\$175,000
Equipment	\$300,000
Other: Supplies, Office, Ins., Central Exp.	\$667,683
Total Expenses	\$2,604,980
Net	(\$440,066)

Growth Projections – Year TWO

Total Sales for Year TWO are based on the rolling 12 month period 8/1/14 through 7/31/15.

Our assumption is that patient volume will ramp up to an average of 3,893.

Essex County Population 743,159

5.24 patients per 1,000 population 3,893

Using a usage rate of approximately 0.5 grams per day and a pricing structure averaging \$8.57 per gram, Sales for the 12 month period are projected at \$4,928,489.

Total Sales	\$4,928,489
Payroll with taxes, fringe and benefits	\$1,225,378
Cultivation	\$ 686,212
Utilities	\$ 196,060
Loan repayment	\$ 300,000
Depreciation & Amortization of Capital	\$ 55,000
Licensing Local and State licenses and fees	\$ 65,000
Rent	\$ 144,000
Outreach & Member Services	\$ 360,000
Community Donations	\$ 400,000
Security Services	\$ 175,000
Leased Equipment	\$ 300,000
Other; Supplies, Office, Ins., Central Exp	\$ 849,812
Total Expenses	\$4,756,463
Net	\$ 172,684

Growth Projections – Year THREE

Total Sales for Year 3 are based on the rolling 12 month period 8/1/15 through 7/31/16.

Our assumption is that Sales and patients will ramp up to an average of 5,000.

Essex County Population 743,159

6.73 patients per 1,000 population 3,893

Using a usage rate of approximately 0.5 grams per day and a pricing structure averaging \$8.57 per gram, Sales for the 12 month period are projected at \$5,911,095.

Total Sales	\$5,911,095
Payroll with taxes, fringe and benefits	\$1,470,895
Cultivation	\$ 823,701
Utilities	\$ 294,179
Loan repayment	\$ 300,000
Depreciation & Amortization	\$ 55,000
Licensing Local and State licenses and fees	\$ 65,000
Rent	\$ 180,000
Outreach & Member Services	\$ 400,000

Community Donations	\$ 500,000
Security Services	\$ 175,000
Leased Equipment	\$ 300,000
Other: Supplies, Office, Ins., Central Exp.	
Leasehold Improvements	\$1,003,951
Total Expenses	\$5,567,725
Net	\$ 360,148

Based on discussions with Consultants and operators of other State Dispensaries we have anticipated that 60% of BeWell's revenue will be derived from the sale of medical marijuana flowers, 39% MIP's, less than 0.5% Other Retail Products.

All Sales will be conducted during limited daylight hours and we will accept Cash and Credit Card sales, although we will strongly recommend and suggest the use of credit cards and/or pay cards to keep cash on hand to a minimum. Additionally, we will encourage the use of a BeWell member authorized online ordering system to cut down on time spent in the actual RMD.

We anticipate Community Donations from BeWell to area charitable organizations to grow each year with little or none Year ONE, increasing to a small percentage of Sales Year TWO, and increasing dramatically during Year THREE.

Build out of our RMD which includes Grow and MIP's Production Centers and equipment purchases are anticipated to be between \$375,000 and \$525,000 with an assumption that BeWell may be borrowing close to \$1.3 million for build out and operating costs. We are anticipating up to an additional \$125,000 for labor and other pre-open operating costs, unanticipated capital requirements, and any unknown contingencies.

BeWell has a commitment of up to \$1.3 million in financing from Board Members Arthur and Jennifer Napolitano. The repayment of debt will be structured so as to assure the financial viability and strength of BeWell. Included in the flexible terms will be no pre-payment penalties, no payment and/or interest only payment periods as needed.

Initially our start up Labor costs will be reduced by using Executive Team members and others who will be registered as Dispensary Agents to work in our RMD. Many positions will begin as part time and grow into full time as patient volume increases. Also, it is important to note that BeWell is structured financially to endure slow or no initial revenue stream, and is designed for the long haul, with the available capital necessary to cover expenses as this business model in this new venture is adapted to meet market conditions as they arise.

Cultivation and MIP's Production cost will represent the highest cost percentage representing up to 30% of total Sales. Our Cultivation and MIP's Production facility will be able to supply an additional dispensary only location and is designed for expansion with the ability to double total cultivation within 5 months of making the decision to do so. We will also have in place Options to Purchase building and land within our secured location for further expansion.]

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).

[BeWell has sent out RFP's to four insurance agencies that have sourced carriers insuring Medical Marijuana Cultivation, Production and Dispensary Centers: Premier Southwest Insurance Group, Fitzgerald Insurance, Integrated Insurance Solutions, and Anthony & Malcolm Insurance.

The RFP asked for general liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually, and product liability insurance coverage for \$1,000,000 per occurrence and \$2,000,000 in aggregate, annually.

A local company, Anthony & Malcolm Insurance Agency of Bradford MA, has obtained, completed and submitted applications to insurance carriers to procure insurance in accordance with the requirements set forth

in code 105 CMR725.105(Q)(2). The insurance companies approached include, but are not limited to Markel Insurance Company, Chubb Insurance Company and Scottsdale Insurance Company, all of which are experienced in the area of insuring Registered Marijuana Dispensaries.

Markel Insurance Company has accepted, reviewed and offered coverage which meets or surpasses the requirements. Markel Insurance Company is prepared to issue the insurance policy upon request by BeWell Organic Medicine, Inc.]

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 of the proposed RMD dispensary site for BeWell Organic Medicine, Inc. is 26 Island Street, Lawrence, MA 01840.

We currently have an option to lease through March 31st, 2014 which can be converted to a 5 year lease with 2 consecutive 5 year renewals as soon as we are awarded a Provisional Certificate of Registration.

In addition, we are working on, and will have an option to purchase the property prior to January 31st, 2014, which can be executed anytime within our 1st 5 year lease term.]

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 of the proposed location of the BeWell Organic Medicine, Inc. cultivation site is 26 Island Street, Lawrence, MA 01840.

We currently have an option to lease through March 31st, 2014 which can be converted to a 5 year lease with 2 consecutive 5 year renewals as soon as we are awarded a Provisional Certificate of Registration.

In addition, we are working on, and will have an option to purchase the property prior to January 31st, 2014 which can be executed anytime within our 1st 5 year lease term. See Exhibit 5.1 for evidence of interest.]

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 of the proposed location of the BeWell Organic Medicine, Inc. processing site is 26 Island Street, Lawrence, MA 01840.

We currently have an option to lease through March 31, 2014 which can be converted to a 5 year lease with 2 consecutive 5 year renewals as soon as we are awarded a Provisional Certificate of Registration.

In addition, we are working on, and will have an option to purchase the property prior to January 31st 2014 which can be executed anytime within our 1st 5 year lease term. See Exhibit 5.1 for evidence of interest.]

Evidence of interest attached as exhibit 5.3

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

[From the very outset, the BeWell Organic Medicine Team's strategy for success, both in the Application process and operationally, has been to become a program that is embraced by the community and not just tolerated from a distance. Our plan was to first establish a solid financial foundation, and then build both an Executive Management Team and a Board of Directors noteworthy not only for their professional credentials but also for their ties and proven commitment to the community. We also decided to approach the leadership of the City of Lawrence early on to earn their support as we developed the specifics of the BeWell proposal for a RMD to be located in Lawrence. With these indispensable pieces in place, we set about working with the City to find the ideal property from which we could develop a RMD facility that served both the local and the regional needs of patients, in a location that complimented City of Lawrence redevelopment plans. If we reached this point in the plan, we felt we would have the key ingredients to help ensure success in what will undoubtedly be an exciting but not entirely predictable venture. Lawrence is ideally suited for a RMD due to its location which is why it is still considered to be the "seat" of northern Essex County. To date we have met all our goals. By assembling a Team that includes highly-respected local Dr. Jean Tabit, affiliated with both the Greater Lawrence Family Health Center and Lawrence General Hospital, and former Amesbury Mayor David Hildt who has run two successful non-profits in the City of Lawrence (one specifically serving the Latino community), we established important credibility early on. Additionally, our Legal Team for this project has been the firm of Manzi, Bonnanno, and Bowers, principally Attorney James Bowers, who previously had served as Assistant City Solicitor for the City of Lawrence. Having retired Judge Kevin M. Herlihy and retired Chief Probation Officer Ron D'Arcangelo, both well-known in the region, involved also helped the BeWell group in gaining acceptance.

City of Lawrence officials have been very involved from the beginning, from Inspectional Services head Peter Blanchette who reviewed with us all the city ordinances, and the Planning Department officials who developed the proposed zoning district that houses the 26 Island Street property which abuts an area that is currently undergoing redevelopment. Mayor William Lantigua has been a solid supporter, as is evidenced by the letter of support he gave us to include in our submittal in exhibit 5.4. He said that he was very impressed with both the Team we are assembling and the location we are renovating. We also

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

have had conversations with Lawrence Police Chief James X. Fitzpatrick, who has enthusiastically supported our efforts thus far and is very cooperative about planning for logistics so that BeWell and the Police Department have an excellent working relationship, in the interests of public safety and serving community needs. We have met with the Lawrence Board of Health to update them, and have received a vote of support for our proposal (letter included as exhibit 5.4). It is something of a testament to the goodwill being generated by the BeWell Team that, although there has been an election which is changing administrations in the City of Lawrence, we are not expecting to miss a beat. We have good relations with the outgoing Mayor, we have good relations with the incoming Mayor, and we have good relations with the ongoing career municipal workforce. A meeting with Mayor-elect Dan Rivera is already in the works.

Our ongoing efforts to build support in the community extend beyond City Hall too. Several area legislators have been briefed on our project by BeWell Team members they know, and a detailed meeting was held with Rep. Frank Moran, who is also the Lawrence City Council President. He supports our proposal and has given us a letter of his support, however a meeting with the entire City Council could not be scheduled prior to this submittal date. We have contacted and/or met with numerous Essex County Representatives including: Rep. Linda Dean Campbell, Rep. Michael Costello, Rep. Diana Dizoglio, Rep. Brian Dempsey, Rep. Kevin Murphy (Mdlx), Sen. Thomas McGee, and Sen. Kathleen O'Connor Ives. None of the Representatives or Senators we spoke expressed any opposition to our proposal.

We have also reached out to both Essex County District Attorney Jon Blodgett and Essex County Sheriff Frank Cousins, each of whom indicated that they liked what they heard in our proposal.

The BeWell Organic Medicine Team is also reaching out to community organizations, looking to build relationships for the future, having met or spoken with leaders of Lawrence Community Works, a community development and human services non-profit; LandWorks, an urban environmental non-profit; and Lazarus House Ministries, a long-established charitable organization focused on helping citizens in need. One of our Board Members Glenn Saba has past involvement with Habitat for Humanity, and two others have been on the Board of Directors of the Haverhill Boys and Girls Club. These are all organizations we are considering supporting with funding from the RMD operating budget. We also have a meeting scheduled with one of the heads of the Lawrence Area Chamber of Commerce. This is only the beginning. We are looking to reach out and meet with as many active individuals and established organizations as we can to weave BeWell into the fabric of the community in Lawrence and throughout Essex County. So far the responses have been wholly receptive, and often enthusiastic.]

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.

[BeWell Organic Medicine has secured an ideal location at 26 Island Street in Lawrence, MA. The site will be used to dispense, process and cultivate medical marijuana, as well as MIPs. We have assembled a team to complete the build out consisting of a General Contractor, Architect, Plumber, Gas Fitter, HVAC Contractor, Electrician, Security Company and Medical Marijuana Grower and Cultivation Design Consultant.

Our plan to ensure compliance with local codes, ordinances, zoning and by-laws, as well as state requirements is comprised of several key components:

1) The site selection process began in the City Planning Department, and all steps toward eventual build-out (and ongoing use) will be routed through the City of Lawrence Planning and Inspectional Services Departments. We want the City to feel that, not only are we complying with their regulations, but that we are looking for their direction in how we proceed.

2) Because legal compliance is so important at both the state and local level, we have engaged the law firm of Manzi, Bonnano, and Bowers to advise and represent BeWell Organic Medicine, specifically Attorney James Bowers, who previously in his career has served as an Assistant City Solicitor for the City of Lawrence, and who knows the Lawrence codes and processes intimately.

3) BeWell CEO/Executive Director Chuck Saba has extensive experience, from his years at Papa Gino's Inc. and other entities opening and managing restaurants, and working with state and local officials to ensure compliance with regulations for health, safety, and other requirements.

4) The General Contractor for the build-out of the facility property, Glenn Saba of Century Construction, has a long record of building in the City of Lawrence and working with local officials on code and regulatory compliance. Glenn Saba, who is also a member of the BeWell Board of Directors, serves as the chairman of the Zoning Board of Appeals in his hometown of Atkinson NH. The HVAC subcontractor for the project, Nunzi Napolitano of Heating and Cooling Concepts from West Yarmouth MA, is also a member of BeWell's Board of Directors.

5) The project architect, Martha MacInnis has developed her plans for the renovation of the Island Street building and property with the incorporation of the requirements of 105 CMR 175 as part of the design process. BeWell's Director of Security Ron D'Arcangelo, Director of Cultivation Anthony Troiano, as well as our security consultant and installation contractor Joseph Solomon (the current Methuen Chief of Police) of EIS Inc., and our Medical Marijuana Grower & Cultivation Design Consultant, agronomist Will Kuss, are all familiar with the requirements of 105 CMR 175, and have had direct input into the cultivation, processing, and dispensary designs.

The site was selected after meeting with the City Planner. The City of Lawrence has drafted a proposed designated area within the City's zoning for a RMD, and our location is within that area. The area in which the building is located is undergoing significant re-use and revitalization. Because of certain site access restrictions, the locating of a RMD here in a renovated building will enhance the City's efforts, while providing a facility that is both accessible to patients and safe for all. The Lawrence General Hospital and the commuter rail station are within walking distance, and there are no schools within the restricted 500 foot requirement. The site is accessed by a single entrance and there is a chain link fence and gate protecting the entrance. It is our plan to secure the gate during non-operational hours.

The building was used as a steel foundry for most of the 1900's. The construction is concrete and steel and is already very secure. BeWell Organic Medicine's leased area is 60 feet wide by 112 feet long totaling approximately 7,200 square feet. The interior ceiling height is 19 feet tall. All four perimeter walls are 12 inch concrete blocks. There are two exterior walls and two interior partition walls. One exterior wall is 60 feet wide and faces a private way to the remaining space on the property. The other exterior wall is 112 feet long and runs along the parking area. The two interior partition walls separate the remaining space of the property that the landlord currently uses for his window manufacturing plant. The window manufacturing plant is the only business on the property. BeWell Organic Medicine will be the only other tenant. The roof is a flat roof and twenty two feet off the ground. There are currently 7 large windows along the 112 foot exterior wall and all of them will be removed. The cavities will be either blocked in or replaced with a steel door.

Our Medical Marijuana Grower & Cultivation Design Consultant, agronomist Will Kuss, and our Director of Cultivation Anthony Troiano, have laid out the general requirements of the facility. EIS Security, the security company headed by present Methuen Police Chief Joseph Solomon, has described the necessary steps needed to meet and exceed all the security requirements. Architect Martha MacInnis has designed the space and drawn a plan that meets or exceeds all local and state building codes as well as ADA compliance

throughout the space. The General Contractor will meet with the City Department Heads and confirm compliance of the plan prior to starting the permitting process.]

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.

[BeWell Organic Medicine, Inc. has already begun a methodical process of outreach into the City of Lawrence community, and into other communities in northern Essex County. We are doing this as part of the due diligence for the application process, and also as part of our fundamental strategy for success.

To date BeWell Executive Team Members have met or been in contact with representatives from the following organizations: Lawrence Community Works (a community revitalization and development organization), Lawrence Ground Works (a local urban environmental group), Lazarus House Ministries (an emergency shelter and transitional assistance agency), the Merrimack Valley YMCA, and the Lawrence Boys & Girls Club, in an effort to reach out and plan for future collaboration. We have also had discussions with representatives from the Lawrence Rotary and the area Chamber of Commerce about speaking before their groups to introduce ourselves to the community. The BeWell Executive Team members have also had preliminary discussions with Essex County District Attorney Jon Blodgett, Sheriff Frank Cousins, and several area legislators, to brief them on our plans. Throughout the whole application process, BeWell has worked closely with City of Lawrence officials, including them in our key decision-making process. We have had excellent relations with the outgoing City Administration and the permanent municipal employees, and we have taken steps to ensure that we continue good relations with the incoming administration.

Our Director of Operations David Hildt has a long history of community service within the Merrimack Valley, most recently at the Lawrence Family Development Charter School, running the non-profit Avelante Youth Program, and serving as the elected Mayor of Amesbury MA. One of his primary responsibilities at BeWell is to seek out the needs of local groups and residents and assure that we can integrate ourselves into the local human service and non-profit community. David is also fluent in Spanish and Portuguese, and will lead our efforts to engage with the many parts of Lawrence's diverse multi-cultural communities.

Similarly, our Chief Medical Officer, Dr. Jean Tabit, is a longtime respected member of the Lawrence community. She has participated in numerous public service ventures in her work at the Greater Lawrence Family Health Center, and her practice at Lawrence General Hospital. BeWell Organic medicine will be taking her lead as to how we can best participate as a partner in the Lawrence area public health network.

The BeWell Organic Medicine Executive Management Team was assembled with community involvement, as well as experience and skill sets in mind. Several of our team members have made sustained and distinguished contributions to the greater Lawrence community, within their professional careers, such as retired Judge Kevin Herlihy and retired Chief Probation Officer Ron D'Arcangelo, both of whom have been active on the Board of Directors in several area non-profits. Director of Education and Training Robyn Saba has taught for 26 years in the Lawrence and Methuen public school systems. Executive Director Chuck Saba has served as chair of the Methuen Board of Appeals, and Board member Glenn Saba is chair of the Atkinson NH Board of Appeals.

Our plan to continue to develop and maintain a positive relationship in the community includes:

- 1) Continuing our close working relationship with City Of Lawrence officials as they transition to a new leadership in the Mayor's office.
- 2) Initiating an outreach effort to public health clinics, senior centers, civic and cultural organizations, business and service associations, and wherever we can to educate the community as to what BeWell does, and how we can serve the needs of residents.
- 3) Using the existing relationships of David Hildt and Dr. Jean Tabit to expand our network of contacts, and help integrate BeWell into the fabric of the area.

4) Encouraging our employees to become active in local organizations, and by working with area multi-cultural, veterans, and employment agencies to hire a diverse and local employment force for our program.

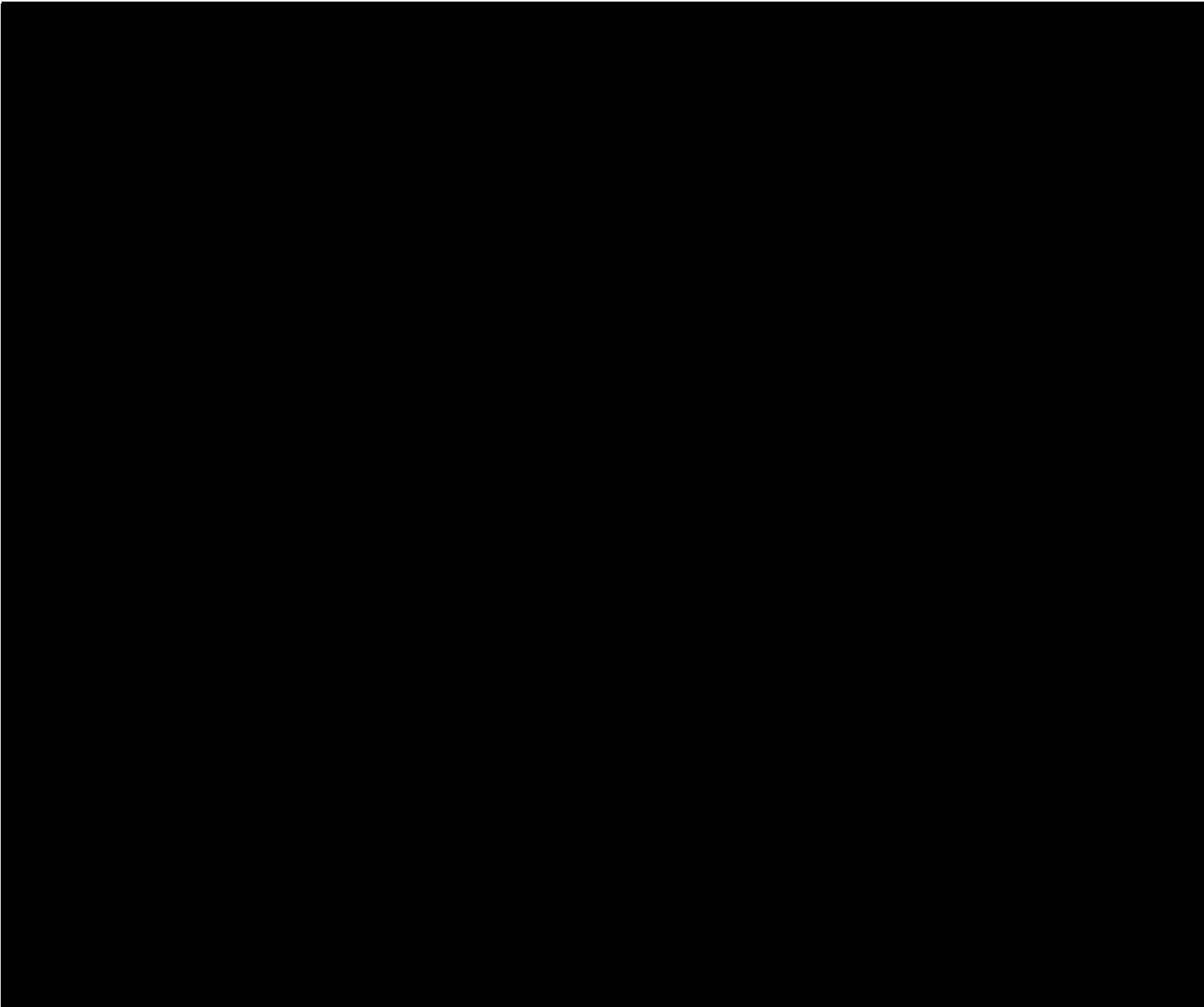
5) Implementing the substantial charitable giving we have built into our 3-year business plan, helping out worthy area causes financially.

We would also like to offer a variety of free workshops, support groups, classes and other programs to all residents of the City of Lawrence. These workshops will not take place in the RMD, but in a separate building and may include many of the following: Peer Counseling, Chiropractic, Therapeutic Massage, Yoga, Ayurvedic Healing, Horticulture Classes, Cooking Classes, Nutrition Classes, Acupressure, Art and Music Therapy, Classes on pain management, wellness strategies and oncology issues, Guided Meditation, Self Hypnosis, Herb clinic with an herbal medicine consultation, ongoing support groups dealing with cancer, chronic pain support, obesity and overall health and wellness and avoiding substance misuse and abuse.

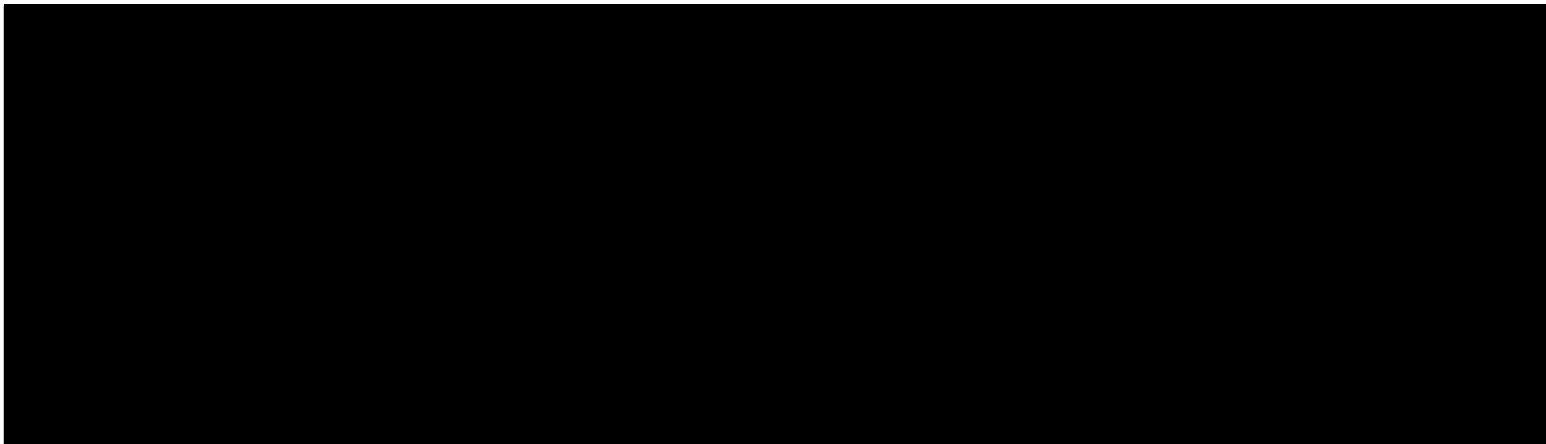
In addition we are committed to operate with complete adherence to state and local ordinances, and maintain a solid working relationship with all governmental authorities, including law enforcement and health department officials. We are committed to maintaining financial viability to support our ongoing mission as a non-profit organization whose purpose is to serve our patients, our community and our stakeholders. We are committed to maintaining a physical environment and organizational culture where all are treated with respect, confidentiality, compassion and care. We are committed to being a good neighbor to local residents and businesses by engaging community leaders and citizen groups as a responsible service provider.]

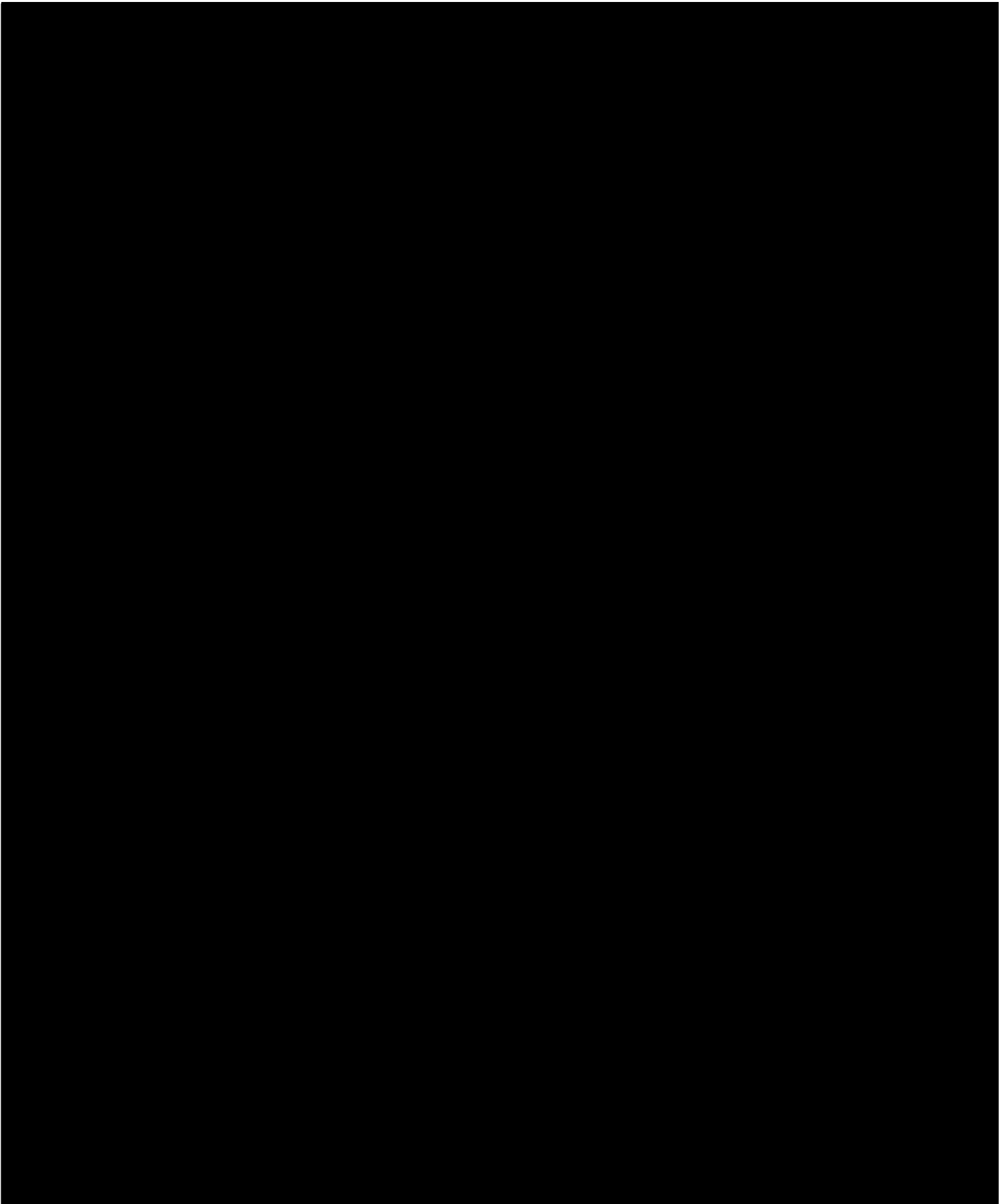
5.8 Provide a description of the proposed enclosed, locked facility that would be used for the cultivation and/or processing of marijuana, including steps to ensure that marijuana production is not visible from the street or other public areas. Note that the security plan will be reviewed as a component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





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





6. Staffing Plan and Development

6.1 Provide a narrative description of the proposed RMD staffing plan including position description, full time equivalency, and reporting structure. Attach an organizational chart in which you identify all staff and all reporting relationships. If this level of detail is already included in exhibit 1.3, include the same organizational chart in exhibit 6.1.

[The BeWell staffing plan is a traditional hierarchical structure with an Executive Director reporting to the Board of Directors. All other employees report through lines of authority leading up to them. Full-time (FT), Half Full Time (1/2FT) and Part Time (PT) reflect the staffing plan at the initial program opening. Several of the ½ FT and PT positions may grow to FTs over time. Additional personnel will also be brought on board as patient volume allows.

Executive Director (FT). Reports to the Board of Directors. Works with Executive Management Team, Board Members, Advisors, vendors, landlords, law enforcement, compliance officers, and others to ensure the transactional fluidity of the Dispensary as a whole. Establishes and implements policy, systems and procedures, assuring product is tracked from plant to end users, compliance with state and local law and regulations, and oversees management of RMD business.

Director of Legal Compliance (PT). Reports to the ED. The Director of Legal Compliance has a complete understanding of relevant law and local regulation, especially c.111 s.3 and 105 CMR 725. He works closely with the Executive Staff as well as the Board of Directors and answering questions and assuring compliance.

Director of Operation (1/2FT). Reports to the ED. Works in close collaboration with the ED to assure that BeWell is compliant with non-profit reporting and regulations, and is true to its mission and vision. Develops and maintains effective working relationships with the entire Executive Team, Board and community.

Chief Medical Officer (PT). Reports to the ED. Oversees the Medical Advisory Board and provides information to the Executive Management Team, Board of Directors and employees, specifically relating to medical marijuana.

Director of Accounts/Comptroller. (FT). Reports to the ED. Oversees all accounts, ledgers, patient record-keeping, inventory control, and reporting systems, ensuring compliance with MA standards, regulatory requirements and rules for non-profits. Monitors internal controls and safeguards for receipts, program budgets and actual expenditures. Presents financial information to senior management.

Director of IT (PT). Reports to the Director of Accounts/Comptroller. The Director of IT will be responsible for all aspects of IT including the BioTrack THC POS and inventory system, the security systems and alarms, telephone systems, merchant services and electronic banking systems. Responsible for related training processes.

Director of Education & Training (PT). Reports to the Director of Accounts/Comptroller. Assumes overall responsibility for professional and organizational development of all Team Members and programs. Coordinates and schedules educational programs and workshops to support patients and inform residents of the local community.

Dispensary Agent Technician (FT). Reports to the Director of Accounts/Comptroller. The Dispensary Agent Technician assists the patients and guides them to the strains and products most often used for their condition.

Dispensary Agent (FT). Reports to the Dispensary Agent Technician. Dispenses medications by assembling pre-packaged medicines for patients, processing the order from the BioTrack System and assembling the order.

Patient Assistant (FT). Reports to the Dispensary Agent Technician. Completes the intake of each new patient and reviews medical conditions, various strains, and the different forms of delivery to relieve symptoms.

Director of Cultivation (FT). Reports to the ED. The Director of Cultivation is responsible for all aspects of the cultivation of marijuana. Creates and implements production schedules for ongoing harvests, selects varieties and acquires genetics from seeds or rooted cuttings, pest management program, BioTrack THC Inventory System.

Cultivation Supervisor (FT). Reports to the Director of Cultivation. Oversees the Grow Crew and Trimmers. Assists with maintaining the day to day operations of the cultivation site and trains the crew.

Assistant Growers (both FT and PT Reports to the Cultivation Supervisor. Assist with watering, nutrient feeding, manicuring and preparing plants for harvesting of buds.

MIP's Production Manager (FT). Reports to the Director of Cultivation. Responsible for the production of all MIP's using standardized recipes, formulas and procedures.

Cannabis Chef (1/2 FT). Reports to the MIP's Production Manager. ServSafe Certified with multiple years of food service production experience. Adept at baking, making tinctures, oils, cannabis butter, balms, extracts and chocolates.

Lab Assistant / Chemist (1/2 FT). Reports to the MIP's Production Manager

Performs various tasks including the separation and extraction of chemical compounds from medical marijuana utilizing a Supercritical Fluid Extractor and Convergence Chromatography.

MIP's Worker (both FT and PT). Reports to the Cannabis Chef. MIP's worker assists in the production of all MIP's including the making, inventory and packaging of MIP's, cleaning of pots, pans and other equipment as well as the kitchen and lab.

Director of Security (FT). Reports to the Director of Accounts/Comptroller. Oversees loss control, best practices, deterrence, diversion, and surveillance programs. Supervises security staff, and conducts ongoing analysis of data and conditions. Oversees security technologies, the transportation of waste and/or medical marijuana & MIP's to other locations. Oversees security incident response planning, reporting, and investigation of breaches, assists with training.

Security Officer (FT). Reports to the Director of Security. Responsible for the daily monitoring of building premises, and other secured areas by viewing camera feeds, and accompanying the transport of product to other dispensaries, as well as local patient delivery as needed.

Social Worker (Chief Medical Officer) Qualifications/Experience: Must hold a current license issued by the State]

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.

[Employee Hiring: Potential Team Member interviews will be held at an offsite location, with Executive Management Team members interviewed by the Executive Director, and other employees by the supervising Director (with others participating on a case-by-case basis). Prior to hiring, background screening and drug testing will be conducted for every position in our company. In addition to standard forms for employment (Application, W4, and I-9), all Team Members will review and sign a Legal and Ethical Conduct Agreement, Code of Conduct, Policy Against Harassment, DPH 105 CMR 175 Regulations Summary and Legal Compliance Fact Sheet, Team Member Handbook and review the Bio-Hazard Program and Cleaning Kit and MSDS Program. Each Team Member file will be secured in the locked office file cabinets.

Outreach: BeWell will work with the Department of Workforce Training and with Veterans' groups and other local agencies to identify potential employees that reflect the cultural diversity of the Greater Lawrence region.

Employee Security Training: During their orientation and prior to being assigned a schedule, all Team Members will be trained in the following areas by security professionals: interior/exterior and personal safety, transactional security, and emergency preparation.

Background Checks for Employees: Each applicant shall be required to undergo a criminal background check prior to employment. The criminal background check shall include both a CORI and FBI check. BeWell is already registered with iCORI to facilitate this process. Follow-up checks will be conducted annually. If the CORI process or other background checks discover infractions, BeWell will work within DPH guidance in making hiring decisions.

Positions (hired by)

Executive Director (Board of Directors) Qualification/Experience: The ED shall have multiple years experience running a business, dealing with local and state inspectional services, and proven compliance in those areas.

Director of Legal Compliance (Board of Directors, on recommendation of Executive Director) Qualification/Experience: An Attorney licensed in the Commonwealth of Massachusetts, knowledgeable and familiar with c.111.s.3 as well as the Requirements of 105 CMR 725.

Director of Operations (Executive Director) Qualification/Experience: Director of Operations shall have multiple years experience in managing and operating a non-profit with a good record of cooperation within the community.

Chief Medical Officer (Executive Director) Qualification/Experience: Chief Medical Officer must be a licensed physician in the Commonwealth of MA.

Director of Accounts/Comptroller (Executive Director) Qualification/Experience: The Comptroller shall have multiple years experience managing general office responsibilities as well as a good understanding of financial statements.

Director of IT (Executive Director) Qualification/Experience: The Director of IT shall have multiple years experience with Information Technology and compliance.

Director of Education and Training (Executive Director) Qualification/Experience: Minimum BA with MEd with multiple years teaching and administrative compliance experience.

Dispensary Agent Technician (Director of Accounts/Comptroller) Qualification/Experience: Must have worked in a supervisory position and have good people skills. Has full knowledge of various strains of Medical Marijuana as well as the different forms of delivery.

Dispensary Agent (Director of Accounts/Comptroller) Qualification/Experience: Prior experience in guest service, pharmacy experience is a plus.

Patient Assistant (Director of Education and Training) Qualification/Experience: The PA should be knowledgeable about the industry with good computer skills, knowledge of the POS system and an understanding of how each strain works.

Director of Cultivation (Executive Director) Qualification/Experience: Multiple year experience working in a Medical Marijuana grow facility including growing from seed, cloning, mother creation, and curing.

Cultivation Supervisor (Director of Cultivation) Qualification/Experience: Multiple years experience working in a Medical Marijuana grow facility or farm or commercial greenhouse.

Assistant Growers (Director of Cultivation) Qualification/Experience: Growing experience preferred. Possible entry level position for trainees.

MIP's Production Manager (Executive Director) Qualification/Experience: Multiple years of management within a food production or lab facility, ServSafe Certified.

Cannabis Chef (Executive Director) Qualification/Experience: Must be ServSafe certified, and have experience with the infusion of edibles, production in a commercial kitchen environment and adept at baking, making tinctures, oils, cannabis butter, balms, extracts and chocolates and other Marijuana food products.

Lab Technician (Executive Director)

Qualification/Experience: Required to hold a BS in Chemistry and/or multiple year experience of working in a lab and clean room environment.

MIP's Worker (MIP's Production Manager) Qualification/Experience: Must have experience working in a kitchen or bakery or training in a Vocational Culinary program. Possible entry level position for trainees.

Director of Security (Executive Director) Qualification/Experience: Must be licensed to carry an armed weapon in the State of Massachusetts and have multiple year experience in the management and oversight of a security operation.

Security Officer (Director of Security) Qualification/Experience: Must have a valid driver's license and be licensed to carry an armed weapon in the Commonwealth of MA and have multiple years experience as a Security Officer.

Social Worker (Chief Medical Officer) Qualifications/Experience: Must hold a current license issued by the Commonwealth of MA with multiple years experience.]

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.

[BeWell Organic Medicine Inc.'s personnel policies for all RMD employees are contained in a 23-page "BeWell Team Member Handbook", which covers over 75 topics related to all aspects of employment at the BeWell RMD, and cultivation and processing centers.

Our initial prospective wage range scales by job category, based on a local job market analysis, and calculated on an hourly basis is as follows:

Proposed Wage Categories

Management \$18-\$36 hrly

Supervisors \$15-\$20 hrly

Security Officers \$20-\$40 hrly

Dispensary Workers \$12-\$18 hrly

MIPs Workers \$12-\$18 hrly

Bud Tenders / Trimmers \$12-\$18 hrly

Social Workers \$18-\$24 hrly

Lab Assistant \$18-\$25 hrly

Below are several specific excerpts from the "BeWell Team Member Handbook", including those relating to opportunities for advancement, employee benefits, and employment priorities required by law.

Job Fatigue and Cross Training (JFCT)

BeWell understands that some positions in our Dispensary may become monotonous and laborious which could add to Team Member turnover. In order to assist with keeping our Team Members actively employed, happy, and interested with potential development and promotion within our corporate structure we are committed to cross training each of our Team Members. Current employees will always be given special consideration for promotion when positions higher in the organizational structure are open, and the opportunity for advancement is created.

BENEFITS

BeWell provides a number of benefits to Team Members based on their status classification of full or part time. Some benefits are available to all team members while others are available to only those classified as full-time. Team members receive notice when they become eligible for benefits.

This section provides an overview of what is in effect at the time this handbook was printed and is subject to change. Contact the Operations Director or Executive Director for additional information, plan costs, or for answers to specific benefit questions.

Medical – Medical insurance (including prescription and vision coverage) is available to eligible full-time team members. Waiting periods vary as explained below.

Waiting Period/Enrollment Information – Full time team members are eligible to enroll in the company's group medical and/or dental plans after the appropriate waiting periods have been met as explained below.

Management: After 1 month of continuous full time employment.

Full Time Dispensary, Cultivation, MIPs Production Team Members: After 2 months of continuous full time employment.

Team Members are enrolled in the plans and coverage begins on the first Monday following completion of the waiting period. All forms must be received by the Director of Accounts/Comptroller by this date in order for Team Members to receive coverage. Team Members who do not enroll on this date will not have an opportunity to do so again until the company's annual open enrollment or unless they have a qualifying event.

Team Member contributions to the company's group medical and/or dental plans are withheld from pay on a pre-tax basis. Once enrolled in the group medical or dental plans IRS guidelines do not permit team members to drop or change their election for the year unless they have a qualifying event or during annual open enrollment.

Residents of MA: Most MA residents 18 years of age or older are required to have medical insurance that meets the Minimum Creditable Coverage standards set by the state. The company health care plan satisfies this requirement.

Team Member Assistance Program (TMAP)

This is a free program available to all Team Members who need information, advice or assistance on a wide range of topics such as: Legal assistance, parenting and child care, financial, elder care, emotional well being, addiction and recovery, education, etc. The service is completely confidential and is available by calling a toll free number. Contact information is available in the Dispensary Communication Center.

Vacation – Paid vacation time is available to all Team Members classified as full-time who work 35 or more hours per week. Vacation time becomes available to be used on a Team Member's anniversary date (employment anniversary date or date promoted to a full time position).

Corporate and Management

1-4 years of service = 2 weeks*

5-9 years of service = 3 weeks*

10+ years of service = 4 weeks*

Full-time Team Members

1-2 years of service = 1 week (avg hours)
3+ years of service = 2 weeks* (avg hours)

* First week is available to use on the Team Member's anniversary date. Team Members who are eligible for a 2nd, 3rd, or 4th week of vacation have their additional weeks of vacation time become available each quarter following their anniversary date.

Sick Time -- Paid sick leave is available to all full-time Management and Team Members. Full Time Team Members can earn up to 5 sick days per year. Sick days are: accrued at the rate of 1 day per month until the five days are earned; may not be carried over from year to year; are not paid upon termination; may not be used as the last day(s) of employment.

Short and Long Term Disability -- This benefit covers 60% of a Team Member's salary up to specific maximums. Coverage is provided free of charge to all Dispensary Management.

Life Insurance -- Coverage amounts vary based on position. Coverage is provided free of charge to all full-time Dispensary Management.]

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.

[In order to provide for the growth and development of every Team Member and to maintain staff proficiency, expertise and competency, in-house training programs will be scheduled on a regular basis. These trainings are mandatory for all staff members, and both FTE and PTE Team Members will be paid for this training time. BeWell Director of Education and Training Robyn Saba will supervise the training programs, in conjunction with other Executive Management Team members as appropriate.

Team Members are encouraged to seek training and become proficient in position responsibilities in order to advance within our organization.

BeWell's Staff Development will include training in the following areas:

Overall Safety Training

This training will review overall safety procedures within the RMD including workplace safety, OSHA standards, ergonomics etc.

This training will be part of the Orientation Checklist and placed in the Team Member File.

Problem Solving in the Workplace

Nationally recognized training programs in this area will help Team Members in supervisory positions to identify work related problems and work with proven strategies to assist with solving those problems.

This training will take place once a Team Member has been in position for at least 6 months. A signed validation sheet is placed in the Team Member File.

Team Member Handbook

BeWell's comprehensive Team Member Handbook will be read and reviewed during the Orientation. The Handbook includes policies and procedures for all Team Members. A sign off sheet validating full understanding placed in the Team Member File.

All changes to the Team Member Handbook will be reviewed with team members as they become available and posted on the Communication Board.

Massachusetts and Federal Law pertaining to Medical Marijuana

This training will be written by our legal team and become part of our orientation process for every Team Member. It will review the most pertinent sections of 105 CMR 725, the Implementation of an Act for the Humanitarian Medical use of Marijuana and the differences compared with Federal Law. The training will be reviewed annually and/or when changes to the law occur.

This training will be part of the Orientation Checklist and placed in the Team Member File.

Building Safety and Security Plans

This training will be written by our Security Consultants and include the importance of following our security plan, what to do in the case of a robbery, noticing the signs of a potential robbery. The training is completed during the Team Member's Orientation and reviewed annually.

This training will be part of the Orientation Checklist and placed in the Team Member File.

Incident Reporting

This training will be written by our Security Consultants and will review what comprises an incident, why it is critical to report an incident immediately and how and who to report it to. The training is completed during the Team Member's Orientation and reviewed annually.

This training will be part of the Orientation Checklist and placed in the Team Member File.

Methods for taking Medical Marijuana

This training for Dispensary Agents brings the team through the various methods of smoking or vaporizing. Discussion around the differences between smoking and vaporizing along with discouraging the smoking of marijuana will be part of the training. Training on the different types of MIP's including edibles and topicals.

The training is completed during the Team Member's Orientation and reviewed annually and/or as new products are developed.

This training will be part of the Orientation Checklist and placed in the Team Member File. Updated Sheets on new products will be completed and added to the Team Member File.

CPR, First Aid, and AED Certification

This certification will be completed through the American Red Cross or Red Cross affiliate. An Automatic External Defibrillator will be located in the dispensary for use if needed. The training and certification will be completed within 6 months of the Team Member's hire with re-certification every 2 years.

A copy of the Certification will be placed in the Team Member File.

Job Specific Training

Each position will have a training book/pamphlet which will include the job description, duties and responsibilities and checklist for completing training.

The completed book/pamphlet will be placed in the Team Member File.

Additional Training Courses and Workshops may be offered to assist a Team Member in advancing within BeWell's organization.]

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.

[BeWell Organic Medicine Inc. has at least five solid pieces of evidence that we will be ready to dispense within the timeline we have proposed: we have a signed option to lease on a building at an ideal location; we have a general contractor, (Glenn Saba of Century Construction), in place with a full array of subcontractors and vendors ready to begin work immediately; we have key staff already recruited and committed to start work; we have excellent relations with the City of Lawrence officials, as is reflected in the Mayor's and Board of Health's letters of support; we have extensive outreach efforts already underway, making full use of the networks of contacts among our Board of Directors and Executive Management Team; and we have the monetary resources available to use on day one.

We have assembled a team to complete the build out led by general contractor, Glenn Saba. The grow consultant, Will Kuss, has laid out the requirements of the facility lighting, ventilation and irrigation requirements. The security consultants, EIS Security Inc. of Methuen, have described the necessary steps needed to meet and exceed all the security requirements. The architect, Martha MacInnis, has drawn a plan for our facility that meets local and state building codes as well as providing for the necessary components of the facility. During December and January the General Contractor will continue meeting with city officials to assure a smooth and quick permitting process.

Concurrent to the construction work on the property, the BeWell Executive Management Team will be using those three months to address several tasks: conducting the interview, hiring and training processes for several positions; reaching out to the medical community to establish an initial patient base; continue the development of policies and procedures for the RMD; contracting with BioTrack, Covanta, Applied Separations, the seed and plant suppliers, and other vendors; and purchasing the furnishings, supplies and technology for the BeWell office.

Upon receiving a provisional certificate of registration by the DPH, BeWell will begin the time line as follows: Benchmark 1: Begin municipal permitting process, timeline 5 days. Interior site prep, place orders for specialty items and custom products.

Benchmark 2: Upon issuance of building permits the interior construction begins, framing and partitions should be completed in 10 days. The exterior façade and construction of parking lot will also be completed.

Benchmark 3: 15 days in rough plumbing begins and should take 12 days with gas piping for furnaces and appliances expected to take an additional 4 days. Fire Sprinkler System piping will take a total of 10 days; work would start at the same time as plumbing and gas work. HVAC rough is expected to take 10 days but will overlap the plumber, gas fitter and fire sprinkler. Rough electrical of 10 days overlaps 4 days. The security system wiring will take 5 days and overlaps 4. Installation of the hood and fire suppression system for the kitchen will take 3 days. Approximate completion through Benchmark 3 is March 19th 2014.

Benchmark 4: After rough inspections, insulate and inspection of exterior walls 3 days, then sheet rocked for a total of 15 days.

Benchmark 5: Once walls are up, interior trim and doors installed, then the complete interior painted. This phase is expected to take a total of 18 days.

Benchmark 6: April 20th, 79 days into the process, the finish flooring and ceilings are installed with 17 days allotted for completion.

Benchmark 7: Finish plumbing, gas, sprinkler system, HVAC systems, electrical, security systems, kitchen, lab equipment and grow room systems can be installed simultaneously, total 21 days for completion. Within this time frame systems would be started up and tested.

Benchmark 8: Final local inspections expected to take 3 days. The approximate date of construction completion through Benchmark 7 is May 12th 2014.

Benchmark 9: May begins installation and training of the back of the house BioTrack THC Inventory System for the Executive Team.

Anthony Troiano starts plants from seed of 6 separate strains.

Begin recruitment and selection of Cultivation Supervisor, and Lab Assistant/Chemist.

Benchmark 10: End of May recruitment of Cultivation personnel, order equipment for kitchen and Lab, identify selection of Cultivation Supervisor.

Benchmark 11: June begins 6 new strains from seed in 2 different grow rooms, each room with 3 strains. Hire, Orientation and Training of Cultivation Supervisor, identify Team Member selection for Cultivation and Lab Assistant/Chemist.

Benchmark 12: Mid-June Hire and complete Orientation and Training of Cultivation personnel.

Benchmark 13: End of June Installation of Lab equipment, Orientation of Lab Assistant/Chemist, 1st planting of clones.

Benchmark 14: 1st week of July train Lab Assistant/Chemist on Extractor and Chromatography.

Mothers from 1st 6 strains separated during vegetative and moved to mother room.

Begin recruitment of Dispensary agent personnel.

Benchmark 15: Mid-July 2nd planting of clones from mothers.

Begin recruitment of MIP's Production & Lab personnel.

Identify Team Member selection for Dispensary agent.

Installation of restaurant equipment.

Harvest initial crop of Medical Marijuana followed by the curing process.

Benchmark 16: End of July identify Team Member selection for MIP's Production & Lab

Mothers from 2nd 6 strains separated during vegetative and moved to mother room.

Benchmark 17: Beginning of August hire and complete Orientation and begin Training of MIP's Production & Lab additional personnel

Hire and complete Orientation and begin Training of Dispensary agent personnel

Mothers from last 6 strains moved to mother room to continue vegetative state

1st harvest cured, the medicine will be produced into various MIPs and/or packaged as flowers for patient purchase and placed in the vault.

Benchmark 18: Mid to Late August RMD Opening]

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.

[BeWell Organic Medicine, Inc. will track business check-ins and internal assessments of projections versus actual Sales & Costs monthly. Readjustments will be instituted following thorough Quarterly (3 month) Reviews, Mid Year (6 month) Reviews and End of Year Reviews.

Our first key business check-in will be pre-opening Year 1 immediately after knowing the total number of RMDs issued Provisional Certificates of Registration in Essex County. Our assumptions for BeWell's Year 1 operating plan is based on a 2 RMD scenario. If the number of RMDs is different we can pull the correct number of RMD scenarios from the over 40 scenarios that we have run.

Monthly measurements and/or assessments will be completed against the Operating Plan during Year 1. There are several important measurements and/or assessments that will be completed initially on a monthly basis:

Sales: Sales have been projected based on 3 components; pricing, usage, and number of patients. Adjustments will be made at end of month to reflect actual pricing, usage and number of patients for the upcoming months re-forecast.

Credit v Cash: There is a cost to accepting Credit Card transactions however there is also a safety and diversion aspect. If Cash Sales significantly override Credit Sales we will review the potential of using a value added for Credit Card use or assess other ways to reduce Cash or of requiring Credit Only.

Discounts: Total amount of discounts based on hardship will be measured monthly to determine if it should, at some time, be adjusted either by the discount for each percentage level or the breakdown of percentage levels.

Consultants: We have determined that the use of consultants is important during our first year of operation. Each month we will determine the proficiency of our team and determine if we need to continue with the current consulting arrangement or if we should cut the number of hours, weeks or months that we need to continue using consultants.

Best practice improvements

Trends: If we see, as an example, a trend of higher patient traffic / sales on a specific day or days then scheduling would be adjusted to support the extra or reduced daily Sales.

Utility costs would also be an important and easily noticed trend, to review and reassess our usage, and effort at best practice improvements to reduce the cost as well as make an adjustment to the budgeted operating plan moving forward.

Cultivation Yields and Strains: On a monthly basis the measurement of yields by strain and grow practices such as lighting and feeding schedules will be assessed to assure maximum yields. Additionally the sales data by quantity and yield will be measured and adjusted with grow schedules and strains grown based on Sales.

MIP's Selection and Production: The monthly update and recalculation of each standardized recipe and/or formulas will keep us abreast of escalating or reducing product cost which could mean pricing increases or decreases to keep sales positive.

Extraction of CBD's & THC's

Monthly monitoring of the extracted various chemicals including a variety of specific CBD's and THC's used in the production of MIP's, is important to assure freshness, quality and purity during the manufacturing process.

Workshop Attendance: Workshop attendance will be monitored and recorded on a monthly basis and assessed on a quarterly basis for changes to the schedule. Alternative best practices such as voice and/or video recording of sessions made available on our website could lead to better use of time and dollars.

Translations: Monthly and quarterly tracking of the usage of printed materials in various languages will be assessed and changes made to the amounts printed and/or languages of printed material.

Seasonal Trends: The tracking of trends seasonally will be completed during our first year of operation and continued each week and month ongoing for important adjustments to upcoming year Sales, Costs and Product Budgets.]

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 BeWell Organic Medicine Team has a deeply held commitment to the mission of raising awareness about, and providing the safe and legal benefits of, the use of medical marijuana as a means of providing holistic and real relief from pain and suffering from a number of diseases and ailments. The Executive Director and founder of BeWell, Chuck Saba, decided to devote his considerable skills acquired from over 35 years in running successful business ventures to the cause of medical marijuana availability in Massachusetts after seeing a close family member find relief from her suffering through the supervised use of medical marijuana during a prolonged illness. Dr. Jean Tabit, the BeWell Chief Medical Officer and a renowned Osteopath practicing at both the Greater Lawrence Family Health Center and Lawrence General Hospital, has long believed in the possibilities for integrating the use of medical marijuana into the standard pain relief regimen. And our Director of Legal Compliance, retired Judge Kevin M. Herlihy, has studied the practical and legitimate uses of medical marijuana while instituting the first drug court in the Commonwealth of Massachusetts judicial system.

But our real accomplishment has been to convince Anthony Troiano, a highly-regarded innovator in the field of medical marijuana to relocate back to Massachusetts from Santa Rosa CA to become BeWell's Director of Cultivation should BeWell be awarded a Provisional Certificate of Registration to open our proposed RMD. Anthony Troiano has approximately 8 years of growing experience in Medical Marijuana Cooperatives in California including having served as Facilities Production Manager at Mercy Wellness, the full service Medical Marijuana Cultivation and MIP's Production Dispensary Center located in Cotati CA. At Mercy Wellness Anthony was in charge of planning and rotation scheduling for all phases of growth from seed to planting, mother creation, cloning, pruning, fertilizing, pest control, harvesting and curing. Additionally, Anthony set up protocols to assure that the highest standards of cleanliness and sanitation were maintained.

Anthony has a hands-on knowledge of growing methods personally testing different models, mediums and types. Having been a soil garden enthusiast for a number of years, Anthony began studying and using mediums that could be far less forgiving and more efficient, such as hydroponics and aeroponics as well as automation techniques to experiment for results. Some of these results taught Anthony the value of cleanliness with simplicity. Anthony continued his research and growing techniques assisted by more experienced growers in Cooperatives and eventually went back to the ease of control classics with soil and/or coconut husk fiber blends, hand watering and lots of visual attention. Anthony continued to take classes and workshops related to the medical marijuana industry with a focus on cultivation eventually settling into a hands-on and high level of intimacy approach which has resulted in successful harvests with high yields. As Anthony became more comfortable with these processes, he began to explore some genetic experiments where the chemistry of sustaining healthy plants became selective biological experiments. He learned that trait isolation and selection was important for both physical traits and potency, earning a reputation among his peers as an innovator in the field. Anthony has an exceptional knowledge of existing strains and began the process of creating strains. Anthony's creation and stabilization of his creation Darth Tone was entered in the High Times Cannabis Cup in San Francisco and received rave reviews. This strain is now in production and grown in numerous Dispensaries throughout California.

During this time Anthony continued working in both private and cooperative cultivation centers and Genetics became the most fulfilling part of this. Anthony also turned to non-marijuana farming and assisted friends and dispensaries through construction, consultation, farming and processing practices. In 2008 Anthony developed an organic compost tea company (fertilizer) and started distributing to local businesses. Since 2009 in conjunction with his positions in grow cooperatives, Anthony founded and has operated ToneTea Compost Tea, based in Santa Rosa, CA.

In addition to recruiting and hiring Anthony, we have contracted Will Kuss as a cultivation/grow consultant with a minimum 1 year contract. Will is the lead cultivation lecturer and instructor for the Cannabis

Career Institute. Will holds a Bachelor's of Science in Agronomy and Soil Science from Auburn University. Will has assisted with site designs for operating as well as proposed dispensaries and cultivation sites in multiple states. He has experience with large scale coco medium cultivation as well as Deep Water Culture. He has experience in setting up dozens of patient, caregiver, and dispensary cultivation sites in California and Arizona. Will has also managed garden, green house and hydro centers in Arizona. Will has a good knowledge of strains.

Both Anthony Troiano and Will Kuss have had lead roles in developing the BeWell Organic Medicine Cultivation Plan, and given site-specific input to the process of planning the build-out of our 26 Island Street Lawrence facility. They will be with us from the start, allowing BeWell to be able to open our doors to patients in as expeditious a manner as possible.]

- 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.

[BeWell's internal quality control processes begin with quality seed purchased through reputable time tested vendors. All Team Members, working in both the cultivation and MIP's production centers, will change in the designated locker room into lab grade clothing, including booties, hair nets, and gloves. Water, for feeding, will be filtered through a reverse osmosis system. All tools and equipment will be sterilized after use. The grow rooms are all 11 x 12 feet with independent HVAC, CO2, and watering systems. If a problem develops within one room, the room is isolated and the plants terminated and discarded. Although we will have a SCF (Supercritical Fluid Extractor) and Convergence Chromatography unit, so that we can dose all of our MIP's precisely and tailored to specific diseases and chronic conditions. We will use a separate lab to perform batch testing in accordance with DPH regulations.

To assure purity and consistency of dose, the most current Chromatographic technologies, UltraPerformance Liquid (UPLC) and Convergence Chromatography (UPC2) will be used by the lab selected to generate cannabinoid profiles, reporting specific concentrations of the most predominant cannabinoids present, including the acidic forms, not detectable by GC analysis. Additional results from this testing may include the profiles for terpenes and flavonoids to provide a better overall understanding of the compositional nature of each sample tested.

To identify potential impurities from pesticides and Plant-Growth Regulators (PGR's), gas and liquid chromatographic techniques will be coupled to Mass Spectrometric (MS) detection for the highest sensitivity available.

Testing for microbiological contaminants will include optical microscopy for gross identification of mold and fungus and more quantitative testing for microbiological contamination using real-time PCR (qPCR). Because of the hazard posed by mycotoxins, the toxic secondary metabolite of molds and fungi, additional screening is available using monoclonal antibody-based ImmunoAffinity (IA) assays to identify these toxic contaminants.

Testing will also include the application of X-ray Fluorescence (XRF) for the detection of heavy metals as well as testing for residual moisture content (for flower) and residual solvents (for extracted materials). BeWell will provide secured transportation of the samples between the RMD and the testing facility, assuring compliance with all security requirements established by the DPH. All testing results will be maintained by BeWell for future inspection or audit for the required period of time.

BeWell will select an ISO Certified Lab that assures analytical testing in a Good Laboratory Practice (GLP) environment, including a regimented protocol of instrument calibration and documentation, with all calibration and data measurements referenced to external calibration standards.

The DPH has not yet provided guidance on sampling frequency or sensitivity levels required for testing. A number of labs spoken to have told us that a 4-gram sample may be required to meet the guidelines that may

be expected from the DPH. Some have recommended that the sample frequency is one testing sample per harvest. However, since harvest sizes will vary, so would vary the confidence level of any testing results reported. Our primary concern is for our patients therefore, to insure a constant, reliable confidence level in all analytical testing, we feel the lot size from which a sample is collected should be maintained constant.]

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.

[BeWell Director of Security Ron D'Arcangelo will be responsible for working with Covanta Haverhill to inspect their site, and to develop a specific transportation security plan from Lawrence to Haverhill once the vendor contract is signed. BeWell's plan to dispose of excess or damaged plants or products is in accordance with 105 CMR 725.105(J)(1)(2)(3).

All medical marijuana waste including roots, stems, inferior or infested plants and all unusable plants as well as damaged or out of code MIPs and other marijuana products will be mulched/ground and mixed with the grow medium (soil and shredded coco hulls) rendering the medical marijuana waste unusable and then placed in secured containers. BeWell Director of Cultivation Anthony Troiano has extensive experience with the safe and lawful disposal of medical marijuana waste products from his years in the industry in California.

As the containers become full the ground waste material will be bagged and transported to the Covanta Energy Haverhill, Inc. waste facility located on a 147 acre area in the Ward Hill Neck section of Haverhill, Massachusetts. Our disposal vehicle will be accompanied by 2 RMD Security officers or Dispensary Agents.

Covanta Energy Haverhill can dispose of the waste in any of the 3 ways listed under 105 CMR 725.105(J)(3)(a)(b)(c)(1)(2)(3);

(a) Incineration in their commercial or municipal waste combustor in Haverhill Massachusetts permit issued by the Department of Environmental Protection (DEP).

(b) 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.

(c) 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 may be:

1. 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. In either situation a minimum of two RMD agents must witness and document disposal in the landfill by filling in and signing, dating and recording the time of disposal on a Waste Disposal Form.

BeWell is prepared for the requirement that waste disposal records will be maintained as required under 105 CMR 725.105(J)(5) and stored for auditing purposes for at least 2 years in a form and location acceptable to the DPH.

BeWell has met with representatives of Covanta Haverhill, specifically Ken Nydam, the Business Manager of the site, to begin a relationship and validate that the facility can and will accept our waste product. The Covanta officials have indicated that they are eager to work with us to dispose of our excess or damaged plants or products, in compliance with DPH regulations.

Additionally we have been in discussions with the Manager of Sales and Marketing Joe MacEachern reviewing forms for beginning an account for BeWell Organic Medicine, Inc. Once obtaining our Provisional Certificate of Registration, BeWell will sign documents and agreements for disposal of waste products.]

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.

[BeWell Organic Medicine, Inc. will produce the following types of MIPs: tinctures, oils, edibles, salves, lotions, balms, transdermals, beverages, and possibly other products. BeWell will obtain all necessary City and State licenses and permits with respect to operating a commercial kitchen and also for operating the lab equipment within our facility.

All Team Members working in the MIP's production center will change in the locker rooms into lab grade clothing including booties, hair nets and they will wear gloves. All tools and equipment will be sterilized after use. We will utilize standardized recipes and formulas and use a state of the art Supercritical Fluid (SCF) separator and extractor for CBD and THC dosing within the production of MIPs. Supercritical Fluids (SFC's) are being used more and more, effectively replacing petroleum-based solvents. With this easy-to-use system, greening of our facility and process will become more attainable and product more healthful.

Processes using Supercritical Fluids(SCF) leave no toxic residue, and with the properties and benefits of both a gas and a liquid, SCF offers solubility without surface tension, making even the most sensitive of processes possible. The SCF Separator and Extractor utilizes a safe and effective Carbon Dioxide (CO2) system. MIPs will be produced within our secured production laboratory and commercial grade kitchen. There will be 3 main team members for MIP Production: an Organic Chemist, ServSafe Certified Cannabis Chef, and MIPs Production Manager with years of Food Service production experience. A part time MIPs worker will also assist. Training on the SCF Separator and Extractor will be conducted on site by the manufacturer representatives and training consultants of Applied Separations.

Training on the production of MIPs, and production laboratory and kitchen, will be conducted by Yvonne Lear owner and operator of Incredible Medibles, Arizona and an instructor for The Cannabis Career Institute. ServSafe Certified sanitation processes and procedures will be utilized and maintained. ServSafe is a food and beverage safety training and certificate program administered by the National Restaurant Association. The program is accredited by ANSI and the Conference for Food Protection. These sanitation processes and procedures will include but not be limited to the following: maintain adequate personal hygiene, adequate hand-washing, proper litter and waste disposal, floors and wall construction of materials that are FDA approved for food grade producers and easily washable, complete instruction for washing and sanitizing utilizing a sanitizing agent registered with the EPA, all chemical containers properly labeled, adhering to proper requirements for not working while sick.

Additionally, training in, and the use of, a MSDS (Material Safety Data Sheets) Book with requirements will be in place to provide workers and emergency personnel with procedures for handling or working with specific substances in a safe manner, including information such as physical data (melting point, boiling point, flash point, etc.), toxicity, health effects, first aid, reactivity, storage, disposal, protective equipment, and spill-handling procedures.

BioTrackTHC's label creation tool enables BeWell Organic Medicine to create custom container product labels for marijuana with all fields necessary to comply with 105 CMR 725.105(E)(2), including but not limited to: static information and statements (e.g., BeWell Organic Medicine's name, BeWell Organic Medicine's registration number, BeWell Organic Medicine's contact information, and the warning notices) as well as the product specific data as tracked within BioTrackTHC (e.g., product barcode, net weight, date packaged, cannabinoid profile, patient's name, etc.). The system will automatically print the container product specific label upon completion of the sale. All MIP's will be produced, packaged and labelled in the MIP's Production area and stored in our 11' x 18' x 19' secured vault.

Entry into the MIP/Laboratory Production area will be limited to MIP production workers and management. All MIPs will be stored in locked refrigerators, freezers or storage cabinets. All areas will provide adequate lighting, ventilation, temperature, humidity, space and equipment in accordance with 105 CMR 725.105 and 725.110.

All waste, including waste composed of or containing finished marijuana and MIPs, shall be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Liquid waste containing marijuana or by-products of marijuana processing shall be disposed of in compliance with

requirements for discharge into surface water, groundwater, and sewers (314 CMR), or disposed of in an industrial wastewater holding tank, and industrial wastewater holding tank in accordance with (314 CMR 18.00).

Solid waste generated at a RMD will be disposed of as follows:

1. 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
2. If the material mixed with the medical marijuana waste is organic material as defined in 310 CMR 16.02, the mixture may be composted at an operation that is in compliance with the requirements of 310 CMR 16.00. We have met with representatives from Covanta of Haverhill, who are eager to work with us, and we will be prepared to sign agreements based on the regulations as soon as our Provisional Certificate of Registration has been awarded.]

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.

[Overview: BeWell has developed a "seed to sale" Inventory Management Program centered on the BioTrackTHC inventory tracking system. Director of Security Ron D'Arcangelo, in conjunction with Director of Cultivation Anthony Troiano, and with the input of security consultants EIS Security Inc., and grower consultant agronomist Will Kuss. General Contractor Glenn Saba of Century Construction has incorporated the BioTrackTHC system into the specifications for the build-out design. Director of IT Charles J. Saba will supervise the integration of the system with BeWell's technology infrastructure. Director of Accounts/Comptroller Jennifer Naploitano will oversee the inventory database, and Director of Education and Training Robyn Saba will work with BioTrack to coordinate employee training with the system.

BioTrackTHC assigns a globally unique and non-repeatable 16-digit barcode number to every plant upon the sowing of the seed or other propagation. The system automatically records the net weight, lifecycle phase, and associated time and date into the barcode's record. A new globally unique and non-repeatable 16-digit barcode number is auto-generated at every phase where the dried marijuana must be separately identifiable from the original plant due to processing and packaging. These serial numbers, once generated and assigned, cannot be changed. This process logic creates an unbroken and traceable trail, enabling BeWell Organic Medicine to trace all in-process products, end-products and waste all the way back to the original plant.

Throughout the production process, BeWell Organic Medicine may enter additional production notes into the inventory record to document events or information required for compliance of 105 CMR 725.105(G) that do not have pre-defined fields or procedures within BioTrackTHC. These production notes and all product information follow the inventory record throughout the entire product lifecycle. With BioTrackTHC's reporting tool, BeWell Organic Medicine can retrieve real-time data at any time for all current and historical inventories.

Seed to Sale: At every stage of the production/packaging/storage/retail process, BeWell Organic Medicine weighs the marijuana using the BioTrackTHC integrated scale system for accurate measurement. This process minimizes keyboard input errors which results in more accurate marijuana weights, thereby maximizing regulatory compliance. The BioTrackTHC system also records and tracks empty container weights, enabling BeWell Organic Medicine to automatically obtain the product-filled container weight, net of the tare. This feature encourages BeWell Organic Medicine to conduct plant audits as often as possible because: 1) the time to perform the audit is reduced from hours to minutes, 2) the marijuana is less prone to the breakage that results from repeatedly emptying container contents onto a scale and placing those contents back in.

Storage: In addition to tracking the net weights of all inventory, BioTrackTHC's inventory management tools enable BeWell Organic Medicine to parcel out all production inventory by using a 'phase' barcode that categorizes the plant/product into either a 'growth-phase' or a 'production-phase'. BeWell Organic Medicine

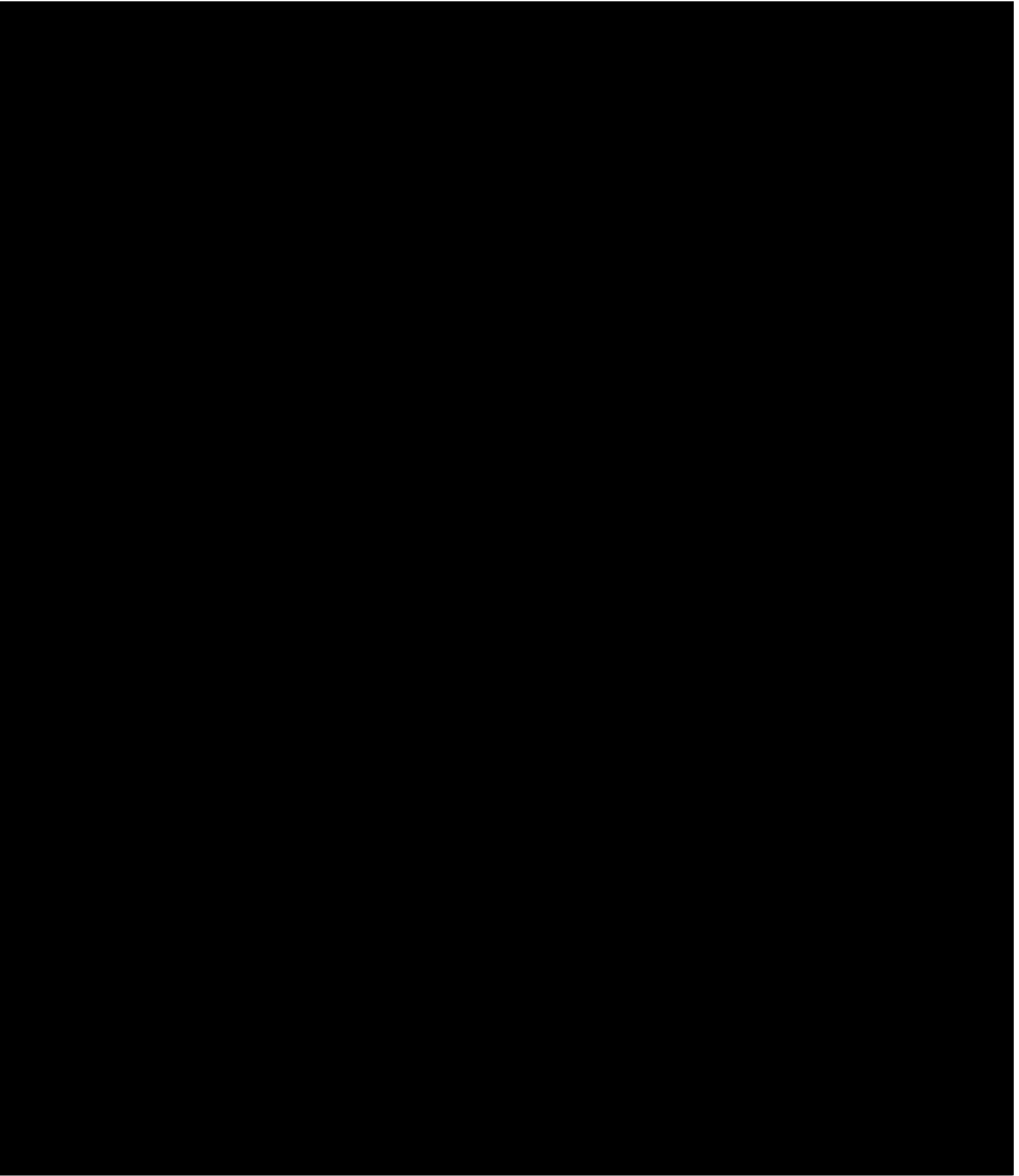
will assign a growth/production-phase to a given 'room' and will then use the barcode scanners to update the plant/product's status when it is physically relocated to a new room. For example, BeWell Organic Medicine takes harvested marijuana that has completed the drying process, scans its barcode, and removes it from the 'drying room'. When the product is moved into the 'curing room' the 'curing room' barcode is then scanned, immediately notifying the system that plant/product has moved to a new phase.

Plant Audits: Additionally, BioTrackTHC system allows BeWell Organic Medicine to perform location-wide "plant audits" on a regular basis, ensuring that container content weights reconcile to their recorded activity. The system also gives BeWell Organic Medicine the option to choose whether or not the plant audits are conducted as blind audits whereby the auditing employee cannot see the pre-audit inventory weights.

Should an audit necessitate an inventory adjustment, BeWell Organic Medicine can use the BioTrackTHC system to record: the time and date of the adjustment, the amount of the adjustment, the reason for the adjustment, and the authorized dispensary agent who is authorizing the action via fingerprint scan. The full audit trail is fully recorded, is retrievable at any time, and may be re-produced in BioTrackTHC's reporting tool (e.g., Inventory Audit Report, Inventory Adjustments Report, and Inventory Forensics Report).

Prevention of Diversion: The BioTrackTHC system in itself is a failsafe system that tracks all product from seed to sale. Prevention of product diversion begins with the extensive background screening and interview process that is conducted prior to an employee being hired. The screening process continues during the year with annual background checks and screening. Additionally all rooms that contain product and the corridors used to move the product are equipped with cameras that are recorded 24 hours a day, 7 days a week, 365 days a year. These cameras are monitored live by trained security officers during hours of operation. Separate from staff plant audits unannounced security officer audits will be conducted periodically during hours of operation, at opening and at closing prior to staff members leaving. These audits will be unannounced and randomly performed so as to not allow any advanced warning to employees. Every employee that exits shall exit through the designed exit man trap and periodic unannounced searches of employees and their belongings will be conducted by trained security during this process.]

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.

[Service Area: BeWell's service area will be Essex County. Essex County is located in the northeastern part of the State of Massachusetts. As of the 2010 census, the population was 743,159. Prior to the dissolution of the county government in 1999, it had two county seats: Salem, with jurisdiction over the Southern Essex District, and Lawrence, with jurisdiction over the Northern Essex District, which comprises 18 cities and towns. The county and the districts remain as administrative regions recognized by various agencies of the governmental substructure.

Our proposed RMD location is 26 Island St Lawrence MA which is approximately 0.75 miles off Route 495 Exit 45 B. This location makes our RMD a very attractive facility to serve both the considerable local population who can access it easily from all parts of the City of Lawrence using the regional public transportation. The 26 Island Street location is also within walking distance to the McGovern commuter rail facility, which coupled with the easy highway access make this an ideal facility site for serving the wider Essex County Service Area.

Analysis of Projected Patient Population and Need: According to statistics assembled by ProCon.org, a non-profit research resource website, on the number of patients per 1,000 state residents last updated in December of 2012, the average number of patients per 1,000 state residents is 7.77.

Our calculations for number of patients is a stepped up ramping process of patients based on a mean average of east coast state patients.

The ramp up of patients will occur as a weekly increase. Below is broken down into quarters for the first rolling 12 month period and described and based on 2 total Dispensaries for Northern Essex County.

	Patients Per Month Northern Essex 18 Cities/Towns
Months 1-3 (2.93 patients per 1,000 population)	1,088 per mos
Months 4-6 (4.2 patients per 1,000 population)	1560 patients
Months 6-9 (5.24 patients per 1,000 population)	1947 patients
Months 9-12 (5.24 patients per 1,000 population)	1947 patients

We have run Patient Population Scenarios based on 1 through 5 RMDs for Northern Essex County and using a 5 per 1,000 population patient base.

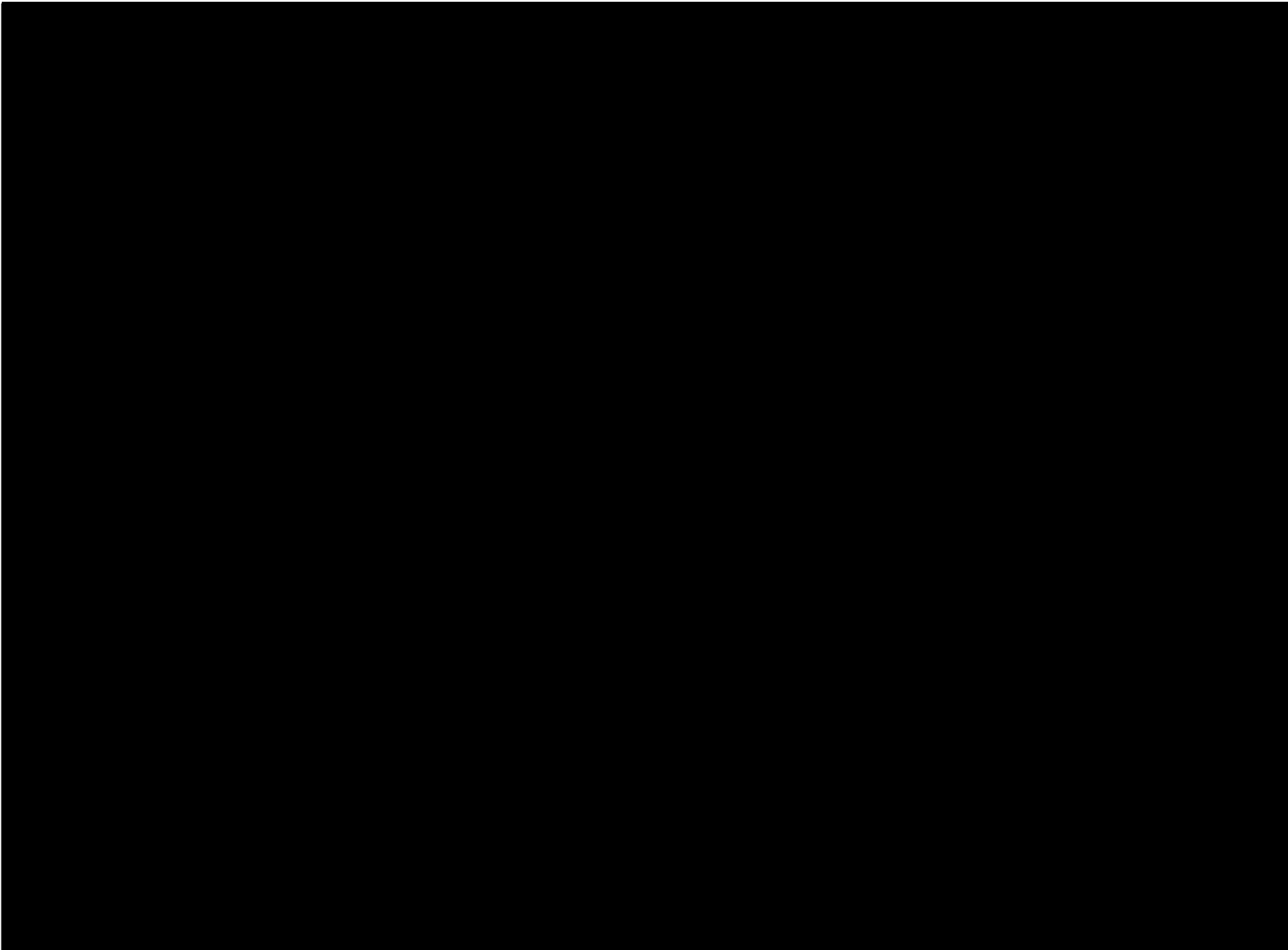
Patient Population 1 RMD	3,716
Patient Population 2 RMD	1,858
Patient Population 3 RMD	1,239
Patient Population 4 RMD	929
Patient Population 5 RMD	743

Strategy for Culturally Competent and Linguistically Appropriate Services: BeWell's strategy for achieving culturally competent and linguistically appropriate services is being led by Director Of Operations David Hildt, a former Peace Corps volunteer who speaks both Spanish and Portuguese fluently, and who has managed two successful non-profits in the City of Lawrence including one program specifically concerned with the needs of Latino youth. Director Hildt will work in conjunction with Chief Medical Officer Dr. Jean Tabit, who has worked for many years at the Greater Lawrence Family Health Center, and has great experience in outreach to ethnically diverse populations.

Our Team Members will be locally sourced, hired and trained to reflect the culturally diverse and multilingual communities of the City of Lawrence. Medical informational flyers and pamphlets will initially be produced in English and Spanish with other languages added dependent on the need.

In addition, BeWell will utilize an established translator service to provide language translations to patients with need of this service. We have sourced and vetted several translation companies that provide accurate, timely and affordable language solutions customized to specific language needs.]

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



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

[BeWell Organic Medicine has chosen BioTrackTHC as our point of sale and back office management system to support our business operations. BioTrackTHC's point of sale and reporting tools will enable us to collect, store, and retrieve every sales transaction and all associated data ever entered into the system, in accordance with 105 CMR 725.105(A)(13). Director of Accounts/Comptroller Jennifer Napolitano will oversee

all record keeping, and Director of IT Charles J. Saba will administer the BioTrackTHC system integration with BeWell's database management system and with DPH's electronic registration and dispensary tracking system.

For first time registered qualifying patients or personal caregivers, BeWell Organic Medicine first authenticates the registration card and the valid proof of identification per 105 CMR 725.105(F). BeWell Organic Medicine then creates a new electronic patient record within BioTrackTHC for that individual and enters the appropriate data onto that electronic record. The system automatically generates a unique Customer ID (10 hexadecimal characters) for every patient record when the record is created. BioTrackTHC's patient records management system allows for the collection, storage, and retrieval of all patient demographic information at any time including healthcare practitioner information, and, if necessary, the information of individual(s) responsible for the patient. BeWell Organic Medicine may also scan and save all of the necessary hard copy documentation, as set forth in this section, directly into the patient's electronic record within BioTrackTHC. These scanned documents may be printed from the program at any time.

To fill a patient order, BeWell Organic Medicine creates a new sales ticket within BioTrackTHC and enters in all of the necessary information. The sales ticket is then linked to a specific client record and to specific inventory records, fully documenting the transaction including the amount of marijuana or MIP dispensed. The system automatically stores and allows the retrieval and updating of the ticket's information and the ticket's relationship to specific inventory and client records throughout the order filling process. Upon completion of the order, the system updates the transaction record, the product record, and the client record accordingly. All of the information is retrievable in the system at any time and may be printed on a receipt.

BioTrackTHC's limit enforcement feature enables BeWell Organic Medicine to set patient-specific limits based on the patient's medical documentation, per 105 CMR 725.105(F). When creating a sales ticket, the system will issue a "block sale" directive should the patient exceed his or her rolling 60 day limit with the current in-process sale. The system will remove the block when the quantity of the current purchase is reduced to comply with the rolling 60 day limit.]

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.

[BeWell Organic Medicine, Inc. will offer free, quality tested medical marijuana and service referrals to certified registered patients with demonstrated financial and medical need who could not otherwise afford to obtain this medicine. Director of Operations David Hildt and Director of Accounts/Comptroller Jennifer Napolitano will oversee the patient-sensitive implementation of this policy.

Upon contact with BeWell at intake, the BeWell Social Worker will screen patients applying for reduced or free medical marijuana, following both state and BeWell's guidelines. Additionally, the Social Worker will also refer patients to other appropriate assistance agencies, support groups and programs to assist with addressing issues of affordability and hardship. BeWell's Director of Operations will establish relationships with Lawrence and regional assistance organizations, and with the City of Lawrence Human Services Department.

BeWell Organic Medicine, Inc. will follow the MSP Income Eligibility Guidelines and FPIG Federal Poverty Income Guidelines on wages and family size. We will offer a discount to individuals up to the 200% wage ranges by family size.

Patient privacy and confidentiality will be respected throughout all interactions with BeWell.

Upon purchase, the patient's receipt will note only that a specific discount % was given; the packaged product will not denote any reason for the discount.

Discounts range from a 100% for those patients at the poverty level up to 109% of the poverty level for any family size, to a 5% discount for those at 200% of the poverty level. (This is illustrated in the accompanying sliding scale exhibit.)

Our Maximum Annual Income Amounts for each Sliding Fee Percentage Category will be posted and explained to patients during their initial intake.

It is the policy of BeWell Organic Medicine, Inc. to provide medical marijuana and services regardless of the patient's ability to pay. Discounts are offered based upon family/household size and annual income. The sliding fee schedule used to calculate the basic discount is updated each year by the Director of Accounts/Comptroller using the Federal Poverty Guidelines. Applications will be reviewed by a limited number of BeWell's staff who are specially trained in HIPAA and confidentiality requirements. Information about patient participants will be maintained in a secure database. Once approved, the discount will be honored for six months, after which the patient must reapply.

A completed application including required documentation of the home address and household income must be on file in a secured file cabinet, and verified by BeWell's Director of Accounts/Comptroller before a discount will be granted. Prior to approval patients will follow the standard pricing schedule.]

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.

[BeWell Director of Education and Training Robyn Saba, in consultation with Chief Medical Officer Dr. Jean Tabit, will develop all materials in accordance with the specific constraints of 105CMR175. She will also be advised by BeWell Consultant Robert Calkin of the Cannabis Career Institute, whose materials may be used as models for our counseling and educational materials. BeWell Organic Medicine is dedicated to the ongoing health and safety of our patients. We believe that if people are well educated regarding the use, administration and potential side effects of their medications, treatments will be wholly more effective. Cannabis has an excellent safety profile and there has never been a recorded death directly related to the use of cannabis according to a report from the Substance Abuse and Mental Health Services Administration. BeWell wants to ensure our patients are well aware of the wide range of potential physiological effects that in limited cases reportedly could be hazardous to persons with pre-existing cardiac conditions.

In this vein, BeWell Organic Medicine is dedicated to the ongoing education of our patients, our staff and our communities. Within our RMD we plan to include an extensive reference library housing a wide variety of educational materials including pamphlets, books, charts and videos encompassing topics pertaining to medical marijuana. BeWell plans to access a wide variety of resources providing educational information regarding medical cannabis use including Americans for Safe Access Foundation, American Medical Association, American Academy of Family Medicine, American Academy of Pediatrics, Center for Medical Marijuana Research and Marijuana Education and Dispensary Safety Guidelines as well as any current relevant medical journals. We will either use copies of appropriate existing material, or design our own as needed.

Topics to be included, but not limited to, will explore the following:

- Condition specific information about medical marijuana use

- Strain and From specific information
- Methods of ingestion
- Potential side effects
- Acute effects
- Effects of prolonged use
- Self titration/dosage
- Tolerance, dependence and withdrawal
- Substance Abuse
- Local social services

Our dispensary will have the Director of Education and Training as well as a Social Worker serving as librarians, who will be well educated on all aspects of medical marijuana, able to guide our patients through the materials as well as assist them with navigating various social service and assistance programs offered in our geographical area. Additionally we will offer our clients free Wi-Fi internet access as well as computer terminals with interactive learning tools and self-knowledge assessments.

Ideally, looking ahead, BeWell would like to host an offsite adjunct medical facility, with complete adherence to DPH regulations 105CMR175, offering a variety of holistic and psychological treatments including Mind-Body Medicine, Nutrition, Yoga, Acupuncture, Counseling and Life Coaching. Studies conducted at the University of California School of Social Welfare show that the most satisfied and successful clients are those who utilize dispensaries which offer a variety of psychosocial services and support.]

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

[The overriding consideration at BeWell Organic Medicine with regard to marketing and advertising related to the RMD facility is complete compliance with the Department of Public Health's prohibitions on most forms of direct advertising and several specific marketing practices, as is detailed in 105CMR175.

Our logo is very simple utilizing Arial Black lettering for BeWell on the top line and ORGANIC MEDICINE INC in Ebrima lettering underneath. The logo is black and white. Our external sign will be our logo and within the guidelines of 105 CMR or other guidelines in the future set forth by the DPH and/or in accordance with the City of Lawrence regulations. The external signage will not be illuminated except for a period of 30 minutes before sundown until closing. Aside from directional signage for parking, entrances and hours of operation, there will be no additional external signage, graphics or advertising on or around the building.

Within our RMD we plan to include an extensive reference library housing a wide variety of educational materials including pamphlets, books, charts and videos encompassing topics pertaining to medical marijuana.

Printed educational materials will be available for patients relating to services offered by the RMD. These materials printed with the BeWell logo may include topics such as The History of Medical Marijuana, Condition specific information about medical marijuana use, methods of ingestion, potential side effects, acute effects, effects of prolonged use, self titration/dosage, tolerance, dependence and withdrawal, substance abuse, and local social services.

Printed material advertising the price of marijuana will not be dispersed except that BeWell shall provide a catalogue or a printed list of the prices and strains of marijuana available at the RMD to registered qualifying patients and personal caregivers upon request.

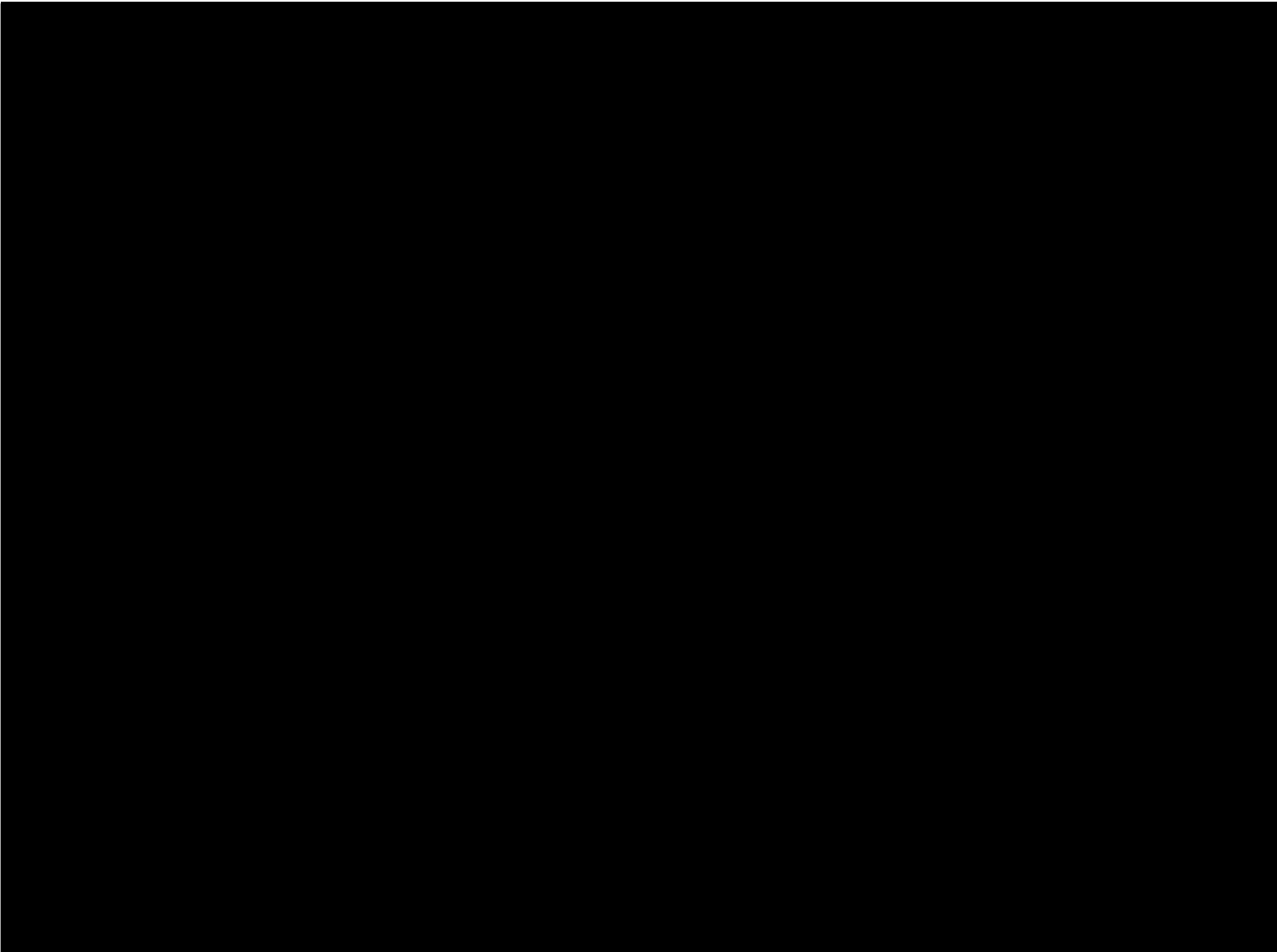
BeWell will not offer items for sale or as promotional gifts, such as T-shirts or novelty items, bearing a symbol of or references to marijuana or MIPs, including the logo of the RMD. Uniforms for our team will be plain lab coats, lab jackets and/or scrubs similar to those worn in most medical and laboratory facilities. Marijuana, MIPs, and associated products will not be displayed or clearly visible to any person from the

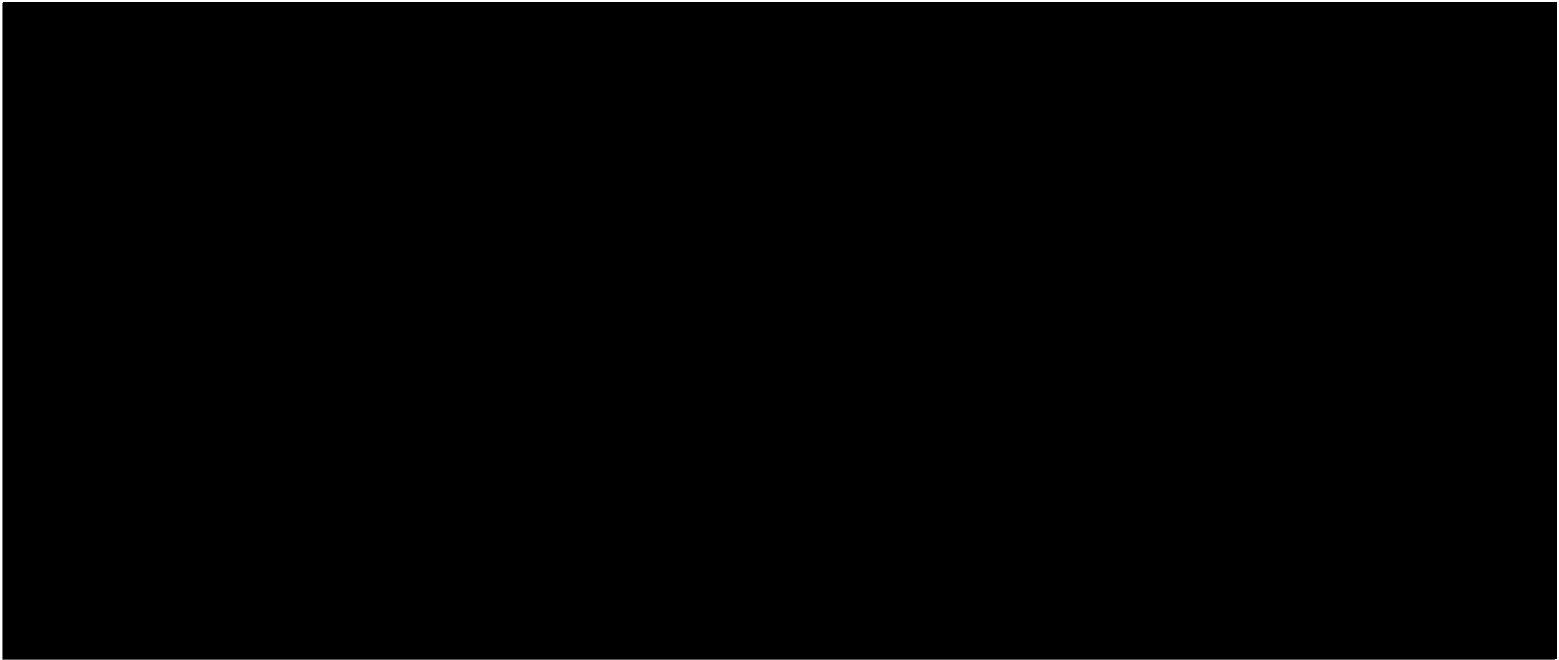
exterior of the RMD. No marijuana, MIPs, and associated products will be displayed or clearly visible to a person from the interior of our RMD.

As part of our Outreach Program, BeWell will network with and distribute much of this informative material to clinics and medical facilities and doctor's offices for their consultation and use with potential patients. We will also connect with and educate human service agencies and organizations, including the City of Lawrence and other municipalities, in our service area about the medicines and treatment available at our RMD, and to the governing regulations. BeWell Executive Team Members will also accept appropriate opportunities to speak to or meet with civic and community organizations to educate them about the legally allowed services available for patients who may benefit from medical marijuana treatment.

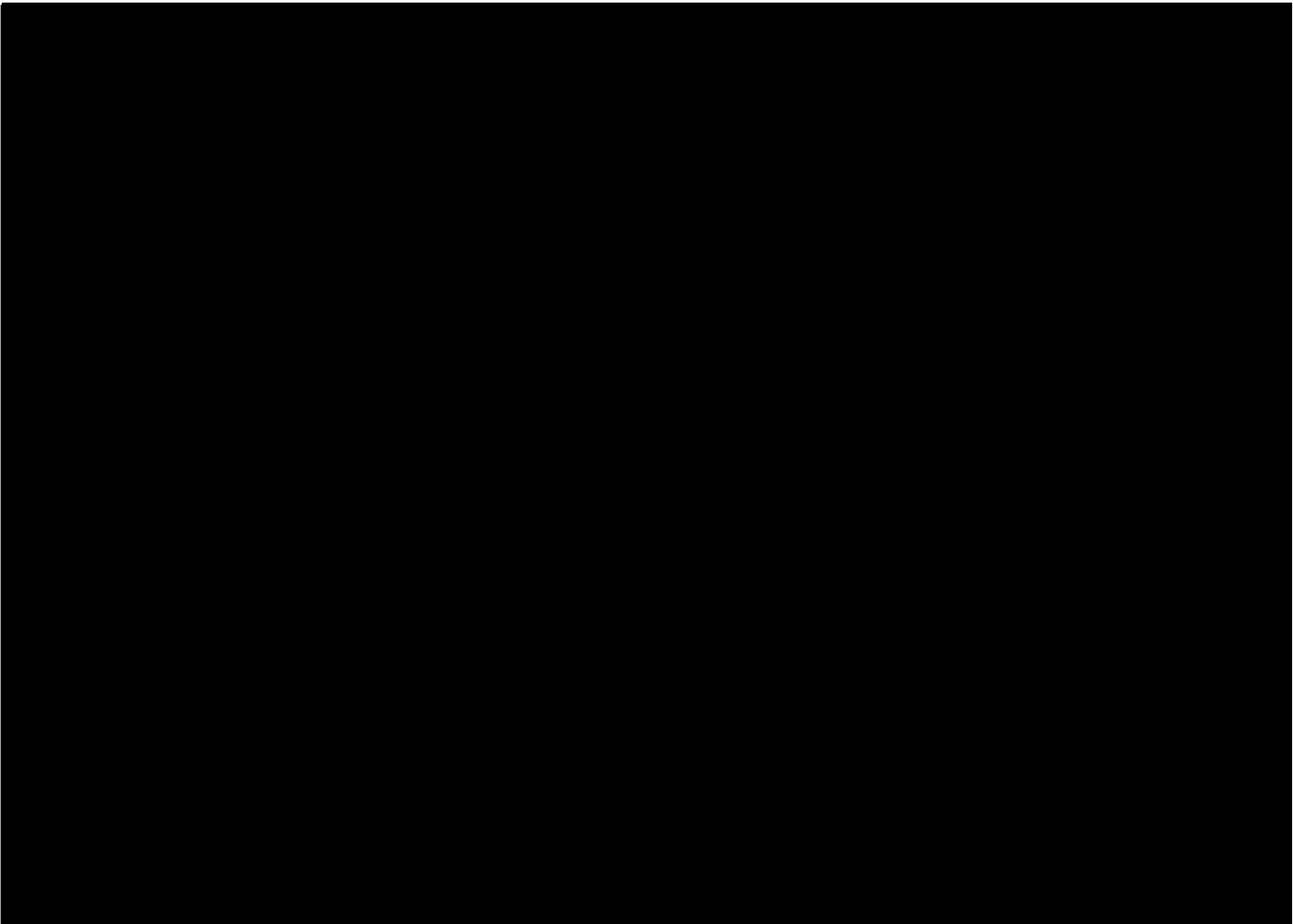
In addition to our networking and distribution of paper information, BeWell is constructing and will have in place an interactive website with selected protected and secured sections accessed only through entering patient specific codes. The website will also include a secured online ordering and payment program allowing qualified and registered patients to order and pay for their medication in advance allowing for faster pick up, or delivery with no need to visit the RMD.]

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.

[BeWell Organic Medicine, Inc. will notify the appropriate law enforcement authorities and the DPH within 24 hours of discovering the occurrence of an incident/issue.

Within 10 calendar days, BeWell will provide written notice to the DPH 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 which details the circumstances of the event, any corrective actions taken, and confirmation that the appropriate law enforcement authorities were notified.

BeWell's Policies & Procedures to document, report, and manage adverse incidents are as follows:

(a) Discrepancies identified during inventory, diversion, theft, loss, and any criminal action involving the RMD or a dispensary agent;

Policy/Procedure Documentation: Discrepancies in inventory, diversion, theft, loss, and any criminal action observed, any suspicious act involving the sale, cultivation, distribution, processing, or production of marijuana by any person, will be immediately brought to the attention of the Director of Security who will review all electronic surveillance videos, and reports and audits from BioTrack THC's POS and inventory system. The Director of Security will fill in the appropriate form with the information and findings and forward to the Executive Director. The Executive Director will contact the DPH within the allotted time frame with the Incident Report and follow up with the Corrective Actions required and taken.

(b) Unauthorized destruction of marijuana, or any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or dispensary agent ;

Policy/Procedure Documentation: Any incident of unauthorized destruction of marijuana observed by any person will be brought to the attention of the Director of Security who will investigate the allegation, fill in the appropriate form with the information and findings and forward to the Executive Director. The Executive Director will contact the DPH within the allotted time frame with the Incident Report and follow up with the Corrective Actions required and taken.

(c) An alarm activation, or the failure of any security alarm system due to a loss of electrical power or mechanical malfunction that is expected to last longer than eight hours, or other event that requires response by public safety personnel;

Policy/Procedure Documentation: Any alarm activation or other event that requires response by public safety personnel will be brought to the attention of the Director of Security who will immediately check the alarm system and request that the alarm company check the specific alarm equipment. The Executive Director will contact the DPH within the allotted time frame with the Incident Report and follow up with the Corrective Actions required and taken.

(d) Any other breach of security;

Policy/Procedure Documentation: Any other breach of security will be immediately brought to the attention of the Director of Security and the Executive Director, who will contact the DPH within the allotted time frame with the Incident Report and follow up with the Corrective Actions required and taken.

Patients and employees of BeWell will be given the opportunity to submit any complaint about personnel, operations, or any other matter (anonymously if they choose), to a management review process leading to a response, and any corrective action required. Executive Director Charles M. Saba has received professional acclaim in his long career in the food industry for attaining high levels of customer satisfaction, and will oversee the implementation of a patient satisfaction plan. In addition, all consumer complaints, operational concerns, and issues that will be reported to law enforcement must be brought to the attention of the Executive Director who will investigate each issue and document in writing the findings or corrective action taken. Any complaint or concern that puts patients or team members at risk will be reported to the DPH within the allotted time frame.]

CHECKLIST OF REQUIRED DOCUMENTS FOR SUBMISSION IN PHASE 2

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

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

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

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



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: BeWell Organic Medicine, Inc.

Application # (if more than one):

Attach organizational chart.

 ORIGINAL

BeWell Organic Medicine, Inc. Organizational Chart

 ORIGINAL

Charles M. Saba
CEO, Executive Director
 Reports to the Board of Directors, the Executive Director (ED) will have overall strategic and operational responsibility for BeWell Organic Medicine Inc.'s staff, programs, expansion, and execution of its mission. Has & will continue to develop industry knowledge, core programs, operations, and business plans.

Hon. Kevin M. Herlihy (Ret)
Director of Legal Compliance
 Has a complete understanding of MGL c.111 s.3 & the requirements of 105 CMR 725. Works closely with all of our Executive Team as well as our Legal Advisory Team & Board of Directors assuring legal compliance.

Dr. Jean Tabit
Chief Medical Officer
 Oversees the Medical Advisory Board and provides information for the Executive Management Team and Board of Directors and Team who need accurate and useful information and data on medical conditions specifically relating to Medical Marijuana. Plans & staffs medical related patient and community outreach and workshop programs.

Jennifer L. Napolitano,
Director of Accounts/Comptroller
 Oversees all accounts, ledgers and reporting systems ensuring compliance with MA standards, regulatory requirements and rules for Medical Marijuana non-profits. Monitors internal controls and safeguards for receipt of revenues, costs, payables, program budgets and actual expenditures. Presents financial information to senior management & Board of Directors in a timely manner.

David T. Hildt
Director of Operations
 Manages the team of Advisors, Directors and Consultants to provide exceptional service and support, and assure that BeWell meets its objectives and remains compliant to our Mission, Vision, Policies and Procedures. Works with the Team to develop a strong working relationship with staff, regulators, patients, the local community and non-profits supported by BeWell.

Anthony Troiano
Director of Cultivation
 Responsible for all aspects of marijuana production. Creates & implements production schedule for continual, ongoing harvests, selects varieties & acquires genetics from seeds or rooted cuttings, manages all phases of plant growth, selects, mixes and applies appropriate organic plant nutrients, designs organic integrated pest program, manages environmental growing conditions, trains and schedules daily work assignments.

Ronald D'Arcangelo
Director of Security
 Responsible for managing security and investigations, security risk assessments, security training program development for Team Members, crisis management, transportation and delivery security and protection and overall security of the RMD Team members and patients. Monitors all security systems & equipment. Assists with background check prior to hiring new Team Members.

Charles J. Saba
Director of Information Technology
 Supervises the acquisition of technological equipment including software, in-house messaging, and portable devices for the sales and management teams. Also assures the inventory tracking system is maintained and operating. Recommends improvements to the IT System including software and hardware. Assures that the entire company stays up to date on regulations and other IT changes.

Robyn A. Saba
Director of Education & Training
 Assumes the overall responsibility for professional and organizational development of all Team Members and programs, including training and technical assistance for the BioTrack THC POS System. Coordinates and schedules educational programs and workshops to support patients and residents of the local community.

Consultants
 subject to change
Will Kuss, Cultivaition
 Agronomist who assisted with the design on the cultivation center. Also assists with cultivation of marijuana.
Yvonne Lear, MIP's
 Assisted with kitchen design & recipe formulation. Will train and assist with MIP's production.
Robert Calkin, Industry Expert founder of Cannabis Career Institute. Assists with delivery procedures, recruitment & training manuals.
EIS, Inc. Security Consultants
 Assisted with security system, alarm, detection devices for plan. Will oversee build out and testing of all security systems.

BOARD OF DIRECTORS
(Exhibit 1.4)

This exhibit must be completed and submitted as part of the application.
 Corporation Name: BeWell Organic Medicine, Inc. Application # (if more than one):

Board Role	Name	Date of Birth	Business Email	Business Address
1 CEO, Executive Director	Charles M. Saba		chuck@sabaemail.com	26 Kimball Circle, Methuen MA 01844
2 Director	Honorable Kevin Herlby (Ret.)		kherlby11@yahoo.com	3 West Lowell St., Lawrence, MA 01841
3 Director	Arthur P. Napolitano, Jr.		arjie@acninc.net	15 Richardson Road, Hollis, NH 03049
4 Director	Dr. Jean Tabit		jean.tabit@gmail.com	12 Brook St., Andover, MA 01810
5 Director	Charles J. Saba		charlesjsaba@gmail.com	225 Schermerhorn St., #2J, Brooklyn, NY 11201
6 Director	Ronald D'Arcangelo		darkv19@comcast.net	4 Lawrence Rd., Haverhill, MA 01835
7 Director	Jennifer L. Napolitano		jennifer_napolitano@yahoo.com	15 Richardson Road, Hollis, NH 03049
8 Director	Robyn A. Saba		robbyn@sabaemail.com	26 Kimball Circle, Methuen, MA 01844
9 Director	Glenn T. Saba		gsaba@comcast.net	8 Brushwood Dr., Atkinson, NH 03811
10 Director	Nunzi Napolitano		heatcool12@comcast.net	76 Camp St., West Yarmouth, MA 02673

 ORIGINAL

MEMBERS OF THE CORPORATION
(Exhibit 1.5)

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

Corporation Name: N/A Application # (if more than one):

A. Member as Individuals

Individual Name	Business Address	Type of Membership Rights	If Member of Other RMD, Which One?
1			
2			
3			
4			

B. Member as Corporations N/A

Corporate Name/ Business Address	Leadership	Type of Membership Rights	If Member of Other RMD, Which One?
1	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:		
2	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:		

 ORIGINAL

BYLAWS CORPORATE
(Exhibit 1.6)

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

Corporation Name: BeWell Organic Medicine, Inc.

Application # (if more than one):

Attach bylaws.

Certificate of Clerk



I, Arthur Napolitano, the duly elected Clerk of BeWell Organic Medicine, Inc. (the "Company"), a Massachusetts non-profit corporation, hereby certify as follows:

1. The following votes were duly adopted by the vote of the directors of the Company dated November 13, 2013, filed with the records of the meeting of the directors, and such votes have not been rescinded or amended and are in effect on the date hereof:

VOTED to authorize the acceptance of the Bylaws of the Company, consisting of eight (8) pages, and attached hereto.

Dated: November 13, 2013

A handwritten signature in cursive script, appearing to read "Arthur Napolitano".

Arthur Napolitano, Clerk
BeWell Organic Medicine, Inc.

 ORIGINAL

**BY-LAWS OF
BEWELL ORGANIC MEDICINE, INC.**

Article I. ARTICLES OF ORGANIZATION, CORPORAT SEAL AND FISCAL YEAR

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

The seal shall be circular in form with the name of the corporation around the periphery and the year and state of the incorporation within.

The fiscal year shall commence on the first day of January of each year or such other date as the directors may determine.

Article II. MEMBERSHIP

The corporation shall have no members. Any action or vote required or permitted by law to be taken by members of the corporation shall be taken by action or vote of the same percentage of the directors of the corporation.

Article III. OFFICERS AND DIRECTORS

Section 1. Enumeration. The corporation shall have a board consisting of directors who shall have the powers and duties of a board of directors under Massachusetts law. The officers of the corporation shall be a president, treasurer, clerk and such other officers as the board shall elect. The board of directors may designate persons or groups of persons as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as they deem appropriate.

Section 2. Qualifications. No officer need be a director. Two or more offices may be held by the same person. The clerk shall be a resident of Massachusetts unless a resident agent shall have been appointed pursuant to Massachusetts law.

Section 3. Directors. The initial directors shall be those persons named as directors in the articles of organization. Thereafter, the directors shall be elected at the annual meeting of the directors. The directors may, by vote of a majority of the directorship, elect from time to time additional directors of the corporation. Except as hereinafter provided, the directors shall hold office until the next annual meeting of the directors and until their respective successors are elected and qualified.

 ORIGINAL

The members of the Board of Directors shall serve initial regular terms of two (2) years. The regular terms of Directors shall be staggered to ensure that the terms of no more than one-third of the voting Directors shall expire on June 30 of any given year. The directors will consist of two classes, (a) Operational Directors, and (b) Seated Directors. Every director will possess the same voting rights, regardless of designation. Subsequent to the initial term of two (2) years, the term of the Directors shall be for a period of one (1) year.

Section 4. Officers. The initial officers shall be those persons named as officers in the Articles of Organization. The directors at their annual meeting shall elect a president, treasurer and clerk, who shall hold office until the date fixed by these bylaws for the next annual meeting of directors and until their respective successors are elected and qualified. The directors also may at any time elect such other officers as they shall determine. Officers may be removed from their respective offices with or without cause by vote of a majority of the directors then in office.

Section 5. Sponsors, Benefactors, Contributors, Advisors, Friends of the Corporation. Persons or groups of persons designated by the board as sponsors, benefactors, contributors, advisors or friends of the corporation or such other title as the board deems appropriate shall, except as the board shall otherwise determine, serve in an honorary capacity. In such capacity they shall 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 6. Resignation. Any director or officer may resign at any time by giving his or her resignation in writing to the president, treasurer, clerk or any other officer or director of the corporation.

Section 7. Removal of Directors. Directors may be removed from office at any time with or without cause by a majority vote of the directors then in office or by a majority vote of the directors.

Section 8. Vacancies. Continuing directors may act despite a vacancy or vacancies in the board and shall for this purpose be deemed to constitute the full board. Any vacancy in the board of directors, however occurring, including a vacancy resulting from the enlargement of the board, may be filled by the directors, unless previously filled by the directors in the election of the directors. Vacancies in any office may be filled by the directors.

Article IV. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Place. Meetings of the board of directors shall be held at such place within or without Massachusetts as may be named in the notice of such meeting.

Section 2. Annual and Regular Meetings. The annual meeting of the board of directors shall be held each year immediately after and at the place of the annual meeting of the directors at which the board is elected. In the event the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting. Regular meetings may be held at such times as the directors may fix.

 ORIGINAL

Section 3. Special Meetings. Special meetings of the board of directors may be called by the president or any other officer or director at other times throughout the year.

Section 4. Notice. Notice of the time and place of each meeting of the directors shall be given to each director by mail, electronic mail, or facsimile at least seven days before the meeting. Forty-eight hours' notice by mail, telegraph, telephone or word of mouth shall be given for a special meeting unless shorter notice is adequate under the circumstances. A notice or waiver of notice need not specify the purpose of any special meeting. Notice of a meeting need not be given to any director if a written waiver of notice, executed by him before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

Section 5. Quorum. A majority of the directors then in office shall constitute a quorum, but a smaller number may adjourn finally or from time to time without further notice until a quorum is present. If a quorum is present, a majority of the directors present may take any action on behalf of the board except to the extent that a larger number is required by law, the articles or organization or these bylaws.

Section 6. Action by Consent; Telephone Conference Meetings. 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. Directors of the board of directors of the corporation or any committee designated thereby may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Vote of Interested Directors. A director who is a member, stockholder, trustee, director, officer or employee of any firm, corporation or association with which the corporation contemplates contracting or transacting business shall disclose his or her relationship or interest to the other directors acting upon or in reference to such contract or transaction. No director so interested shall vote on such contract or transaction, but he or she may be counted for purpose of determining a quorum. The affirmative vote of a majority of the disinterested directors shall be required before the corporation may enter into such contract or transaction.

In case the corporation enters into a contract or transacts business with any firm, corporation or association of which one or more of its directors is a member, stockholder, trustee, director, officer, or employee, such contract or transaction shall not be invalidated or in any way affected by the fact that such director or directors have or may have interests therein that are or might be adverse to the interests of the corporation. No director or directors having disclosed such adverse interest shall be liable to the corporation or to any creditor of the corporation or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits to be realized thereon.

Notwithstanding the foregoing, nothing in this section shall require a director who is a member, stockholder, trustee, director, officer or employee of an affiliate of the corporation to disclose his or her relationship with such affiliate in connection with a discussion of, or vote on, any matter



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dealing with such affiliate and such relationship shall not be deemed a conflict of interest for any purpose, unless otherwise expressly determined by an affirmative vote of a majority of all the directors then in office.

Article V. POWERS AND DUTIES OF DIRECTORS AND OFFICERS

Section 1. Directors. The directors shall be responsible for the general management and supervision of the business and affairs of the corporation except with respect to those powers reserved to the directors by law, the articles of organization or these bylaws. The board of directors may from time to time, to the extent permitted by law, delegate any of its powers to committees, subject to such limitations as the board of directors may impose.

Section 2. President. The president shall be the chief executive officer of the corporation and as such shall have charge of the affairs of the corporation subject to the supervision of the board of directors and shall preside at all meetings at which he or she is present. The president shall also have such other powers and duties as customarily belong to the office of president or as may be designated from time to time by the board of directors.

Section 3. Treasurer. The treasurer shall be the chief financial officer of the corporation. The treasurer shall also have such powers and duties as customarily belong to the office of treasurer or as may be designated from time to time by the president or the board of directors. The treasurer shall, subject to the direction and control of the board of directors, have general charge of the financial affairs of the corporation and the care and custody of its funds, securities and valuable papers, except the treasurer's own bond, if any is required, and except records and documents required hereby or by vote of the directors to be kept by some other person. If required by vote of the board of directors, the treasurer shall give bond in such form and with such sureties as the board of directors may require. The treasurer shall keep or cause to be kept accurate books of account available at all reasonable times for inspection by any director and shall also prepare or oversee the preparation of all reports and filings required by the Commonwealth of Massachusetts, the Internal Revenue Service, and other governmental agencies. The treasurer shall have power to endorse for deposit or collection all notes, checks, drafts, and other obligations and orders for payment of money to the corporation, and to accept drafts on its behalf. If at any time the treasurer is absent or unable to serve, the assistant treasurer, if one shall have been elected, shall have all of the powers given to the treasurer by these Bylaws.

Section 4. Clerk. The clerk shall record all proceedings of the directors in a book or books to be kept therefore and shall have custody of the seal of the corporation. The clerk shall keep an attested copy of the Articles of Organization and articles of amendment thereof and of these Bylaws, and a true record of all meetings of the board of directors, in a book or books to be kept therefore, which books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of the clerk, and they shall be open at all reasonable times to the inspection of any director. In the absence of the clerk or assistant clerk, if one shall have been elected, at any such meeting, a temporary clerk shall be chosen, who shall record the proceedings of such meeting in the aforesaid books. The clerk shall also keep or cause to be kept a complete list of all directors of the corporation and their residences, at the office of the corpora-

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tion in the Commonwealth of Massachusetts, and the list shall be open at all reasonable times to the inspection of any director.

Section 5. Other Officers. Other officers shall have such powers as may be designated from time to time by the board of directors.


Article VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director or officer of the corporation or of any of its subsidiaries, or who at the request of the corporation may serve or at any time has served as a director, officer or director of, or in a similar capacity with, another organization, against all expenses and liabilities (including counsel fees, judgments, fines, excise taxes, penalties and amounts payable in settlements) reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or other proceeding, whether civil, criminal, administrative or investigative, in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits, the proceeding was authorized by the corporation or the proceeding seeks a declaratory judgment regarding his or her own conduct); provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation; and provided, further, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, the payment and indemnification thereof have been approved by the corporation, which approval shall not unreasonably be withheld, or by a court of competent jurisdiction. Such indemnification shall include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this article, which undertaking may be accepted without regard to the financial ability of such person to make repayment.

A person entitled to indemnification hereunder whose duties include service or responsibilities as a fiduciary with respect to a subsidiary or other organization shall be deemed to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of such subsidiary or organization or of the participants or beneficiaries of, or other persons with interests in, such subsidiary or organization to whom he or she had a fiduciary duty.

Where indemnification hereunder requires authorization or approval by the corporation, such authorization or approval shall be conclusively deemed to have been obtained, and in any case where a director of the corporation approves the payment of indemnification, such director shall be wholly protected, if:

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the directors consisting of persons who are not at that time parties to the proceeding, (2) by a

 ORIGINAL

majority vote of a committee of two or more directors who are not at that time parties to the proceedings and are selected for this purpose by the full board (in which selection directors who are parties may participate), or (3) by the directors of the corporation if disinterested; or

- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors or in the manner specified in clauses (1), (2) or (3) of subparagraph (i); or
- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the directors may have otherwise acted in accordance with the standard of conduct set forth in Chapter 180 of the Massachusetts General Laws.

Any indemnification or advance of expenses under this article shall be paid promptly, and in any event within 30 days, after the receipt by the corporation of a written request therefore from the person to be indemnified, unless with respect to a claim for indemnification the corporation shall have determined that the person is not entitled to indemnification. If the corporation denies the request or if payment is not made within such 30-day period, the person seeking to be indemnified may at any time thereafter seek to enforce his or her rights hereunder in a court of competent jurisdiction and, if successful in whole or in part, he or she shall be entitled also to indemnification for the expenses of prosecuting such action. Unless otherwise provided by law, the burden of proving that the person is not entitled to indemnification shall be on the corporation.

The right of indemnification under this article shall be a contract right inuring to the benefit of the directors, officers and other persons entitled to be indemnified hereunder and no amendment or repeal of this article shall adversely affect any right of such director, officer or other person existing at the time of such amendment or repeal.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of a director, officer or other person entitled to indemnification hereunder. The indemnification provided hereunder may, to the extent authorized by the corporation, apply to the directors, officers and other persons associated with constituent corporations that have been merged into or consolidated with the corporation who would have been entitled to indemnification hereunder had they served in such capacity with or at the request of the corporation.

The right of indemnification under this article shall be in addition to and not exclusive of all other rights to which such director or officer or other persons may be entitled. Nothing contained in this article shall affect any rights to indemnification to which corporation employees or agents other than directors and officers and other persons entitled to indemnification hereunder may be entitled by contract or otherwise under law.

The directors and officers of the corporation shall not be personally liable for any debt, liability, or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the corporation.

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Article VII. INTERESTED PARTIES

Section 1. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any director or officer, or any concern in which any such director or officer has any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, act or other transaction (collectively called a "transaction") of the corporation, and

- (a) such transaction shall not be in any way invalidated or otherwise affected by that fact;
- (b) no such director, officer or concern shall be liable to account to the corporation for any profit or benefit realized through any such transaction;

provided, however, that such transaction either was fair at the time it was entered into or is authorized or ratified by a majority of the directors who are not so interested and to whom the nature of such interest has been disclosed. No interested director may vote or may be counted in determining the existence of a quorum at any meeting at which such transaction shall be authorized or ratified, but may participate in discussion thereof.

Section 2. For purposes of this Article VII, the term "interest" shall include personal interest and also interest as a trustee, officer, stockholder, shareholder, director, member or beneficially of any concern; and the term "concern" shall mean any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

Section 3. No transaction shall be avoided by reason of any provisions of this Article VII which would be valid but for such provisions.

Article VIII. EXECUTION OF PAPERS

Section 1. Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted or endorsed by the corporation shall be signed by the Chairperson, President or Treasurer.

Section 2. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president and the treasurer, who shall be two different persons, 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.

Article IX. NONDISCRIMINATION POLICY

The corporation shall not discriminate on the basis of race, color, religion, national origin, gender, sexual orientation, age, disability and economic condition with respect to employment, volunteer participation or the provision of service.

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Article X. AMENDMENT


These bylaws may be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directors present and voting at any meeting, the notice of which contains a statement of the proposed alteration or amendment. The directors may also make, amend or repeal these bylaws in whole or in part and shall give written notice of such action to the directorship before the next meeting of directors. Any such alteration, amendment or repeal by the directors may then be altered, amended or repealed, in whole or in part, by the affirmative vote of a majority of the directorship entitled to vote thereon. Notwithstanding the above provisions of this Article X, any amendment, alteration or repeal of a bylaw by the directors as provided for in this Article shall be valid and given full force and effect unless and until acted upon by the directorship.

Article XI. PARLIMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Revised, shall govern the corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws.

Voted the 13th day of November, 2013.

Attested to by:



Arthur Napolitano, Clerk
BeWell Organic Medicine, Inc.

 ORIGINAL

AMENDED ARTICLES OF ORGANIZATION
(Exhibit 1.7)

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

Corporation Name: BeWell Organic Medicine, Inc.

Application # (if more than one):

Please check box if articles have changed since Phase 1:

YES

NO

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

RECEIVED

NOV 14 2013

CERTIFICATE OF CHANGE OF DIRECTORS OR OFFICERS OF NON-PROFIT CORPORATIONS

SECRETARY OF THE COMMONWEALTH
CORPORATIONS DIVISION

(General Laws, Chapter 180, Section 6D)

I, Arthur Napolitano _____, *Clerk / *Assistant Clerk

of BeWell Organic Medicine, Inc. _____
(Exact name of corporation)

having a principal office at 26 Kimball Circle, Methuen, MA 01844 _____
(Street address of corporation in Massachusetts)

certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/ or clerk of said corporation has been made and that the name, residential address, and expiration of term of each director and the president, treasurer and clerk are as follows:

	NAME	RESIDENTIAL ADDRESS	EXPIRATION OF TERM OF OFFICE
President:	Charles M. Saba	26 Kimball Circle, Methuen, MA 01844	N/A
Treasurer:	Charles M. Saba	26 Kimball Circle, Methuen, MA 01844	N/A
Clerk:	Arthur Napolitano	15 Richardson Road, Hollis, NH 03049	N/A
**Assistant Clerk:			
Directors:	Charles M. Saba	26 Kimball Circle, Methuen, MA 01844	N/A
	Charles J. Saba	12 Mt. Vernon Circle, Lawrence, MA 01843	N/A
	Arthur Napolitano	15 Richardson Road, Hollis, NH 03049	N/A
	Glenn T. Saba	8 Brushwood Avenue, Atkinson, NH 03811	N/A
	Dr. Jean Tabit, D.O.	12 Brook Street, Andover, MA 01810	N/A

*Continued on second page

 ORIGINAL

SIGNED UNDER THE PENALTIES OF PERJURY, this 8th day of November, 20 13,

Arthur Napolitano _____, *Clerk / *Assistant Clerk.

*Delete the inapplicable words.

**Please provide the name and residential address of the assistant clerk if he/she is executing this certificate of change.

Directors - Continued:

Kevin P. Herlihy, 3 West Lowell Street, Lawrence, MA 01841

Ronald D'Arcangelo, 4 Lawrence Road, Bradford, MA 01835

Nunzi L. Napolitano, 76 Camp Street, West Yarmouth, MA 06236

Robyn A. Saba, 26 Kimball Circle, Methuen, MA 01844

Jennifer L. Napolitano, 15 Richardson Road, Hollis, NH03049



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PARENT OR SUBSIDIARY CORPORATIONS
(Exhibit 1.8)

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

Corporation Name: N/A

Application # (if more than one):

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

REFERENCES
(Exhibit 1.9)

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

Corporation Name: BeWell Organic Medicine, Inc., Application # (if more than one):

	Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1	Kathy Tirrell	(781)603-2542 Katktrrel124@live.com	Supervisor at D' Angelo Grilled Sandwiches; D' Angelo Executive Vice President of Operations	2003-2011
2	Gary Sandeen	(781)953-8649 gsandeen@chipotle.com	Supervisor at Papa Gino's; Papa Gino's Executive Vice President of Operations	2001-2011
3	Ellie Ableman	(617)480-7282 eableman@comcast.net	Support person for both Papa Gino's and D' Angelo; Director of Risk Management	2008-2013

 ORIGINAL

2.1 Provide a list of the applicants Executive Management Team, including each persons name, business address, email and role within the organization.

ATTACHMENT

Name	Address	E-mail	Position
Charles M. Saba	26 Kimball Circle, Methuen, MA 01844	chuck@sabaemail.com	CEO/ED
Honorable Kevin Herlihy	3 West Lowell Street, Lawrence, MA 01841	kherlihy11@yahoo.com	Director of Legal Compliance
David T. Hildt	12 Vine Street, Amesbury, MA 01913	dhildt@comcast.net	Director of Operations
Charles J. Saba	225 Schermerhorn St., #2J, Brooklyn, NY 112 01	charlesjsaba@gmail.com	Director of Information Technology
Anthony Troiano	2813 Bay Village Ave., Santa Rosa, CA 95403	troiano.anthony@gmail.com	Director of Cultivation
Ronald D'Arcangelo	4 Lawrence Rd., Haverhill MA 01835	darky19@comcast.net	Director of Security
Dr. Jean Tabit	12 Brook Street, Andover, MA 01810	Jean.tabit@gmail.com	Chief Medical Officer
Robyn A. Saba	26 Kimball Circle, Methuen, MA 01844	robyn@sabaemail.com	Director of Education & Training
Jennifer L. Napolitano	15 Richardson Road, Hollis, NH 03049	jennifer_napolitano@yahoo.com	Director of Accounts/ Comptroller

 ORIGINAL

RESUMES FOR EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.2)

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

Corporation Name: BeWell Organic Medicine, Inc.
Application # (if more than one):

List the résumés attached:

	Title	Name
1	Chief Executive Officer/ Executive Director	Charles M. Saba
2	Director of Operations	David T. Hildt
3	Chief Medical Officer	Dr. Jean Tabit
4	Director Of IT	Charles J. Saba
5	Director of Cultivation	Anthony Troiano
6	Director of Accounts/Comptroller	Jennifer L. Napolitano
7	Director of Security	Ronald D'Arcangelo
8	Director of Education & Training	Robyn A. Saba
9	Director of Legal Compliance	Kevin J. Herlihy

 **ORIGINAL**

Charles M. Saba

Chief Executive Officer, Executive Director

26 Kimball Circle, Methuen, MA 01844

██████████
chuck@sabaemail.com

PROFILE: Chuck has found success at all levels of the Restaurant and Food Services Industry and has extensive experience in all areas of management and compliance. He has owned two restaurants as well as American Food Professional's, a consulting company that helped put new food products into market and assisted with business plans for startup restaurants and food production facilities. He has worked with Joyce Chen Food Products, Boston Market and Seagram's, and held positions as a District Manager of Friendly Ice Cream Corporation, and as a Regional Vice President of Papa Gino's Inc.

At Friendly Ice Cream Corp. Chuck was responsible for the general operations of up to 20 restaurants. He also planned the logistics, built, and staffed two entirely new restaurants in Maine. As a Regional Vice President of Operations for Papa Gino's Chuck had total budgetary planning and execution responsibilities, as well as training, staffing, and adherence to standards and regulations for half of the D'Angelo Grill Sandwiches Restaurants throughout Eastern New England. Chuck was responsible for the company-wide Guest Service Program for 5 years, during which Chuck's Region enjoyed an increase in overall guest satisfaction from 51% to 68%. Chuck was also in charge of monitoring the Guest Commentary program, reducing overall guest complaints and improving overall guest service. Chuck was one of Massachusetts' first ServSafe Certified Trainers, with a 97% certification rating. A resident of Methuen MA, Chuck has served the City of Methuen as Chairman of the Board of Appeals as well as serving on other Committees. He earned a Master's Degree in Management from Cambridge College in Cambridge MA, and a Bachelor of Science Degree in Food and Natural Resources from the University of Massachusetts, Amherst.

EXPERIENCE:

Papa Gino's Inc. 2003 – 2013

Regional Vice President of Operations, D'Angelo's Grilled Sandwiches 2006 - 2013

- Responsible for Annual Budgetary Planning and Quarterly Reforecasting; \$65,000,000 in annual Sales; Staffing & Retention; Standards, Systems & Procedures for half of all D'Angelo Restaurants

District Manager, D'Angelo's Grilled Sandwiches 2004 - 2006

- As District Manager of Boston and Waltham achieved positive Sales and Cash Flow and 0 Management Turnover achieving District Manager of the Year in 2000

Special Projects Manager 2003 - 2004

- Successfully completed year-long project to achieve higher cash flow in dual brand restaurants

Friendly Ice Cream Company Inc. 1991 – 2000, District Manager

- District Manager of Boston through Southern NH
- ServSafe Certified instructor, Top DM 1990 -1999, served on Operational Excellence Committee

American Food Professionals 1987 – 2005, Partner, VP Operations and Product Development

- Assisted numerous companies including Joyce Chen Food Products, Seagrams, Boston Market with new product development and product standardization.
- Developed Business Plans

EDUCATION:

- 2006 Cambridge College, Master of Management
- 1976 University of Massachusetts, Amherst, BS HRTA Food & Natural Resources
- 1972 Central Catholic High School

References Furnished Upon Request



ORIGINAL

David Thomas Hildt

Director of Operations

PROFILE: David Hildt is the Director of Afterschool Programs at the Lawrence Family Development Charter School. Previously he was the Executive Director of Adelante Inc., an academic enrichment, test prep, community service and scholarship program for youth in Lawrence, Massachusetts. A resident of Amesbury, Hildt served as the city's Mayor for two terms, from 2002 to 2006. He was a long-time member of the Amesbury School Committee. A graduate of Georgetown University, Hildt spent three years as a Peace Corps volunteer in Brazil. Upon returning to the U.S., he became the Program Director for Boston School Volunteers and later worked as a writing consultant, and Interim Director of the Lawrence Public Library. With lifelong interests in education and public service, Hildt has developed and taught courses for immigrants and refugees in English, employability skills and family literacy. While mayor, Hildt served as president of the Massachusetts Mayors Association. He has served as a member of many community and regional boards and commissions.

PROFESSIONAL EXPERIENCE:

Director, Adelante Youth Program, Lawrence, MA

2006-2012

Responsibilities: As executive Director of an independent non-profit organization annually serving 125 Latino youth in grades 7-12, prepare and administer \$400k budget; primary responsibility for fund-raising and program development; oversee Prep program which includes intensive test preparation and academic enrichment activities for middle school youth; administer Adelante Scholar and community service program for 40 high school students in six partner schools.

Mayor, City of Amesbury, MA

2002-2006

Responsibilities: Prepare and administer budget of \$45 million. Direct projects relating to economic development, affordable housing and adaptive reuse. Negotiate contracts for police, firefighters, teachers, DPW, office professionals and non-aligned employees. Sit as chair of School Committee. Collaborate with state and federal officials to develop and implement grants and contracts.

Lawrence Public Library, Lawrence, MA 1993-2002 Acting Director 1999-2001, Asst. Director 1993-1999

Peace Corps volunteer, Mato Grosso, Brazil

1968-1971

EDUCATION:

- Bachelor of Arts in French, Georgetown University, Washington DC
- Course work for Masters in Library Science, Simmons College, Boston MA
- Fluent in Spanish and Portuguese

COMMUNITY SERVICE:

- Vice President, Board of Trustees, Essex National Heritage Commission
- Chairman, Capital Campaign Committee – FCOA Amesbury Senior Center
- President, Massachusetts Mayors Association
- Board of Directors, Jeanne Geiger Crisis Center
- President, Board of Directors, International Institute of Greater Lawrence
- Statewide Advisory Board Member, SABES (System for Adult Basic Education Support)
- Chairman, School Improvement Council, Lawrence Adult Learning Center

 ORIGINAL

Dr. Jean Tabit, D.O.

Chief Medical Officer

12 Brook Street
Andover, MA 01810

PROFILE: Upon graduating from New Hampshire Dartmouth Medicine Residency in 2004, Dr. Tabit joined the Greater Lawrence Family Health Center. Among her duties at GLFHC she supervises group medicine visits for prenatal, child obesity, adolescents and diabetes. Dr. Tabit also serves as the Medical Director for Reach Out and Read within her clinic. Dr. Tabit is a Clinical Instructor in Family Medicine for Tufts University School of Medicine. She has been recognized for her work among the underserved and has been awarded a grant from the National Health Service Corps to continue her efforts.

Board Certified in Family Medicine, Dr. Tabit is an active member of the Medical Staff at Lawrence General Hospital where she admits and rounds on her patients. She is familiar with and complies with the guidelines of many regulatory boards including Massachusetts Board of Registration in Medicine, American Board of Family Medicine, Department of Public Health, Controlled Substances Bureau, Joint Commission Accreditation Health Care Administration, and Occupation Safety and Health Administration.

As an Osteopath, Dr. Tabit is interested in Holistic medicine as an adjunct to traditional medicine. She has participated in Continuing Medical Education programs for Medical Marijuana and continues to educate herself in this regard. Her office offers many alternative medicine programs including Osteopathic Manipulation, Hypnosis, Acupuncture, Group Exercise and Yoga.

EXPERIENCE:

August 2004-present	Family Medicine Physician, Greater Lawrence Family Health Center
August 2004-present	Teaching Faculty, Lawrence Family Medicine Residency
August 2005-present	Clinical Instructor, Tufts Medical School
Sept 1995-August 1997	Clinician's Assistant, Massachusetts Institute of Technology
March 1994-August 1997	Research Assistant, Brigham and Woman's Hospital and Harvard Medical School
Sept 1991-May 1997	Teaching Assistant, University of Mississippi

EDUCATION:

Sept 1987-May 1991	University of Mississippi, BS Biology, Minor Spanish
June 1990-August 1990	University of Salamanca, Salamanca Spain
Sept 1991-May 1993	University of Mississippi
Sept 1993-Dec 1993	Boston University
Sept 1994-May 1996	Harvard University
Sept 1997-May 2001	Doctor of Osteopathy, University of NE College of Osteopathic Medicine
June 2001-June 2004	New Hampshire Dartmouth Family Practice, Residency

CERTIFICATIONS:

October 2006	Basic Life Support
June 2006, July 2002	Advanced Life Support for Obstetrics
2004	Advanced Cardiac Life Support
2004	Neonatal Resuscitation Program

Board Certification:

July 2006

American Board of Family Medicine

 ORIGINAL

Dr. Jean Tabit, D.O.

PROFESSIONAL MEMBERSHIPS: Massachusetts Medical Society, American Academy of Family Physicians, American Osteopathic Association

SPECIAL INTERESTS: Member Perinatal Committee Lawrence General Hospital, Member Family Medicine Committee Lawrence General Hospital, Supervising Physician prenatal care group, Greater Lawrence Family Health Center, Medical Site Director, Reach out And Read, Mentor Program – Service Club of Andover, Project Bethlehem Participant, Hike for Hope Participant

HONORS: Sigma Sigma Phi – Osteopathic Honor Society, Phi Sigma Alpha – Osteopathic Honor Society

PUBLICATIONS: Katz HR, Vivier E, Castells, M, McCormick MJ, Chambers JM, Austen KF. *Mouse Mast Cell gp49B1 Contains Two Immunoreceptor Tyrosine-based Inhibition Motifs*. Proceedings of the National Academy of Sciences. 1996. Vol 93: 10890

 ORIGINAL

Charles J. Saba

Director of Information Technology

225 Schermerhorn St. #2J

Brooklyn, NY 11201

charlesjsaba@gmail.com

PROFILE: In his eight years at FXCM CJ has worked as both a Desktop and Windows Server Administrator and a Network Engineer. However, it was his project management expertise that paved the way to his current international role where he has worked with regulators in countries like Turkey, and have built out new office sites from the ground up in Bulgaria, Berlin, and Dubai. Now, as VP of International IT, CJ manages a global team of engineers and administrators and is responsible for FXCM's offices and off-site locations in London, Sydney, Bulgaria, Berlin, Hong Kong, Shenzhen, and Israel.

WORK EXPERIENCE:

Forex Capital Markets (FXCM); New York, NY

2005 - Present

VP of IT - International Projects, Promoted from IT Project Manager

2012 - Present

- Manage 11 employees in the UK, Bulgaria, Hong Kong, Sydney and Japan
- Work with global department heads to ensure the end user experience
 - Implement and maintain local infrastructure
 - Clearly communicate scope, health, and impact of all global IT projects
- Maintain offices in London, Sydney, Bulgaria, Berlin, Hong Kong, Japan, Shenzhen, and Israel.
 - Phone Systems, Local Network Support, WAN optimization, and asset control
- Manage and monitor international projects
 - Oversee work on all global impacting IT projects

IT Project Manager, Promoted from Network Engineer

2010 - 2012

- Migration of the phone system from Nortel to Cisco for over 600 end-users across all offices
- Built out or migrated the New York, Dallas, San Francisco, Dubai, Berlin, Hong Kong offices
 - Coordinated with contractors, architects, and engineers as well as FXCM department heads and IT staff to ensure a smooth build or move process
- Implemented and migrated to a new incident and CMDB system

Various Positions at FOREX

2005 - 2012

Comcast; Malden MA

2000 - 2004

BSD Sales

- Inbound sales and upgrades of multiples products and add-ons.
- Consistently exceeded sales quota by an average of 15% and maintained positions on the monthly leader board.

EDUCATION:

KNOWLEDGE AND CERTIFICATIONS

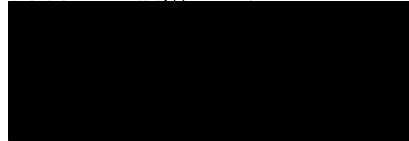
-
- ITIL Foundations, SME License 100402801
 - Working knowledge of Windows server 2000
 - Basic knowledge of MS SQL
 - Working knowledge of cisco networking
 - Basic knowledge of Unix and Linux

UNIVERSITY OF MASSACHUSETTS, Lowell, MA 1998-2001

- Completed 44 credits

 ORIGINAL

Anthony Troiano
Director of Cultivation



PROFILE: Anthony started his career as a horticultural hobbyist, and over the years developed a passion for plants and the many facets of the industry. He has worked in traditional cultivation for many years and for the last eight (8) years with marijuana cultivation in several Grow Cooperatives in and around Santa Rosa CA assisting with all aspects of the cultivation of high quality Medical Marijuana sold to local dispensaries. As the Facilities Production Manager at Mercy Wellness Center in Cotati CA, Anthony was in charge of planning and scheduling for all phases of growth from seed to planting, mother creation, cloning, pruning, fertilizing, pest control, harvesting and curing. Additionally, Anthony set up standards to assure that all aspects of cleanliness and sanitation were in place. At Mercy Wellness he worked hard to maintain a positive relationship with the surrounding neighbors, the Police Department and the City of Cotati. Anthony is familiar with and has cultivated numerous strains of Indica, Sativa and cross strains including some that he has created. His creation, Darth Tone, competed at the High Times Cannabis Cup is now a staple strain in many California Dispensaries. Anthony is the founder and owner of ToneTea Compost Tea, a Santa Rosa based producer of composted organic fertilizers, which he sells to tradition farms, as well as medical marijuana cultivation centers and cooperatives. Anthony currently lives and works in California and is committed to moving to the area once BeWell's licenses are issued.

EXPERIENCE:

- Mentored apprentices and assistants on procedures and processes.
- Horticultural hobbyist for the past 10 years.
- Managed value-engineering process with clients to ensure modifications to project specifications continued to meet project goals and client expectations.
- Perfected skill with manual and power tools to ensure repair efficiency.
- Hosted and attended seminars and trade shows to monitor horticulture industry trends.
- Received numerous accolades from clients for superior workmanship.

COMPANY AFFILIATIONS:

ToneTea Compost Tea, Santa Rosa, CA
Production, Promotion and Sales October 2009 - Current

Mercy Wellness, Cotati, CA
Facilities and Production Management September 2012 - June 2013

JHP Painting and Decorating, Santa Rosa, CA
Journeyman Painter, January 2007 – August 2008

Brunsing and Associates, Windsor, CA
Remediation System Maintenance , June 2006 – January 2007

EDUCATION:

H.S. Diploma, General Studies, 2002
North Andover High School, North Andover, MA 01845
High school diploma with focus on metal and woodworking shop activities

 ORIGINAL

Jennifer Napolitano

Director of Accounts/Comptroller

15 Richardson Road

Hollis, NH 03049

Jennifer_napolitano@yahoo.com

PROFILE: Administrator and office manager for a 240 million dollar marketing company, World Class Holdings, LLC. For over the past 5 plus years, she has been preparing P/L's, monthly commission reports, accounts receivable and payable, bookkeeping and paying out monthly commissions to the company partners. Previous experience includes Administrative Assistant for Orion Research Company in Boston, MA, Administrative Assistant and Gold Purchasing for Town & Country Jewelry Manufacturing in Chelsea, MA and billing support for Preti, Flaherty, Belivaeu & Pachios, LLP in Portland, ME. She has also completed education in the medical assistant field with past employment at OBGYN Associates of Southern NH. Responsibilities included preparing charts and rooms for patients, perform vitals and update patient files, assist the doctor with exams and medical procedures, taking specimens from the procedures, and then labeling and sending them to the lab for analysis. She also prepared results for the doctor, ran lab tests for urinalysis, i.e. pregnancy, uti, and did first time appointments with new pregnant couples.

EMPLOYMENT:

Office Manager/Comptroller for World Class Holdings, LLC Hollis, NH 2008-Present

Bookkeeping, accounts receivables and payables, producing P/L's, monthly commission reports and paying monthly commissions to company partners.

Medical Assistant, OBGYN Associates of Southern NH, Merrimack, NH 2009-2010

Assisted the doctor in regular exams and surgical procedures. Process specimens for lab, prepared patient charts, roomed patients, charted vitals and prepped patients for exams/procedures.

Admin. Assistant/Gold Buyer, Town & Country Jewelry Manufacturing, Chelsea, MA 1990-1992

Typed correspondence for company managers, filing, helped with jewelry promotions, worked in purchasing department where I watched gold prices/purchased gold for the company.

Administrative Assistant, Orion Research, The Schrafft Center, Boston, MA 1988-1990

Worked for Research Manager typing letters, filing, worked with the billing department, main desk receptionist, travel planning (flights/rental cars/etc.) for business associates.

Billing Assistant, Preti, Flaherty, Belliveau and Pacions, Portland, ME 1986-1988

Organized, edited and printed bills for four lawyers.

Bank Teller, Katahdin Federal Credit Union, Millinocket, ME 1983-1986

Made bank deposits, withdrawals, opened checking and savings accounts, sold travelers checks, researched account issues.

Administrative Assistant, Katahdin Federal Credit Union, Millinocket, ME 1981-1982

I was the assistant to the Loan Manager at a very busy credit union. Typing, filing, photocopying, microfilming checks, prepared banking statements. This was a co-op job through my high school.

EDUCATION:

Graduated High School, 1982

Hesser College, 2009 CMA

 ORIGINAL

Ronald J D'Arcangelo

Director of Security

EXPERIENCE: Retired Chief probation officer for Amesbury and Newbury District Courts, beginning in 1991. I received a Bachelor of Arts degree, majoring in English and certified in Education. From 1966 through 1972, taught at the Essex County Reformatory in Lawrence, MA. In 1973 was appointed to the Massachusetts Probation Department and was assigned to the Amesbury District Court. Vice Chairman of the Board of Directors at the Haverhill Boys Club, as well as Vice Chairman of the Whittier Vocational/Technical High School Committee. Received a Masters Degree in Criminal Justice from Ave Maria College. Received numerous awards for outstanding achievements and my department was the first probation department in the Commonwealth to receive certification for casework and management. I also owned and operated two real estate offices and two sandwich shops during my professional career.

EDUCATION:

Haverhill High School, Graduated 1960
Suffolk University, Bachelor of Arts, Graduated 1965
Ana Maria College, Master of Arts, Graduated 1980

EMPLOYMENT:

<i>Newburyport Division</i> Chief Probation Officer	1991-2000 Retired
<i>Commonwealth of Massachusetts</i> Trial Court Amesbury/Newburyport Division Chief Probation Officer	1986-1991
<i>Essex County Reformatory, Lawrence, MA</i> Teacher	1967-1972

OTHER EMPLOYMENT:

<i>Remax Realty</i> Main Street Group Realtor/Broker	1998-2011 Retired
<i>D'Arcangelo Realty</i> Owned and Operated	1990-1998
<i>Bradford Realty Company</i> Owned and Operated	1977-1990

References Available Upon Request



ORIGINAL

Robyn A. Saba

Director of Education and Training

26 Kimball Circle

Methuen MA 01844

robyn@sabaemail.com

PROFILE: Robyn A. Saba, has been a resident of Methuen Massachusetts for 26 years. She is a Graduate of Cambridge College, Cambridge MA 1997 with a Bachelor of Arts in Psychology and a Masters of Education. She holds education licenses for Elementary Ed., Special Education, Principal of Elementary (PreK-6) and Middle School (5-8). Robyn has been teaching for the past 22 years, six in Methuen Massachusetts and 16 years in Lawrence Massachusetts. She has worked in an alternative school for behaviorally challenged students as well as students with a wide range of special needs. For 11 years Robyn taught general education students, grade 4. Robyn's responsibilities consisted of curriculum development, instructional best practices, analyzing data, and implementing Standardized testing /scoring. She was an Extended Learning Day Facilitator, responsible for staff scheduling, students, and parent liaison. Robyn has received a certificate from the Bread Loaf School of English, Andover MA issued by Middlebury School of English, Middlebury VT. In 2012 Robyn was awarded The Sontag Teacher Excellence Award in Urban Education. Robyn recently left the classroom to take the position of Assistant to the Literacy Coach, concentrating on writing and new teacher mentoring. She works developing curriculum and targeting at risk students for interventions. Robyn works closely with administration preparing for Statewide MCAS Testing. She presently works at the Frost Elementary School in Lawrence, Massachusetts.

EXPERIENCE:

Title One Teacher - Assistant to Literacy Coach

2011 - Present

Tutoring, Concentration in Writing, Work with Administration preparing for MCAS Testing
Recipient of Sontag Teacher Excellence Award- 2012

Extended Day Program – Facilitator

2010 - 2011

Teacher General Education grade 4- Frost Elementary

2001 – 2011

Full classroom duties consisting of : Lesson planning , curriculum development, Instructional best practices, Analyzing data to drive instruction; Classroom management & Discipline, Implementation of Standardized Testing/Scoring, responsible for differentiating curriculum and making modifications to student work in accordance individual education plans; I.E.P.'s

Teacher Special Education Inclusion grade 5 –Frost Elementary

2000 - 2001

Modified and differentiated curriculum based on individual education plans

Teacher mutli-level / Behavioral Classroom – New Beginnings

1998 - 2000

Implemented modified curriculum and behavior interventions / special need students

EDUCATION:

Cambridge College, Cambridge MA, BA Psychology, Masters of Education

Certificate: Bread Loaf School of English, Andover MA

Middlebury School of English Middlebury VT

TEACHING CERTIFICATIONS: Certification # ****363337

Elementary (1-6)

Professional

Special Needs (PreK-9)

Professional

Principal/Assistant Principal (PreK-6)

Initial

Principal/Assistant Principal (5-8)

Initial



ORIGINAL

Kevin M. Herlihy

Director of Legal Compliance

PO Box 463

Haverhill, MA 01831

PROFILE: I was one of the first presiding Judges in Massachusetts to accept federal money with the purpose of starting a Drug Court session. The funds were used to engage local professionals who would work with those who were on probation for drug offenses. I, along with staff members, attended a drug court session in Sacramento, California. I also attended a session with Judges from all across the country at Georgetown Law School in Washington, D.C. From these experiences, I learned that drugs, although abused by many, are not always bad and can serve a useful purpose. This is particularly true of marijuana. The people of Massachusetts have spoken and I would be honored to play a role in providing medical marijuana for those in need in the opinion of a medical doctor.

EMPLOYMENT:

First Justice, Haverhill District Court 1996 TO 2006

First Justice, Lawrence District Court 1986 TO 1996

Associate Justice, Lawrence District Court 1985 TO 1986
Presided over more than 100 Single Justice Civil Trials

Attorney at Law 1971 TO 1985
Practiced law in Gloucester, MA from 1971 to 1974 and in Haverhill, MA from 1974 to 1985.
During years 1974-1977 served as a Special Assistant Attorney General

Teacher, Haverhill High School 1966 to 1968

EDUCATION:

Boston College, 1964. – A.B.
Suffolk University, 1967 – M.A. IN EDUCATION
Suffolk University Law School, 1971 – J.D.

PROFESSIONAL ASSOCIATIONS:

MEMBER: American Bar Association
MEMBER: Massachusetts Bar Association
MEMBER: Haverhill and Lawrence Bar Association

ORGANIZATIONS:

Whittier Regional School Committee – Former Member
Greater Lawrence Boys and Girls Club – Board of Directors, Former Member
Central Catholic High School – Board of Directors, Former Member
Essex Art Center – Board of Directors, Former Member
Children's Friend & Family Services, Salem, MA – Board of Directors, Former Member

References Available Upon Request



ORIGINAL

EVIDENCE OF CAPITAL
(Exhibit4.1)

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

Corporation Name: BeWell Organic Medicine, Inc.

Application # (if more than one):

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

Attach one-page bank statement.





Bank

America's Most Convenient Bank®

TD Bank, N.A.
228 Haverhill Street
Methuen, MA 01844
T: 978-684-6608 F: 978-794-7622
www.tdbank.com

November 15, 2013

To Whom It May Concern:

Bewell Organic Medicine Inc. is current customers of TDBank here on 228 Haverhill St. Methuen Ma 01844.

Their active business checking account has an available balance as of November 15, 2013 of \$501,000.

Should there be any questions in regards to this letter feel free to contact us at (978) 684-6608

Thank you,
Mohammad Rizwan



ORIGINAL

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.

N/A

Date:

Name of the Corporation:

Name of CEO/Executive Director of the Corporation:

Name of Account Holder:

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



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

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

Corporation Name: BeWell Organic Medicine, Inc.

Application # (if more than one) :

Name	Business Address	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1 Arthur P. Napolitano, Jr.	15 Richardson Road, Hollis, NH 03049	\$ 500,000 98%	Cash	Director/Clerk	
2 Charles M. Saba	26 Kimball Circle, Methuen, MA 01844	\$ 10,000 2%	Cash, In Kind	CEO/ED	
3					
4					
5					

 ORIGINAL

EXPENSES CAPITAL
(Exhibit 4.3)

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

Corporation Name: BeWell Organic Medicine, Inc. Application # (if more than one):

	Expense Type	Costs	Explanation of Expense
	Planning and Development		
1	Architect and design fees	\$5,000	Layout plan,
2	Environmental survey	\$	
3	Permits and Fees	\$100,000	\$31,500 App Fee, \$50,000 License, \$19,000 misc State 7 Local fees & licenses
4	Security assessment	\$5,000	Security Consultant
5	Land/building cost	\$	
6	Site clean-up and preparation	\$5,000	Removal of interior
7	Other- describe	\$	
8	_____	\$	
9	_____	\$	
	Build-out Costs		
1	Construction expenses	\$178,200	Lumber, Door Cuts, Window Fills, , Plumbing, Electrical, Carpentry, Flooring, Ceiling
2	Painting and finishes	\$6,000	Caulking, hole fill in, painting
3	Security system	\$29,000	_____
4	Landscape work	\$8,000	Planters, trees & flowers
5	Parking facility	\$30,500	Parking lot reconstruction and paving
6	Other- describe	\$	
7	Exterior Siding	\$28,000	Façade, Siding
8	Awnings and Signage	\$8,000.	Awning over public entrance & signage
9	_____	\$	
	Equipment Costs		
1	Vehicles and transportation	\$	
2	Cultivation equipment	\$75,000	Lamps, Co2 Controllers & generators, fans, ducting, carbon air filters, watering system, grow pots, tables
3	Furniture and storage needs	\$7,000	Desks, Chairs, Shelving
4	Computer equipment	\$8000	Touch screen computers for POS and interactive patient ordering system, desk top computer office, cultivation lap top, ED laptop, Comptroller Laptop.
5	HVAC	\$39,000	2 separate heating / cooling systems
6	Kitchen/food prep equipment	\$25,000	Convection Oven, Standard Oven, Stove Top, dehydrator, Mixer, pots & pans, refrigeration
7	Other- describe	\$28,000	BioTrack POS & Inventory System
8	Back Up Generator	\$15,000	Gas fired stand by generator
9	_____	\$	
	TOTAL	\$599,700	

YEAR-ONE OPERATING BUDGET
(Exhibit 4.4)

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

Corporation Name: BeWell Organic Medicine, Inc. Application # (if more than one):

Budget Period: 8-1-2014 to 7-31-2015

Projected Number of Patients: 2,664 and Number of Visits: 15,984

		Year ONE Budget	Budget Notes ¹
REVENUE			
1	Medical Marijuana sales	\$2,138,466	
2	Other supplies sold	\$ 26,448	
3	Other revenue sources	\$ 0	
A	TOTAL REVENUE:	\$2,164,914	
PAYROLL EXPENSES			
	Personnel Category	# FTE	
		12	Admin 2, Cultivation/Production 6, Sales 3, Security 1. Many of the FTE initially will be wearing have dual duties until business allows expanding to more FTE and total Team Members
1	Administration	2	2 The ED and Comptroller will be FTE, initially completing dual functions
2	Cultivation	6	6 1 Director of Cultivation 1 Cultivation Supervisor 1Assistant Grower 1Lab Technician 1Cannabis Chef 1MIP's Worker
3	Sales	3	3 1Dispensary Technician 2 Patient Assistants
4	Security	1	1 1 Security Officer
B	TOTAL SALARIES		\$ 378,589 FTE & PTE
C	Fringe Rate and Total	24%	\$ 119,554 Payroll Taxes and Benefits
D	TOTAL SALARIES PLUS FRINGE (B+C)		\$ 498,143
OTHER EXPENSES			
1	Consultants	\$ 100,000	MIP's Production Consultant Yvonne Lear Cultivation Consultant Will Kuss, Lab Consultant
2	Equipment	\$ 200,000	Outright purchased and Capital leased equipment including HVAC Equipment, POS Computers, Kitchen Equipment, Lab Equipment, Grow Rooms Equipment, etc.
3	Supplies	\$ 43,298	Shelving, Work Benches, Kitchen Utensils, Lab Utensils, Safes, Secured Cabinets, Barrels
4	Office Expenses	\$ 21,385	Office Computers, Printers, Copiers, Telephone System, Paper & Printing Supplies, Shelving, Secure File Cabinets
5	Utilities	\$ 64,154	Mostly electric and water

 ORIGINAL

6	Insurance	\$ 28,000	
7	Interest & Note	\$ 300,000	Interest & loan repayment can be waived or exceeded depending on Sales
8	Depreciation/Amortization	\$ 55,000	20% of purchased equip over 5 years
9	Leasehold Expenses	\$ 375,000	Interior build out of location space and exterior façade, landscaping & parking
10	Bad Debt	\$ 0	
11	Central Expenses & Management	\$ 175,000	Accountants, Lawyers, Architectural, Security Assessment, travel, training guides and assistance
12	Outreach Program	\$ 75,000	Website, external education and assistance development of website and material creation
13	Member Services	\$ 75,000	Materials in house, medical and educational and assistance in material creation
14	Security	\$ 175,000	Security monitoring systems, alarms, cameras, repair & maintenance
15	Licensing	\$ 100,000	\$31,500 Application Fees, \$50,000 License, Other State & Local Licenses & Fees
16	Cultivation	\$ 200,000	Seeds, growing medium, nutrients
17	Rent	\$ 120,000	Triple net rent & taxes
E	TOTAL OTHER EXPENSES	\$ 3,156,984	
	TOTAL EXPENSES: (D+E)	\$4,210,713	
	DIFFERENCE	\$46,775	

Enter short explanation of expenses

THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS
(Exhibit 4.5)

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

Corporation Name: BeWell Organic Medicine, Inc.

Application # (if more than one):

Fiscal Year Time Period: August 1, 2014 – July 31, 2015 Projected Start Date for the First Full Fiscal Year: August 1, 2014

	FIRST FULL FISCAL YEAR PROJECTIONS 2014'	SECOND FULL FISCAL YEAR PROJECTIONS 2015	THIRD FULL FISCAL YEAR PROJECTIONS 2016
Projected Revenue	\$2,164,914	\$4,944,937	\$5,927,872
Projected Expenses	\$2,604,980	\$4,706,463	\$5,517,725
TOTAL :	(\$440,066)	\$ 238,474	\$ 410,148
Number of Patients	1,691	3,893	5,000
Number of Patient Visits	6	6	6
Projected % of growth rate annually	xx%	130.2%	28.4%
Total FTE in staffing	12 FTE	16 FTE	22 FTE
Projected Medical Marijuana Inventory	75 Lbs.	100 Lbs.	150 Lbs.

Enter appropriate fiscal year

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: **BeWell Organic Medicine, Inc.** Application # (if more than one):

Physical Address	County	Type of Evidence Attached
26 Island Street, Lawrence, MA 01840	Essex County	Option to Lease

 ORIGINAL

Commercial Rental Agreement-Option

Date of this Lease: **8/1/2013**

Premises: **Approximately 6,400 Sqft. Encompassing the block building at the front right of the building with an address of 26 Island St Lawrence MA 01840.**

Landlord: **20-30 Island Street, LLC**

Address of landlord: **John Perrino 110 Chelsea St, Everett MA 02149**

Tenant: **Charles Saba CEO and President BeWell Organic Medicine, Inc.**

Address of Tenant: **c/o 26 Kimball Cir. Methuen, MA 01844**

Term Commencement Date: **August 1, 2013**

Term Expiration Date: **8 months or on execution of long term lease**

Premises Square Footage of total leased space: **Approx. 6,400 sqft**

Fixed rental Rate: **Months 1 & 2 August & Sept-\$500 each, months 3&4 October & November \$900 each and months 5 through 8 December, January 2014, February 2014 & March 2014 \$1,200 each**

Additional Security Deposit: **\$1,900**

Lease option: **5 year lease with 2 additional 5 year options. Triple net lease. With full lease to be executed at the end of Option Term or earlier.**

Insurance: **Tenant will provide owner with Certificates of insurance naming him as additionally insured**

Tenant:



BeWell Organic Medicine, Inc.
Charles Saba, CEO & President
26 Kimball Cir.
Methuen, MA 01844

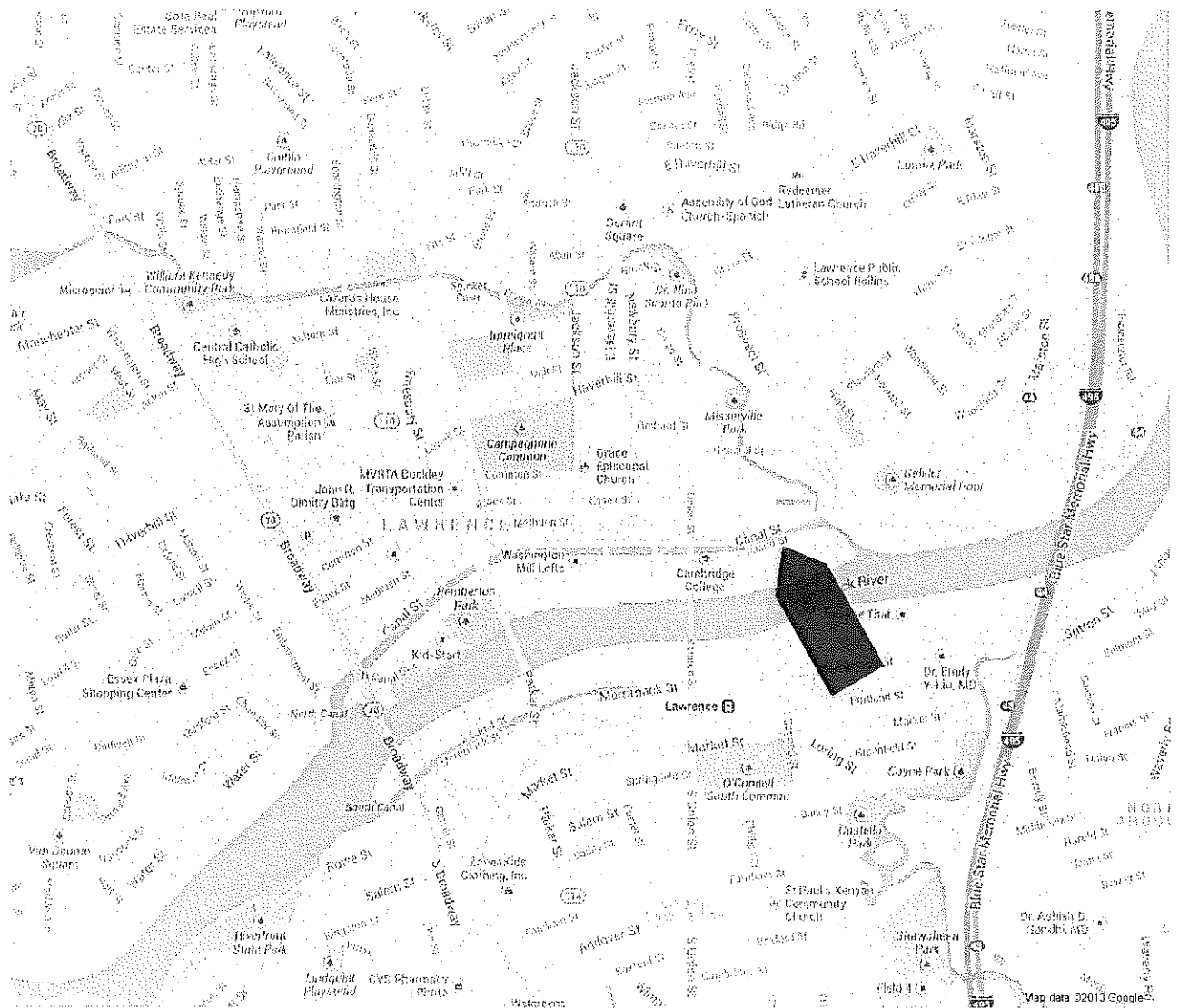
Landlord:



20-30 Island St. LLC
John P Perrino
110 Chelsea St.
Everett MA 02149



ORIGINAL



SITUS LOCATION: 26 Island Street, Lawrence, MA

Present owner: 20-30 Island St. LLC

 ORIGINAL



SITUS LOCATION: 26 Island Street, Lawrence, MA

Present owner: 20-30 Island St. LLC

 ORIGINAL

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: BeWell Organic Medicine, Inc. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
26 Island Street, Lawrence, MA 01840	Essex County	Option to Lease

 ORIGINAL

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: BeWell Organic Medicine, Inc.

Application # (if more than one):

Physical Address	County	Type of Evidence Attached
26 Island Street, Lawrence, MA 01840	Essex County	Option to Lease

 ORIGINAL

EVIDENCE OF LOCAL SUPPORT
(Exhibits 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: BeWell Organic Medicine, Inc. Application # (if more than one):

Site	City/Town	County	Type of Support Attached
1	Lawrence, MA	Essex County	Letter from Mayor Lantigua
2	Lawrence, MA	Essex County	Letter from the Board of Health





HONORABLE MAYOR
WILLIAM LANTIGUA

November 8, 2013

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

Dear Commissioner Bartlett,

I am writing to express support for the proposal by BeWell, Inc. to locate a Registered Medical Marijuana Dispensary in the City of Lawrence, consistent with MBL c.111 s.3, and the Department of Public Health regulations 105 CMR 725.000.

Mr. Charles Saba, President and CEO of BeWell, Inc., has worked with City of Lawrence officials as his team has developed their plan to locate a medical marijuana cultivation site and dispensary in the City of Lawrence. Their proposed location on Island Street would be an excellent re-use of that property, serving the local and regional community with nearby access to the commuter rail and Interstate 495, and being within the City's proposed zoning district for location of medical marijuana dispensaries.

Mr. Saba is a well-known successful businessman from the area, who has been very involved in the community for many years. The BeWell team includes a number of prominent Essex County residents who have earned a reputation for service to the community. BeWell is very fortunate to have them involved. It underscores the commitment of the BeWell team to engage with the Lawrence and regional communities in the most meaningful and effective manner.

The state legislature made strides to address the medical and pain management needs of the citizens of the Commonwealth of Massachusetts when it passed in 2012 the Act for the Humanitarian Medical Use of Marijuana. The safe and prudent DPH process for registering qualified and appropriate dispensaries is an important next step to providing this needed service to our residents. I am confident that this proposal for Island Street in Lawrence by Mr. Saba and the BeWell team will be an asset to the public health system of Massachusetts.

I ask that you approve the application of BeWell, Inc. for a Registered Marijuana Dispensary.

Sincerely,

Mayor William Lantigua

 ORIGINAL



HONORABLE MAYOR
WILLIAM LANTIGUA

Inspectional Service Department

Building Inspector • Plumbing Inspector • Food Inspector • Health Department • Code Enforcement • Weights & Measures

Peter M. Blanchette, CBO

Building Commissioner
Agent / Board of Health

November 20, 2013

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

RE: Applications for Marijuana Dispensary

Dear Commissioner Bartlett:

BeWell, Inc. presented their plans to apply for a medical marijuana dispensary to the City of Lawrence Board of Health ("Board") at a hearing on November 19, 2013. After consideration, the members of the Board are satisfied that their plans appear to meet our concerns regarding health and safety in the City of Lawrence.

While the Board continues to hold concerns regarding the impact of increased marijuana availability on public health and safety in the City of Lawrence, our current judgment is that these concerns are better served under the current law by having a dispensary within the City. The Board reserves the right to further restrict and require fees related to marijuana distribution within the City in the future in accordance with the laws of the Commonwealth of Massachusetts.

Respectfully,

Peter M. Blanchette, Agent
City of Lawrence
Board of Health

ORIGINAL

SUMMARY CHART OF LOCATIONS AND LOCAL SUPPORT
(Exhibit 5.5)

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

Corporation Name: BeWell Organic Medicine, Inc. Application # (if more than one):

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	Dispensing	26 Island Street Lawrence MA 01840	Option to Lease	
2	Cultivation	26 Island Street Lawrence MA 01840	Option to Lease	
3	Processing	26 Island Street Lawrence MA 01840	Option to Lease	

 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: BeWell Organic Medicine, Inc.

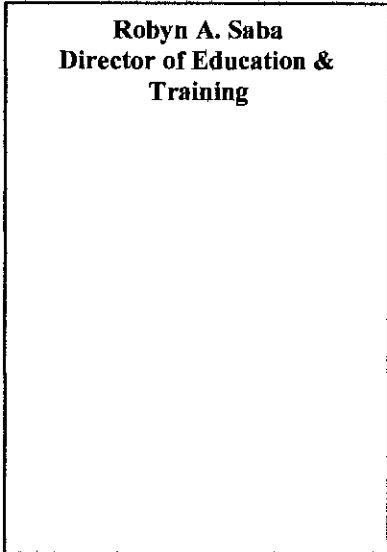
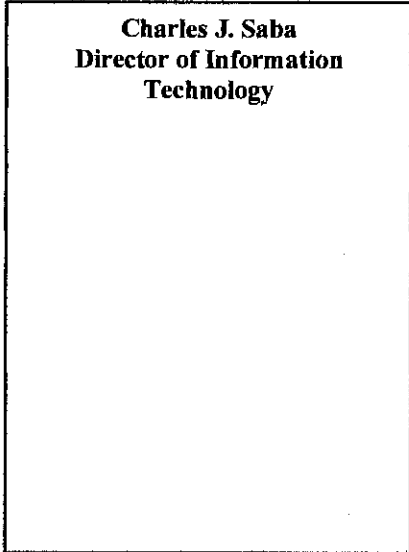
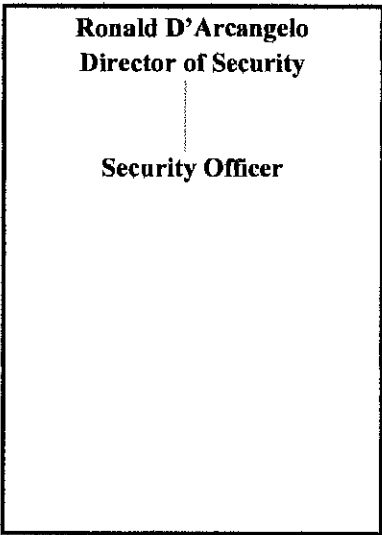
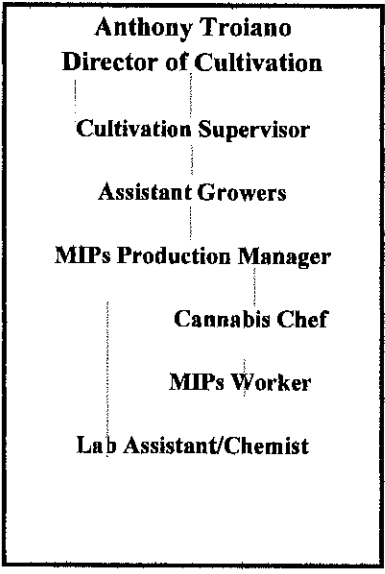
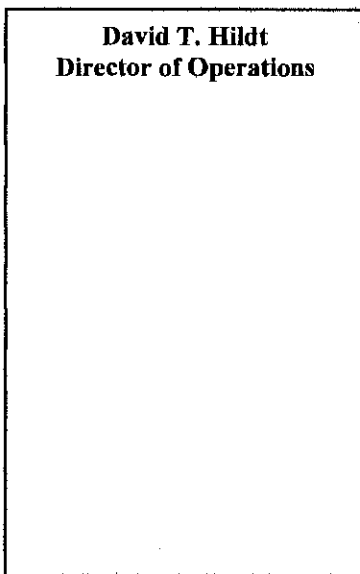
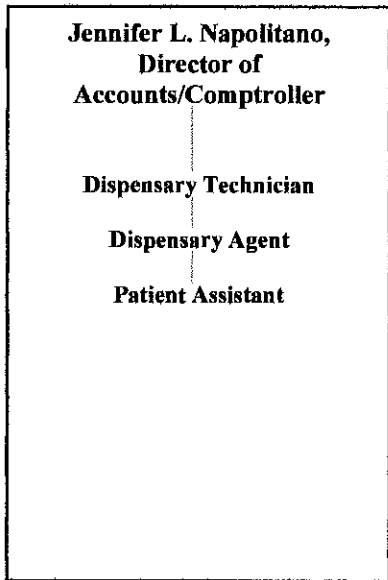
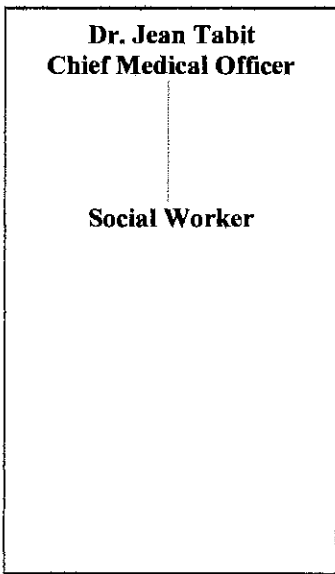
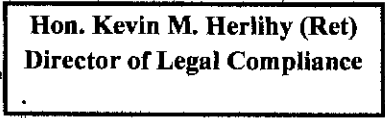
Application # (if more than one):

Attach organizational chart.

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BeWell Organic Medicine, Inc. Organizational Chart

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**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: BeWell Organic Medicine, Inc.

Application # (if more than one):

Attach evidence of enrollment.

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From: "iCORI" <iCORI.submission@chs.state.ma.us>
Date: Saturday, November 09, 2013 4:11 PM
To: <jracjack@comcast.net>
Subject: iCORI Account Activation



iCORI
Commonwealth of Massachusetts
Department of Criminal Justice Information Services

iCORI Account Activation

Your iCORI user account has been created successfully! Please save this email for your records.

The account must be activated before you can perform CORI requests. Please use the link below to log in to iCORI at account. You will need to enter your username and password, along with your Activation Code and Organization ID.

The DCJIS will never ask for your password or other confidential information via email.

Please do not respond directly to this email message. If you have any questions regarding this message, please e-mail iCORI.INFO@state.ma.us, or call the Constituent Assistance and Research Unit at 617-660-4640 between 8:00 AM a Time, Monday - Friday.

Account Details

Username: **bewell**
Activation Code: [REDACTED]
Organization ID: [REDACTED]

[Log in to iCORI](#)

If you cannot click the above link please cut and paste the entire string below into your browser's address bar.
https://icori.chs.state.ma.us/icori/direct/login/login.action?_p=%3D%3FUTF-8%3FB%3FYWN0aXZhdGlvbkNvZGU9M0FkODAS5YlluVlNkjm9yZ2FuaXphdGlvbkFjY291bnRjZERpc3BsYXk9QkVXT3D%3D%3F%3D

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**RMD STAFF
(Exhibit 6.4)**

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

	Name	Role/Title
1	Charles M. Saba	CEO/ED, initially assists in multiple areas
2	David T. Hildt	Director of Operations, initially assists in Dispensary
3	Anthony Troiano	Director of Cultivation
4	Ronald D'Arcangelo	Director of Security, initially assists as security officer
5	Dr. Jean Tabit	Chief Medical Officer, initially assists in dispensary
6	Jennifer L. Napolitano	Director of Accounts/ Comptroller, initially assists in dispensary
7	Robyn A. Saba	Director of Education & Training, initially assists in dispensary
8	Kevin M. Herlihy	Director of Legal Compliance
9	Charles J. Saba	Director of IT, assists in all areas of IT


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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: BeWell Organic Medicine, Inc. Application # (if more than one):

Key Benchmarks ¹	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
Permitting/Site Prep	2/7/14	G.T. Saba, GC	Low	8/8/14
Framing/Interior Partitions	2/21/14	G.T. Saba, GC	Medium	
Rough plumbing/gas/fire/HVAC/electric/	2/28/14	G.T. Saba, GC, N Napolitano, HVAC	Medium	
Security/inspections	3/31/14	G.T. Saba, GC, J. Solomon, Security Consultant	Medium	
Insulation/Sheetrock	4/21/14	G.T. Saba, GC	Medium	
Security Systems installed/tested	5/9/14	G.T. Saba, GC, J. Solomon, Security Consultant	High	
Finish interior trim & doors/interior paint, Finish plumbing/gas/fire/HVAC/electric, Final Local Inspections	5/12/14	G.T. Saba, GC	High	
Recruitment of Cultivation personnel, order Kitchen & lab equipment	5/20/14	Anthony Troiano	Medium	
Begin 6 strains from seed, hire Cultivation Supervisor	6/7/14	Anthony Troiano	High	
Hire, train cultivation personnel	6/15/14	Anthony Troiano	High	
Install lab equipment, first planting of clones	6/24/14	MIPS Production Mgr	Medium	
Train Chemist, move 1 st 6 strains to mother room	7/1/14	MIPS Production Mgr	High	


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2 nd planting of clones, recruit MIPS production & lab personnel, harvest initial crop medical marijuana	7/15/14	Anthony Troiano Applied Separations	High	
Hire MIPS production personnel, mothers form 6 strains moved to mother room	7/24/14	Chuck Saba Anthony Troiano	High	
Complete MIPS, lab personnel training, hire dispensary agents, 1 st harvest cured, MIPS produced.	8/1/14	Anthony Troiano	High	
RMD opening	8/8/14			

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: BeWell Organic Medicine, Inc.

Application # (if more than one):

Attach sliding price scale.

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Exhibit 7.12 Sliding Price Scale

BeWell Organic Medicine, Inc. Sliding Price Scale

Poverty Level*	100%	110%	120%	130%	140%	150%	160%	170%	180%	190%	200%	>200%
Family Size	Discount 100%	Discount 90%	Discount 80%	Discount 70%	Discount 60%	Discount 50%	Discount 40%	Discount 30%	Discount 20%	Discount 10%	Discount 5%	Discount 0%
1	\$11,490	\$12,639	\$13,788	\$14,937	\$16,086	\$17,235	\$18,384	\$19,533	\$20,682	\$21,831	\$22,980	\$22,981
2	\$15,510	\$17,061	\$18,612	\$20,163	\$21,714	\$23,265	\$24,816	\$26,367	\$27,918	\$29,469	\$31,020	\$31,021
3	\$19,530	\$21,483	\$23,436	\$25,389	\$27,342	\$29,295	\$31,248	\$33,201	\$35,154	\$37,107	\$39,060	\$39,061
4	\$23,550	\$25,905	\$28,260	\$30,615	\$32,970	\$35,325	\$37,680	\$40,035	\$42,390	\$44,745	\$47,100	\$47,101
5	\$27,570	\$30,327	\$33,084	\$35,841	\$38,598	\$41,355	\$44,112	\$46,869	\$49,626	\$52,383	\$55,140	\$55,141
6	\$31,590	\$34,749	\$37,908	\$41,067	\$44,226	\$47,385	\$50,544	\$53,703	\$56,862	\$60,021	\$63,180	\$63,181
7	\$35,610	\$39,171	\$42,732	\$46,293	\$49,854	\$53,415	\$56,976	\$60,537	\$64,098	\$67,659	\$71,220	\$71,221
8	\$39,630	\$45,593	\$47,556	\$51,519	\$55,482	\$59,445	\$63,408	\$67,371	\$71,334	\$75,297	\$79,260	\$79,261
For each additional person add	\$4,020	\$4,422	\$4,824	\$5,226	\$5,628	\$6,030	\$6,432	\$6,834	\$7,236	\$7,638	\$8,040	\$8,040

* Based on 2013 HHS Poverty Guidelines (<http://aspe.hhs.gov/poverty/13poverty.cfm>)

The sliding scale begins at the FPLG pays 0-10% of the price
 133% pays 30% of the price
 150% pays 50% of the price
 200% pays 95% of the price

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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: [Charles M.] Last Name: [Saba]

Title: [CEO, Executive Director]

Authorized Signature for the Applicant Organization
(in blue ink):

