

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

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

	Name	Role within the Corporation
1	Michelle Stormo	CEO/President
2	Holly Carroll	Vice President
3	David Aubrey	CFO
4		
5		

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

Corporation

The applicant corporation's legal name, trade name, and any other name under which the bidding entity does business (if any): [BRIGHTON HEALTH ADVOCATES INC. d/b/a COMPASSIONATE CARE CLINICS]

Website URL (if applicable): [CompassionateCareClinics.org]

Address:

[81 TECHNOLOGY PARK]

City: [EAST FALMOUTH] **State:** [MA] **Zip:** [02536]

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

First Name: [MICHELLE] **Last Name:** [STORMO]

FEIN: [REDACTED]

Contact Person

First Name: [MICHELLE] **Last Name:** [STORMO]

Title: [PRESIDENT/CHIEF EXECUTIVE OFFICER]

Telephone: (774) 313-6891 **FAX:** (508) 445-0077 **E-Mail:** [SSTORMO@COMPASSIONATECARECLINICS.COM]

Contact Person Address (if different):

[33 PORTSIDE DRIVE]

City: [POCASSET] **State:** [MA] **Zip:** [02559]

Authorized Signature

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

Background Check Authorization

The Department will conduct a background check on:

1. Each member of the applicant's **Executive Management Team** (those persons listed in exhibit 2.1);
2. Each member of the **Board of Directors** (those persons listed in exhibit 1.4);
3. Each **Member** of the corporation. In the event a **Member** of the corporation is an organization, the CEO/ED and Board Officers of that entity will be checked (those persons listed in exhibit 1.5);
4. The CEO/ED and Board Officers of any parent corporation, partially or wholly owned subsidiaries, or related organizations (those persons listed in exhibit 1.8);

- 5. And each person contributing 5% or more of the initial capital to operate the proposed RMD. In the event that a contributor is an entity, the CEO/ED and **Board Officers** of that entity will be checked (those persons listed in exhibit 4.2).

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

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

Application Fee

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

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

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

Required Signatures

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

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

Michelle M. Stormo
 Name: MICHELLE STORMO
 Title: President, CEO

11/19/13
 Date

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

Michelle M. Stormo
 Name: MICHELLE STORMO
 Title: President, CEO

11/19/13
 Date

APPLICATION RESPONSE FORM

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

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

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

Enter text here: example text limit 1,250 characters

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

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

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

Definitions

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

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

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

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

Questions

1. Applicant's Corporate Background

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

[BRIGHTON HEALTH ADVOCATES
 NON-PROFIT INCORPORATED AUGUST 13, 2013]

1.2 Describe the organization's mission and vision.

Vision

- Provide safe, lab-tested medical marijuana to patients with chronic, debilitating illnesses carrying a valid Massachusetts Medical Marijuana (MMJ) ID Card.
- Mandate comprehensive New Patient Orientation Education administered by licensed clinicians to ensure that medication is used safely and correctly.
- Assist patients in determining the appropriate form and amount of MMJ necessary based on symptomatology and routine meetings with a licensed clinician during each visit.
- Assess for co-occurring mental-health or substance-abuse disorders and provide referrals as needed.
- Continue reaching out to the community where we are operating in an inclusive and participatory manner.

Mission

Compassionate Care Clinics embodies the spirit and letter of the Act for the Humanitarian Medical Use of Marijuana. We believe that a successful and sustainable implementation of the Act empowers patients by providing medically-based options that best suit their illnesses and education including resources for concurrent issues affecting them. Our founders are two women with a combined 22 years in professional and family counseling services. That experience focuses our approach which we believe is wholly consistent with the Department’s mission.]

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.

[Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics amended our Articles of Incorporation to add Anne Sampaio to our Board of Directors as Vice Chair. Anne is currently the Executive Director of Child and Family Services based in New Bedford. She brings over 30 years of non-profit governance expertise as well

as intimate knowledge of, and deep experience in, local needs and community development programs for CCC to support.

Robert Carroll was named President/Chair of the Board of Directors. Robert Carroll has over 50 years' experience in business and non-profit management and brings unparalleled expertise in operations management and non-profit oversight. Robert will replace Michelle Stormo as President of the Board of Directors in order to exert a high degree of accountability of executive decisions.

Holly Carroll will remain in her capacity as Vice President of CCC, but will not be seated as a Board Director.]

Amended articles of organization attached as exhibit 1.7

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

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

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

List of references attached as exhibit 1.9

2. Applicant's Evidence of Business Management Experience

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

List of Executive Management Team attached as exhibit 2.1

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

[The Executive Management Team (EMT) has extensive experience in areas related to requirements in operating an RMD. Our President and Vice President are both female colleagues with seven years of successfully directing nonprofit programs. CCC is currently in the process of becoming certified as an SDO Executive Order 390, and Massachusetts General Law Chapter 7, Section 40N. Our Executive Members all have a minimum of 10, and nearly 40 years of experience in their respective fields. Included in this remarkable Executive Team are Public Health Specialists (Michelle Stormo, Holly Carroll and Seth Bock), Nonprofit Managers (Michelle Stormo, Holly Carroll and Dr. David Aubrey), Business and Financial Specialists (Dr. David Aubrey), food protection, agriculture and toxicology (including production, processing and retail – Seth Bock), Security and Law Enforcement Experience (David Sweeney, Dr. David Aubrey), retail (Holly Carroll) as well as staff with substantial experience in retail and other business matters.

Michelle Stormo Specialty Areas: public health; non-profit management. Stormo has dedicated her professional career to patient care and the development of education programs for patients and their families. Her strengths lie in maintaining positive community and patient relationships and working within state contracts. With 13 years of experience in nonprofits in both California and Massachusetts, Stormo's focus is on

patient respect and care. She has worked with the MA DPH in securing funding for the Family Intervention Program at Gosnold. She is a licensed Marriage and Family Therapist and Certified ARISE Interventionist. Stormo's talents in providing health care will ensure a rigid devotion to patient access, quality of care and smooth operational dynamic of the proposed RMD. Michelle will bring her expertise in program development to CCC, designing all in-house patient education and family outreach materials.

Holly Carroll Specialty Areas: public health; nonprofit management; retail. With a formal education in both Sociology and Criminal Justice, Carroll has extensive work experience in private sector entrepreneurship, education, education administration, mental health and substance abuse counseling. Carroll's counseling focus is broadly community-based, specializing in providing support to individuals and families. She is a MA Certified Substance Abuse Counselor and Certified ARISE Interventionist, and was a Director for the Board of the Chatham Methodist Church for a term of 3 years. As an administrator for Laurel School, Carroll was accountable for ensuring proper records and reporting to regulatory bodies. She also coordinated with the nonprofit's financial department to ensure stability in application receipts, tuition payment plans and deposits. Carroll will serve as Vice President of CCC, as well as Director of Patient and Family Education/Relations and Counseling. Carroll brings operational excellence and compassionate care expertise that will be critical to the success of CCC.

David Sweeney Specialty Areas: safety; security; law enforcement. Sweeney has more than 30 years of directly applicable safety and security matters. With 30 years of experience in the U.S. Coast Guard with various aspects of safety and security, Sweeney added commercial experience as Security Director for the Cape Cod Mall. As the Coast Guard is a national law enforcement entity, Sweeney received extensive training and acquired experience in safety, security, drug interdiction and material control. He is also trained in handling hazardous materials. Sweeney has the requisite expertise to create the secure a safe operational environment to protect our patients, staff and the community. Sweeney will provide safety and security excellence in his capacity as Chief Security Officer.

Dr. Seth Bock Specialty Areas: public health; food protection; agriculture; toxicology. Dr. Bock will serve as the Compliance Officer for CCC with relevant hands-on experience with the production, processing and retailing of medical marijuana at CCC. Dr. Bock's experience will be critical for implementing best practices and ensuring quality patient care with the benefit of his vast expertise in the field. Dr. Bock is a licensed Rhode Island Doctor of Acupuncture. He founded and is co-owner of Newport Acupuncture and Wellness Spa, Inc., an integrative medicine and holistic wellness center. Dr. Bock and his staff of therapists at Newport Acupuncture have provided over 50,000 treatment sessions to the Aquidneck Island community. Dr. Bock values patient access and holistic treatment, and Newport Acupuncture has never turned a patient away due to financial hardship. Its integrity of mission to help people of all walks of resulted in Newport Acupuncture being recognized for an Excellence in Business award from the RI State Treasurer in 2009.

In 2009, Dr. Bock applied for a license to operate one of only three Rhode Island non-profit Medical Marijuana Compassion Centers. Enlisting a team of highly competent and experienced health care experts, Dr. Bock founded a successful program to implement the Rhode Island Medical Marijuana Law. In 2011, after many delays and complications, Greenleaf Compassionate Care Center, Inc. was awarded a registration certificate to operate a Compassion Center in the State of Rhode Island. Shortly thereafter, the federal government issued cease and desist letters to Governor Lincoln Chafee and the three certificate holders. Governor Chafee placed the program on indefinite hold. Dr. Bock and a chorus of medical marijuana supporters, including several state legislators, began working with the governor to approve modifications to the program that would enable it to move forward. After 15 months of concerted effort, Governor Chafee signed an amendment that would allow safe passage of the program. Greenleaf has been in successful operation since early 2013 and provides exceptional service to over 450 medical marijuana patients.

Prior to commencing his acupuncture practice, Dr. Bock was the Manager of Regulatory Affairs for the Department of Interventional Cardiology at Brigham and Women's Hospital (BWH). He oversaw compliance with FDA regulations for investigational new drugs and devices and helped to manage Institutional Review Boards at both BWH and The Dana-Farber Cancer Institute (DFCI). These experiences provided an opportunity

to hone his organizational, compliance and reporting skills, all of which are essential competencies in the operation of a Registered Marijuana Dispensary.

Dr. David Aubrey Specialty Areas: profit and nonprofit business management; security. Dr. Aubrey has extensive nonprofit experience (22 years) and business experience (nearly 40 years). As a Senior Scientist and Director at a Cape Cod Research and Educational Institution for 22 years, Dr. Aubrey received extensive experience related to management and financial issues related to nonprofits in the Commonwealth. In the period of 1997 to 2000, Dr. Aubrey established a proposal and obtained funding for it to initiate an \$11 million project known as the Caspian Environment Program (CEP), funded through the Global Environment Facility of the United Nations family. Part of this work included establishing a Program Coordination Unit in Baku, Azerbaijan, including staffing, acquiring and setting up a facility, installing IT equipment, initiating security protocols, accounting, human resources, etc. This is an example of a nonprofit set up within a period of a few months, guiding a regional project at a budget level of \$11 million. With the Global Environment Facility, Dr. Aubrey has developed projects of more than \$100 million globally, working with more than 60 countries in the process. As an entrepreneur who has started nearly a half-dozen successful small businesses around the world, Dr. Aubrey has hands-on experience with management, operations and financial issues related to the for-profit sector. Dr. Aubrey purchased and operated an environmental chemistry testing laboratory for nearly a decade, and is familiar with testing protocols, chain-of-custody, and reporting protocols for analytical chemistry. A recent seven-year residence in the Middle East gave Dr. Aubrey the challenge of setting up and overseeing security for companies of some 40 personnel, running a budget of \$40 million annually. For the many foreign nationals working in Riyadh, Saudi Arabia, Dr. Aubrey devised an anti-terrorism security plan that was implemented flawlessly, and resulted in zero security breaches during this seven-year period. This includes hundreds of days spent in remote desert environments, away from cities and police. The knowledge of how to anticipate threats, avoid them, and deal with them when encountered may prove useful in this new setting of medical marijuana. His blend of for-profit and non-profit experience will be of great operational benefit that will directly support our patients.]

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

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

[The Executive Management Team has extensive and applicable experience in health care.

Michelle Stormo has 15 years direct experience in health care as a counselor, individual and family therapist, day-treatment manager, private-practice clinician, and as the Director of the Reaching Out at Gosnold at Cataumet Family Services. Stormo wrote and implemented five services options including recovery coaching, educational series, family support groups, "Addiction 101," and interventions, for families on Cape Cod. She served over 1,000 family members within the first year of startup. With a Bachelor of Science in Psychology from Boston College and a Master's degree in Clinical Psychology from Antioch University, she has applied her educational and practical experience to lead the CCC Team and provide an operational focus on educational services and treatment with medical marijuana. She was an independent contractor at Cognitive Behavioral Institute in Falmouth, MA, working with individuals, couples and families in brief, solution-focused therapy to resolve life issues with expertise in Obsessive Compulsive Disorder, depression and anxiety. She also served as Day Treatment Manager for Unity Care Group, a nonprofit organization based out of San Jose, CA; Deputy Manager for clinical issues and crises in a 12-bed residential therapeutic program for youth ages 5-18 and was responsible for all billing, treatment plans, county forms and licensing compliance for the intensive Day Treatment Program, in addition to clinical staff supervision and training. From 2000 to 2006, she worked in several nonprofit organizations while she and her husband finished their graduate studies in California. She was employed at Daytop, Inc., YMCA Oz Shelter Services and Sanctuary Psychiatric Centers as an Individual and Family Therapist. Stormo has directly witnessed, and counseled for, the traumatic psychic and physical harm of

opiate dependency, and has framed her belief that medical marijuana would serve as an alternative treatment to help patients avoid opiates altogether.

Holly Carroll has nine years of direct experience providing health care services. As an administrator for the nonprofit Laurel School (nursery through 8th grade) from 1990 to 2002, Carroll oversaw each student's health records including reviewing vaccinations and scheduling annual pediatrician appointments. Carroll ensured strict regulatory compliance by working closely with the MA DPH, Association of Independent Schools in New England (AISNE), MA State Board of Education and the Department of Early Education. In 2012, she was invited to present to the MA DPH Director of Substance Abuse Services (Michael Botticelli) to ensure efficacy, create standards and maintain patient records for the Family Intervention Program, a three-year pilot program funded by the MA DPH. Carroll is currently Intervention Coordinator and Family Specialist for Gosnold on Cape Cod, voted one of the top 12 addiction treatment centers in the country by Forbes Magazine. Carroll started her career in the field of addiction as a Patient Access Counselor, conducting clinical assessments, applying criteria for insurance and the Department of Public Health funding requirements, as well as processing referrals (from pretrial, federal probation, drug court and section 35 patients.) Currently, Carroll works to implement and coordinate the Intervention Department. She played a central role in securing funding for this program with the DPH and implements all regulations in compliance with the Commonwealth of Massachusetts, upholding the efficacy of the program. Carroll has served as Community Outreach representative for Gosnold Treatment Center, presenting at various forums, including the Innovations for Addiction Conference in 2008. She has worked as a patient access counselor, and Intervention Program Coordinator and Family Specialist. Carroll is skilled in conflict resolution, program management and assessment and strategic development. She also chairs a position on the Freedom from Addiction Network on Cape Cod, promoting events to foster awareness and prevention.

Dr. Seth Bock has nearly 18 years of experience in the health care field. Dr. Bock has provided health care services dating back to college, when he volunteered to assist a severely disabled student enroll in an art class. Dr. Bock developed insights into the difficulties disabled people go through every waking moment. He continued on assisting disabled people throughout his college years on a volunteer basis. While working in research ethics at the Dana-Farber Cancer Institute, he volunteered to be secretary of the incipient Alternative Therapies Task Force. He worked alongside world-renowned physicians in developing ways to integrate natural healing methods into contemporary standards of care. He earned his doctorate and license as an acupuncturist and serves as the CEO/Founder of Greenleaf Compassionate Care Center Inc. (one of Rhode Island's three licensed medical marijuana dispensaries). With his focus on holistic health care, Dr. Bock will bring extensive medical marijuana experience directly to our executive management team, as well as acupuncture and alternative approaches to health care to CCC.

Dr. David Aubrey has not directly provided health services to a community, but he has been intimately involved with assessing health care needs within nonprofit and commercial enterprises for 30 years. Dr. Aubrey has evaluated health care plans for organizations with over 100 employees, and is very knowledgeable of the health care industry overall. As Chairman and CEO of various for-profit organizations, Dr. Aubrey has assessed healthcare coverage for the past 35 years as healthcare laws have evolved. Dr. Aubrey's experience spans the globe. Dr. Aubrey, early in his career, also worked in various positions in the health care industry, including hospital laboratory services and food services for patients having a variety of illnesses, including chronic and persistent life-threatening conditions.]

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.

[Members of the Executive Management Team have extensive experience in business, as documented below and in the CVs.

Michelle Stormo: Stormo's role as Director of Family Services at Gosnold of Cape Cod has included submitting proposals for program additions, new hires and salary negotiations within a budget-neutral paradigm. Stormo has overseen a \$350,000 annual cost reimbursement budget funded by the DPH. In order to maintain the level of quality while expanding capacity for the Reaching Out program, she successfully increased funding for those programs overall by securing private donors and new funding through a cost reimbursement contract with MA DPH. In addition to her nonprofit experience, Stormo has a proven deftness for operating in a sound, business-like manner. She has historically surrounded herself with demonstrated expertise in the business community and has steadfastly declined offers by large consulting companies (4Front Advisors, Denver Relief Consulting, etc.) that charge upwards of \$100K for MA RMD application assistance that would directly result in a substantial loss of revenue for community reinvestment. Instead, Stormo has partnered with a New England dispensary (applying reasonable fees for services), whose goal is to share best practices and foster a locally-operated culture of patient care. Stormo's goal is to provide efficient, cost effective services and assist patients in the legitimate relief of their medical conditions while counseling them for related issues.

Holly Carroll: Carroll has been in the non-profit sector for much of her professional life, but also has seven years of experience as president and owner of two businesses in Chatham, MA. Carroll founded and was the sole proprietor for a seasonal linen provider to rental cottages that serviced lower Cape Cod for three years until she sold the company. Carroll also owned and operated a fish restaurant, caterer and wholesaler employing over 20 individuals, and directly maintained strict compliance with all levels of health and workplace safety codes. Carroll was responsible for all HR functions, budgeting and maintaining margins on highly perishable inventories, as well as daily inventory and receipt reconciliations. The annual budget for this Chatham, MA-based company was approximately \$750K. Her entrepreneurship and strict adherence to budgets will be valuable in the retail side of the CCC RMD as she has working knowledge of retail operations and a practical understanding of cash flow and customer (patient) satisfaction needs.

David Sweeney: Sweeney has a substantial history in business. Since his retirement from the U.S. Coast Guard, he has been the owner of a small business franchise, Leather Medic of Cape Cod. This company repaired leather in both the auto industry as well as the furniture industry. Additionally, Sweeney served as manager of a logistics company called Johnstone Enterprises. This company fulfilled a "DHL" contract serving Cape Cod and the Islands, which included overseeing and revising protocols for secure pharmaceutical deliveries.

Dr. Seth Bock: Dr. Bock has successfully run Newport Acupuncture for the past 11 years. In that time, Newport Acupuncture maintained positive cash flow and provided over \$3 million worth of patient services, while never refusing services because of financial hardship. While peoples' ability to spend on out-of-pocket health care was reduced due to the economic contraction of 2008, Dr. Bock expanded and moved his practice successfully. His operation now has a yearly budget of \$350,000. Greenleaf has also proven successful after five months of operation. Its monthly operating budget of approximately \$80,000 has been exceeded by sales in the month of October 2013 - seven months ahead of schedule.

Dr. David Aubrey: Dr. Aubrey first started his consulting business while in graduate school, completing his Ph.D. thesis at the Scripps Institution of Oceanography. Because his specialty in this field was of general interest, he was availed of many opportunities to obtain practical consulting experience while completing his Ph.D. in five years. After moving to Cape Cod in 1978, Dr. Aubrey continued to do private consulting while advancing through the ranks of a Woods Hole Oceanographic Institute on Cape Cod. In 1986, Dr. Aubrey incorporated the consulting business and expanded it over the next 27 years. It now has offices on three continents (North America, South America and the Middle East) and operations in more than 50 countries. With a peak employment of approximately 100 people, this small operation has grown successfully from a single person entrepreneurship to an efficient operation with teams in each location. Starting out as Aubrey Consulting, the firm became the Woods Hole Group in the mid-1990s, adding various side businesses along the way to bolster the service offerings of the company, including Advanced Coastal Environmental Systems (ACES), Woods Hole Analytical Laboratories (WHAle), Woods Hole Group Middle East LLC, and Woods Hole Group do Brazil Ltda, Servicos em Oceanografia.

Two of these operations have been sold, and the remaining companies have merged with the main operations of the Woods Hole Group. From 2005 to 2011, Dr. Aubrey founded and ran branches of WHG companies in Saudi Arabia, Bahrain and Dubai. At present, operations are continuing in Dubai and Saudi Arabia, where he oversaw performance of nearly \$100 million in the region. At its peak, Woods Hole Group had an annual turnover of some \$40 million, and it currently operates at about one-fourth of that. The peak in the budget occurred as a result of major contracts coming to it from the Middle East. In addition to this for-profit work, Dr. Aubrey has been instrumental in starting enterprises for a total funding of some \$100 million. In order to accomplish this, he has worked with local nonprofit groups throughout the world, developing fundable program with them through the Global Environment Facility of the United Nations. He has worked in this manner with nearly 60 countries. For his businesses, Dr. Aubrey has performed as Chairman of the Board, Treasurer of the Board, Chief Executive Officer, President, Chief Financial Officer and Chief Operating Officer. He has numerous business startups and understands challenges facing startup businesses in negotiations, operations, finance, human resources and sales.]

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.

[CCC believes that managing financial corrective action is one aspect of the larger issue of a truly integrated and adaptive management framework of corrective and preventative actions (CAPA). It is CCC's goal to create the most responsive CAPA program in this new industry. We will implement the following **Corrective Action Process**:

- Locate and document the root cause of any non-conforming issue without regard to appearance;
- Eliminate the recurrence of that issue through a thorough review of that non-conformity issue;
- Analyze the effect such a nonconformity may have had on a product or service produced before the nonconformity was discovered and take immediate and corrective action;
- Establish revised protocols to prevent recurrence.

Michelle Stormo has extensive experience in the nonprofit field in managing corrective action related to donor funding and program sustainability. At Gosnold, she and Holly Carroll worked collaboratively to develop the Reaching Out Family Program by meeting with local families and donors to fund their idea of providing educational services to family members suffering as a result of an addicted loved one. During this development, continual mid-course shifts were required (such as instituting community forums, role-playing demonstrations and workshops) to increase the efficacy of our intervention. It also had the effect of broadening our donor funding base make the to make the Family Services program a robust, family-oriented, self-sustaining operation. Development of policies and guidelines and their continual modification have made the program a successful model in the Public Health arena. For CCC, Stormo has overall responsibility for corrective and preventative action across the organization, and will continue to assert her expertise to assure its successful implementation. She will rely heavily on the Compliance Director for this implementation. Her diligence to thoughtful and quick responsive as issues arise will help focus the organization on the need for operational expertise at the top of CCC's organizational structure to ensure compliance and operational success.

In her role as an entrepreneur and restaurateur, **Holly Carroll**, has managed and implemented critical decisions for financial corrective action. Carroll's commercial endeavors have focused largely on volatile, seasonal revenues. Her response to these challenges included careful budgeting and budget reviews on a frequent basis, cutting costs, juggling her workforce in response to demands, arranging financing where required to maintain technology leadership or to respond to downturns in the business, and improving her retail strategy (including sales and marketing approaches). She has remained nimble in her approach to managing prices and margins in the face of supply fluctuations, and, conversely, demand shortfalls ranging from broad economic issues to weather-related events. Carroll updated machinery to reduce electrical usage and implemented several other cost-saving measures related to technology improvement. When New England fisheries experienced a sustained period of very large lobster catches which reduced restaurant prices and margins, she decided to support a local

community church with up to 40 pounds each week of deeply discounted wholesale prices for fresh lobster meat and directly supported ongoing community Lobster Roll Suppers and Fundraisers. These partial donations allowed Carroll to claim tax benefits as well, thus reducing impact on the organization's tax liability For CCC, Carroll would take her experience in the retail sector and at Gosnold and focus on patient relations and counseling, implementing the preventative and corrective action and ensuring the stability and continued success of the nonprofit.

As a Master Chief in the U.S. Coastguard, **David Sweeney** has implemented stringent financial corrective actions protocols for a wide variety of their functions, including human resources, supply and procurement, mission and operational actions, etc. Their procedures are formal and continuously reviewed, often documented as annual Logistics Readiness Reviews (LRR). As a vessel commander (Captain) and commanding officer of various Coast Guard Stations in the Cape and Islands area, Sweeney has had the responsibility for carrying out the corrective action process for these stations for more than a decade with direct impact on the Coast Guard mission to ensure boater safety while also enforcing the mission of drug and gun interdiction.

While starting up and building his private sector business, Sweeney faced the typical problems of a startup company trying to develop its niche in a relatively crowded market while operating on a small budget during startup, yet assuring sufficient cash resources to attract success in his nascent efforts. Attracting financing and bank support to acquire equipment for his business and develop the requisite business tools to succeed was critical to his success. Working long hours and carefully considering personnel requirements, Sweeney successfully grew his business over a period of six years before moving to other professional ventures.

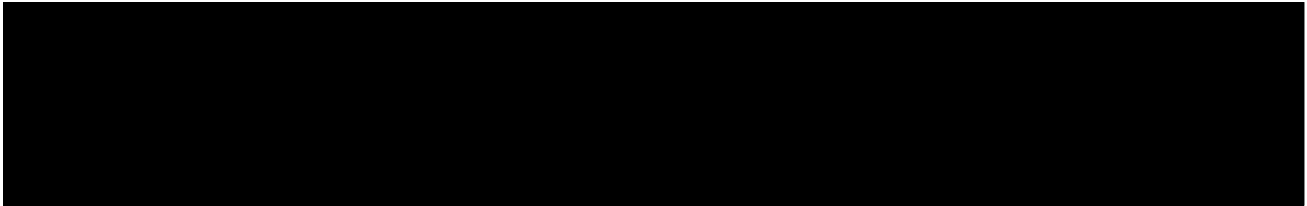
Dr. Seth Bock has implemented various corrective and preventative action protocols in line with his compliance role for his RI dispensary. With the reauthorization to proceed with operations of Greenleaf from Governor Chafee, Dr. Bock and his CFO, Richard Radebach, had to undertake an operational review to show the Rhode Island Department of Health that they were prepared to move forward financially after the program was placed on indefinite hold. During this period of time, Greenleaf relinquished its lease in order to retain finances. When the program was allowed to move forward, Greenleaf then had to locate an appropriate facility. Greenleaf was informed that it had to relocate within the same town it originally proposed. Given several zoning restrictions, Greenleaf could only locate one suitable building and had to reorganize its priorities and seek additional funding in order to secure funding from the Pawtucket Credit Union to provide a real estate loan to purchase the necessary building. This corrective action has turned out to be a successful endeavor, as Greenleaf has surpassed its original financial projections.

Dr. David Aubrey founded and operated of several companies over the past 27 years. From the nonprofit perspective, from 1978 to 2000, Dr. Aubrey grew not only his personal research program at a nonprofit research organization, but he also founded international initiatives and ran internal cost centers at the organization. As federal funds for research waxed and waned, Dr. Aubrey was responsible for maintaining a balanced budget with constant growth from year to year. He accomplished this by forming unique private-public partnerships with different for-profit companies, to encourage them to fund basic research at the Woods Hole Oceanographic Institution (WHOI). One specific example was a five-year program attracting New York investors and a Japanese company to invest in WHOI. Additionally, Dr. Aubrey focused attention on a new funding source (the Global Environment Facility), and was able to develop novel international environmental programs totaling nearly \$100 million to focus global attention on the marine environment. Dr. Aubrey incorporated his first commercial enterprise in 1986, which led to operations in more than 50 countries and offices on three continents. Employing at its peak more than 100 persons, the company has successfully developed from a small operation to a professionally-run company with an independent operating team (thereby allowing Dr. Aubrey to focus on CCC operations). In the span of 27 years, Dr. Aubrey's businesses have faced many challenges, from growing too fast with existing financial resources, to downturns in the market, to cultural business practice challenges overseas. Dr. Aubrey has direct experience in the acquisition of new companies to expand his business offerings, bank loans, private investment into his companies, loans from Board of Directors, reductions in spending, changes in work force, increasing and changing sales and marketing strategies, to selling business

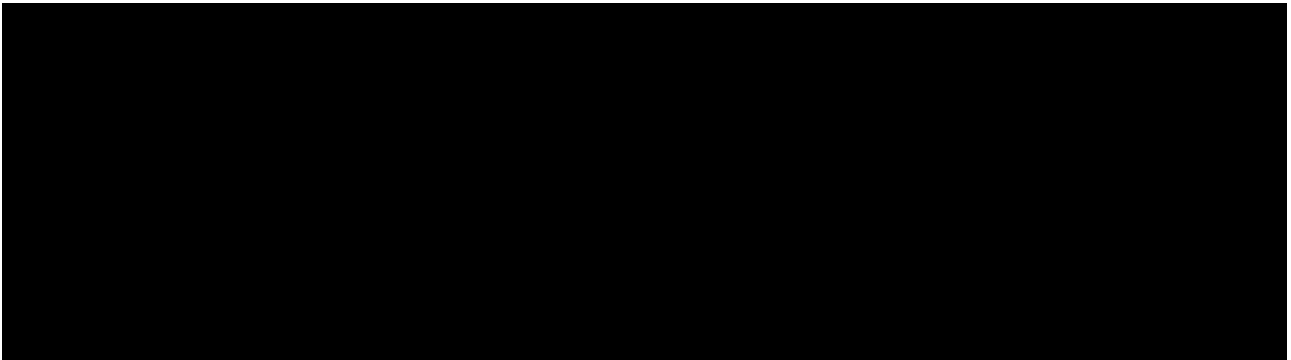
elements and has successfully negotiated these challenges using most tools of financial management available to the small business owner.]

3. Applicant's Evidence of Suitability

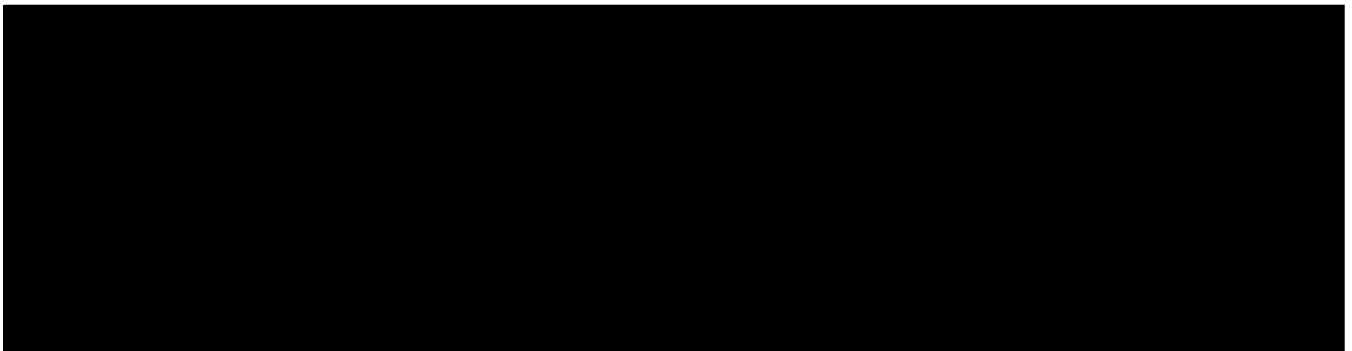
3.1 Indicate whether is/has been in compliance with all laws of the Commonwealth relating to taxes, child support, and workers' compensation with regard to any business in which the individual has been involved. In cases in which an Executive Management Team member is not in compliance with such a law, 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.



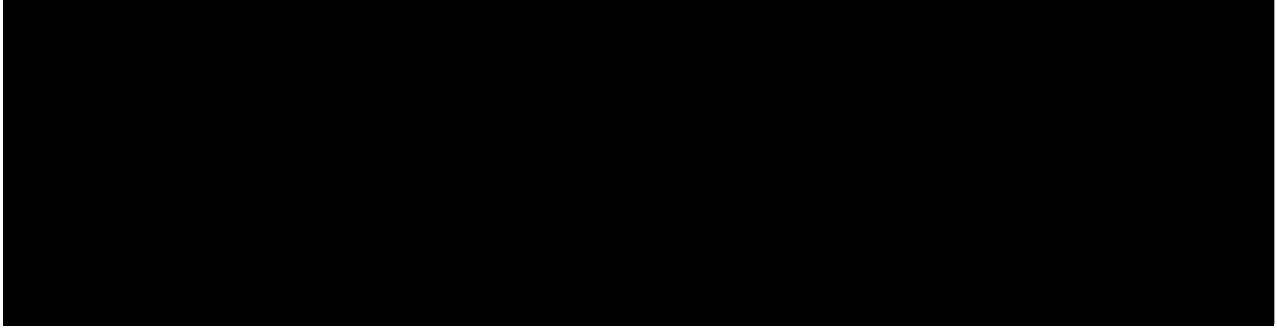
3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board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



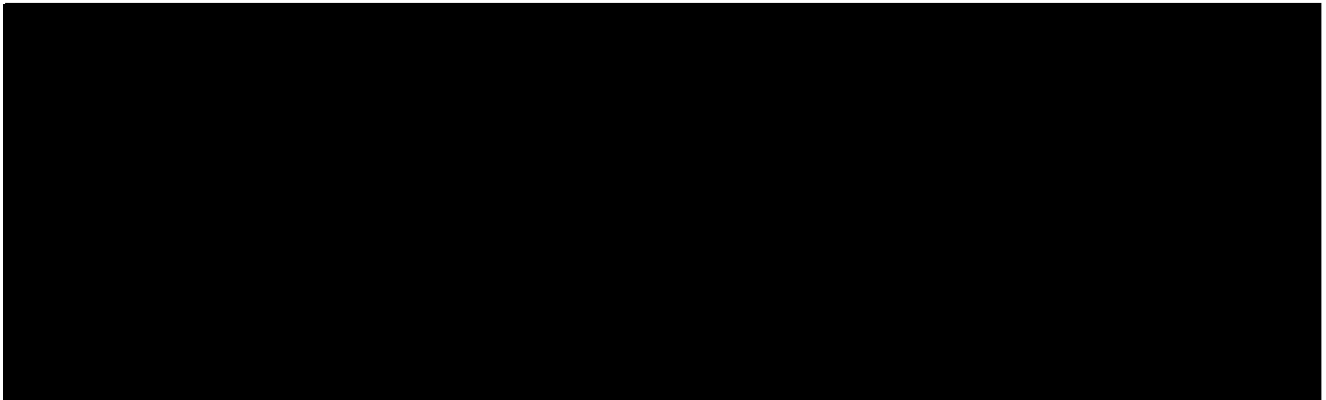
3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but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

[CCC intends to occupy a 30,000 square foot new building located in the Industrial Park in Fairhaven, MA. Of the 30,000 square foot, CCC will occupy the basement (10,000 sq. feet) as grow space and processing facilities, and the 5,000 sq. ft on the first floor as office space and dispensary space.

Projected capital expenses under Planning And Development are minimized since we have identified an approved, new to-be-built facility that is attached to an existing pharmaceutical company (with existing heavy security), already built out in terms of parking, and which has approvals from the Town of Fairhaven for building construction. Much of the required security measures (safes, vestibules etc.) will be built into the building as part of construction, thereby reducing security costs.

The intention is for a real estate holding corporation to fund the construction of the new facility, which will be leased to CCC at comparable rates for the area. With construction approvals already in place, the facility can be built quickly and to precise specifications required for the RMD purposes.

Architectural fees are largely paid for already, though some modifications will be required for using the basement as a cultivation space. Environmental surveys have already taken place and an environmental permit under the MA DEP regulations is in hand. Permits and fees include \$90,000 to DPH (for the application fees and employee fees associated with opening an RMD), and approximately \$30,000 for various permitting requirements. Though approvals are complete for the property, there is still a need to pull permits, arrange for inspections, etc. The land/building costs are estimated at \$3 million for a building that will house not only the RMD but also other tenants in the facility. Impact on the RMD operational budget will likely be 10-15% less than leasing a similar facility due to the partial ownership by MRS of the building addition.

Build-out costs will be absorbed primarily through the new construction costs, and therefore will not burden the RMD separately. Some aspects of security ([REDACTED] for example), painting and finishing, water proofing of the basement, etc., are all included in these construction costs. Landscaping and parking are largely completed since this is an existing site. HVAC is included in the construction costs.

Currently, many nationally chartered banks do not allow business accounts or loans for medical marijuana companies. It was for this reason that Massachusetts Recovery Services (MRS) was established. MRS will also own all equipment be the primary lease holder (and sub-lease to the non-profit), and hire many service providers for contracting positions to CCC. MRS will apply for loans (using personal collateral from individuals listed in Exhibit 4.2 as contributing 5% or more to CCC) in order to support the first year of CCC's cash flow. Equipment costs, furnishings, food preparation equipment, delivery vehicle, computer systems, etc. will be financed by MRS and leased at market rates to CCC.]

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.

[CCC has developed comprehensive budget and sales forecasts based on reasonable estimates of monthly patient counts and taking into account moderate attrition rates.

1. Sales Channels

Whole Flower Marijuana

We have estimated finished marijuana flower sales based on each weight measurement and type we intend to offer. These measures are denominated in grams and ounces as per industry standards. We have grouped finished product sales into three groups: small measures, large measures, and excess that can be either sold as emergency inventory to other RMDs or converted to additional MIP items. Small measures range from one gram to half an ounce of finished product. For year one we estimate our small measure purchases will constitute 51% of our revenue (roughly \$2.4 million). Large measures range from one ounce to four ounces, and will account for almost 30% of our total revenue (\$1.4 million). Excess inventory sales account for approximately 12.5% of annual sales, or \$581K.

Marijuana-Infused Products

There is little reliable research concerning demand of MIP products in a patient setting similar to that occurring in MA. We have estimated that sales of tinctures, salves, edible options and cooking mediums will account initially for six of our total revenue, or \$272,000. Nevertheless, we believe this is a low estimate and expect that much of our excess inventory will be converted to MIP production, eventually constituting 15-20% of total revenue. This projection accords with an apparent national trend towards great supply for MIPS as opposed to whole flower products.

Other Products that Facilitate the Use

We will also offer implements for use in consuming and secure storage of medical marijuana, but we do not intend to earn margins from assisting patients in consuming their medicine. In order to justify storage, shelving and shipping costs, we will maintain an average margin of 20%. This average will also include extra discounts, or provision at no cost for patients with demonstrable financial hardship as well as sales of our secure, tethered lock boxes that we will sell to all of our patients at 10% above cost. Implements will include vaporizers, water pipes and marijuana rolling paper and devices. Lock boxes will be available in three sizes up to 0.5 cubic feet, all costing under \$70 retail; any wholesale savings will be passed to patients. Ancillary products will account for approximately one- three percent of total revenue, or \$29,000 - \$75,000.

2. Operating Expenses

Our operating expenses (exhibit 4.4) have been broken down according to DPH requirements. Our greatest expense is personnel, as we will require approximately 15 staff members onsite within the first year. This number includes five members of the Executive Team, including the CEO, the Vice President, the CFO/COO, the Chief Security Officer, and the Chief Compliance Officer. In order to provide adequate training and security screening, we will phase the personnel in over the course of the first year. From year one to year three, we anticipate increasing our staff to 50 (both direct hires and through contract employees), including drivers and independent lab services. The second largest item in our expenses will be contract services. In order to control costs, we will contract with local companies to supply certain contract labor and services, so we can modify the labor force according to demand. Counselors, security guards and grow assistants can be outsourced accordingly. All contract labor will undergo thorough security checks, which include not only CORI, but also searches through national, state and regional databases made available through our security team to overcome known gaps in state-by-state CORI checks. Another planned expense the annual \$50,000 license fee for DPH in addition to the \$500 payment to DPH for each dispensary agent. Other expenses are related to the building lease (approximately \$12,000 per month), leasing of equipment, grow expenses (including nutrients, soil, infrastructure, miscellaneous supplies), utility costs (full grow-out will require approximately 250 kW of electricity), laboratory testing and delivery services. Security will be provided through in-house personnel as well as outside consultants and volunteered expertise from local police and the Bristol County District Attorney's Office. Insurance and legal expenses round out much of the remaining costs. Finally, federal taxes will be incurred, estimated at an annual rate of 30% of net proceeds (as defined by federal tax practice regarding cultivation of medical marijuana).

Although not technically an expense, giving to charities will also be part of our annual budget. Net operating income will be allocated to personnel development, charitable giving and investment back into the business (improved equipment, expanded capabilities, etc.). It is expected that charitable giving will constitute at least 33% of our net operating outlay in all years.

This budget assumes that many variable costs (utilities, salaries, equipment lease etc.) to accrue to monthly expenses at the year-end production levels, thus overstating the budget impacts during our gradual development of production capacity. This budget also assumes an initial large increase in month over month patient counts (27%), tapering down to 15% by the year end, which accounts for some moderate patient attrition rates.]

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.

[A detailed business plan has been developed by CCC for the RMD in Fairhaven, MA. This business plan has been the basis for the loans made by the Massachusetts Recovery Services, through investment made into MRS by primarily close family members. There is no outside investment in the company, other than family members and close friends in Massachusetts.

The business plan was developed based on several assumptions, listed below:

- a) The federal government would allow the Medical Marijuana law and regulations within MA to thrive without interference, as indicated by the Dept. of Justice's pronouncement of 29 August 2013.
- b) The Commonwealth of MA would license up to, but not in excess, of 35 RMDs in MA for the first two years of operations.
- c) Bristol County will receive 2 RMD licenses.
- d) Patient counts have been developed for the area around Fairhaven, MA based on independent knowledge of patients suffering from the enumerated conditions in the law and a reasonable estimate of recommendations by doctors for other serious illness.
- e) The national average consumption of medical marijuana of 1.5 ounces per month will hold true for the Bristol County location. See section 7.9.
- f) Initial (month 1) RMD patients registering for will be on the order of 150 patients. Month over month growth of patient count has been estimated to decline from 27% to 17% by the end of year 1, representing approximately .5% of the population of the southern Bristol County (1,250) area by the end of year 1. Patients in MA have begun obtaining certifications since January 1, 2013.
- g) Hardship cases meriting free or reduced cost marijuana (section 7.12) are estimated to reduce per ounce average revenue by 21%.
- h) A flexible, cross-functional hiring plan will be in place for patient services to ensure patients are not exposed to excessive waiting times or feel rushed in any way. This will also reduce initial FTE needed during year 1 operations.

Projected revenues for three consecutive years of operation have been determined in a pro forma manner. For FULL YEAR operations (eliminating the start-up period which is estimated to be six months), the projected revenues increase from \$4.7 million in year 1, to \$8.1 million in year 2, to \$10.6 million in year 3, representing annual increases of 72% and 31%, respectively. The high growth in revenue from year 1 to year 2 are due to materially developing our patient base over the first year as many patients obtain bona fide relationships and recommendations from their doctors. We also applied a reasonable attrition rate for patients. These projections yield a patient count of approximately 1,200 at the end of year 1, to 1,500-1,700 at the end of year 2, and 1,700-2,000 at the end of Year 3, which is approximately equal to .75% of the population of this portion of Bristol

County, which is consistent with an assumption that 2 RMDs will be awarded in Bristol County. Based on apparent growth in nearby Rhode Island, this rate of growth appears reasonable.

We have applied a conservative model for our patient counts and revenue estimates, however, we will also be prepared for patient demand to exceed estimates by at least 30%. We will develop our production capacity in stages over the first year, thereby reducing initial expenses for equipment. Loans will be made available from Massachusetts Recovery Services for continued development of cultivation areas once cash flow is more clearly projectable.

Expenses will be increased as follows: Year 1 of \$3.3 million, Year 2 of \$5.5 million, and Year 3 of \$6.8 million. This represents increases of approximately 67% and 24%, respectively. Variable costs are expected to rise at the same rate as revenue estimates.

The 2 Pequod Road (2 Pequod) facility is an old building, requiring retrofitting and will still be expensive to maintain ideal temperature. 2 Pequod will also likely require relatively high maintenance costs and may also require an additional security guard at all times to monitor our parking area (or a staff member to man a kiosk for entry into our parking area).

132 Alden Road will be a new building with many features for air circulation, temperature and moisture control built into the layout. This facility will enable CCC to invest in energy efficient production methods at a much greater degree. However, costs associated with leasing a new building may have a large negative impact on the monthly budget.

Additional expenses related to building, equipment costs and expansion during years 2 and 3 will be absorbed by MRS and leased to CCC at market rates.

CCC has enlisted the professional accounting services of Samet & Company, a Certified Public Accountant based in Boston, for general book keeping functions. Samet & Company has been an expert in commercial and non-profit entities for over 40 years. CCC will also utilize the independent auditing services of Meyers Brothers Kalicka, P.C. unless directed to an auditor by the DPH. Both accounting firms are well-respected, long-established and have been diligently studying the intricacies associated with the Medical Marijuana Industry for State and Federal tax issues and book-keeping.]

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).

[We will maintain superior insurance in any event of injury on the premises, during transportation of medicine and liability from consumption of defective product. CCC has received general liability and product insurance quotes from four insurance providers who specialize in the coverage unique to the medical marijuana industry. General liability coverage will be a minimum of \$1 million per occurrence and \$2 million in liability insurance in aggregate pursuant to 105 CMR 725.105(Q)(1), with a policy deductible no greater than \$5,000. Product liability will also meet (or exceed) the minimum \$1 million per occurrence and \$2 million in aggregate. Companies included in the competitive bidding process include Corcoran & Havlin Insurance Group, GP Insurance Providers, Insurance West, Inszone Insurance and Cannassure Insurance Service, all approved by Lloyd's of London underwriters. All quotes are based on CCC's proposed properties in Fairhaven, MA. Annual premiums range from \$8,879 to \$18,000. Coverage includes the following:

- General Liability: \$1M Each Occurrence / \$2m General Aggregate
- Workers Compensation
- Builders Risk – If a new facility is being built by the applicant

- Property Insurance, including but not limited to Building Coverage, Business Personal Property, Business Interruption and theft.
- Product Liability
- Employee Practices Liability
- Live Plant Coverage
- Directors & Officers Liability
- Professional Liability Insurance (Errors and Omissions)

Due to CCC's unique approach to dispensing medical marijuana while offering referrals for local support services, we will also maintain malpractice insurance for all licensed counselors. Professional liability coverage will be \$1 million per occurrence and \$3 million in aggregate. Premiums for each policy are approximately \$350 annually.

Selection of an insurance carrier will occur immediately upon licensure and prior to starting any operation. Major considerations in selecting a policy will be 1) product liability coverage exceeding \$1 million per occurrence, 2) crop failure coverage (in the event CCC will need to obtain emergency inventory from other RMDs), 3) coverage for all transportation of medicine, and 4) insurance company responsiveness and reputation. Our locally-based broker will utilize the Massachusetts Nonprofit Network (MNN) to provide coverage at reduced costs through their group purchase buying power, and then will request coverage bids to the national, regional and specialty carriers represented for further coverage enhancements and savings.]

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.

[CCC has developed two options in Fairhaven, MA for locating a single facility for cultivation, processing and dispensing functions. Our preferred location is 132 Alden Rd. We have secured a Letter of Intent (LOI) to lease a 15,000 sq.ft new building to be constructed in the industrial area. We also have secured a LOI to lease a 10,320 sq.ft facility at 2 Pequod Rd. CCC is also in contact with the Mayor of Fall River to demonstrate geographic flexibility and willingness to site our RMD anywhere appropriate as the DPH maximizes geographic dispersal of RMDs. We feel our mission will be well received most areas we apply.]

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).

[132 Alden Road Fairhaven, MA: Letter of Intent to lease
2 Pequod Road Fairhaven, MA: Letter of Intent to lease]

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).

[132 Alden Road Fairhaven, MA: Letter of Intent to lease
2 Pequod Road Fairhaven, MA: Letter of Intent to lease]

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.

[Compassionate Care Clinics believes strongly in community engagement and support from business leaders, public officials and residents of the town in which we intend to operate. CCC has obtained unequivocal, unanimous letters of support from 1) the Fairhaven Board of Selectmen, 2) Fairhaven Board of Health, and 3) Fairhaven Executive Secretary. We have met with the Fairhaven Board of Selectmen, which has issued a letter of support. Board of Selectmen Chairman Charles Murphy is available for reference and additional clarification concerning zoning. Charles Murphy, 508-979-4023 Ext. 101. We have been issued a letter of non-opposition by Fairhaven Chief of Police. CCC has also garnered signatures of support from neighbors to the facilities in the industrial area near 132 Alden Rd and 2 Pequod Rd. We are the only applicant in the region that enjoys the unanimous support of the governing body in the community in which we intend to site our facility, Fairhaven. Below is a timeline of outreach efforts in Fairhaven, MA.

1. August 22, 2013: Meeting at Town Hall. In attendance were Pat Fowle (Fairhaven Board of Health), Wayne Fostin (Zoning Enforcement Officer), William Roth (Planning and Development Director) and Wayne Hayward (Chairman of the Planning Board). CCC was represented by all Executive Directors and Board Directors as well as legal counsel. CCC introduced our vision of community partnership, investment in local development and charitable organizations and our plan to refer patients to the many ancillary mental health and substance abuse counseling services in Fairhaven and surrounding areas. Michelle Stormo answered questions and addressed several concerns from attendees. Local officials provided guidance on gaining support from other agencies in the town, including the Police Department.

2. September 25, 2013: Pursuant to 105 CMR 725.100(B)(2), Certified, return receipt letters were sent out notifying the chief administrative officer and chief of police in Fairhaven of CCC's intent to submit a Phase 2 application. An additional letter was sent to the Bristol County Sheriff on October 3, 2013 to notify him of our intent to submit a Phase 2 application in his county.

3. October 2, 2013: CCC met with Fairhaven Police Chief Michael Myers and several high ranking police officers. CCC discussed security concerns, benefits to the Town of Fairhaven, and potential areas where CCC and Fairhaven Police can collaborate to institute this RMD in a responsible manner with strict oversight by local law enforcement. Again, questions and concerns were addressed. As a result of this meeting, Chief Myers

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.

assigned two officers to collaborate on Security Protocols and Procedures, Sergeant Michael Botelho and Detective Glenn Cudmore. Detective Cudmore is assigned to the DEA through the Fairhaven Police Department, and both Sergeant Botelho and Detective Cudmore are assigned to a regional task force.

4. October 7, 2013: CCC attended Fairhaven Board of Selectmen meeting.

5. October 8, 2013: CCC attended meeting with Fairhaven Planning Board to address concerns and answer questions.

6. October 14, 2013: Michelle Stormo (and family) attended Fairhaven Fall Fun Days celebration. Stormo introduced her vision to many community members for feedback on the proposed location and operation. She also spoke with members of the Planning Board and Board of Selectmen.

7. October 21, 2013: CCC attended Board of Selectmen Meeting. Police Chief Meyers attended the meeting in support of CCC and hand-delivered a letter of non-opposition (not included) for CCC. The letter states that “[t]he Fairhaven Police Department will not oppose the operation of a RMD by CCC in Fairhaven. CCC’s executive team met with me and several senior officers on Wednesday, October 2, 2013 to describe their mission and vision in opening a small business in Fairhaven. The Fairhaven Police Department will work in concert with CCC in ensuring the safety of our community.”

8. October 22, 2013: CCC attended Planning Board Meeting to answer follow-up questions from board members.

9. October 24, 2013: CCC began arranging to meet with community business, nearby neighbors and abutters to the proposed Fairhaven facility.

10. October 25, 2013: CCC met with Sergeant Botelho and Detective Cudmore from the Fairhaven Police Department to assess security risks and appropriate measures for the proposed facility. CCC spoke individually with several abutters, including Nobber Marine.

11. October 25, 2013: CCC met with Fairhaven Executive Secretary Jeffrey Osuch to discuss zoning and permitting processes. Michelle Stormo introduced herself to community members in the industrial area as well as near Town Hall, including Town Clerks, Planning, Development and Zoning officials.

12. November 4, 2013: CCC attended Board of Selectmen Meeting to answer any additional questions and received unanimous letters of support from the Fairhaven Board of Health, the Board of Selectmen and the Town Administrator. Michelle Stormo met with business leaders at the PharmaHealth in the Fairhaven industrial park and received signatures of support and offers to share best practices for security.

12. November 6, 2013: Michelle Stormo and members of the CCC Executive Team met with Bristol County District Attorney Sam Sutter to discuss inventory control, security measures and to outline CCC’s vision for responsible implementation of the Law. As a result of this meeting, Sam Sutter assigned Lou Pacheco, his Director of Operations and a former Police Chief, to work with CCC on security issues. DA Sutter’s Community Outreach Coordinator has also pledged to work with CCC on identifying programs within the Bristol County public school system where direct intervention in drug and alcohol abuse funding would support the DA’s current efforts. Stormo visited the Fairhaven Town Hall to file a DBA certificate with the Fairhaven Town Clerk and to speak with Wayne Fostin, the Zoning Enforcement Officer.

13. November 10, 2013: Michelle Stormo and CCC Executives met with Anne Sampaio, the Executive Director of Child and Family Services (a New Bedford-based nonprofit dedicated to counseling, support and coping for children and families dealing with violence, mental illness and grief).

Stormo has maintained regular contact via phone and email with members of the Board of Health and Board of Selectmen and has responded quickly and directly in response to any questions. Maintaining positive relationships with town officials as well as community members is not only important to the licensing process but also to the long-term viability of our effort but also to the ongoing comfort and safety of our community.]

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.

[1) Local, State and National Codes

CCC has met with Fairhaven town officials on several occasions to ensure compliance with all zoning bylaws and local codes, including but not limited, to building codes, fire codes, ADA regulations, OSHA regulations, sanitary and food handling ordinances and health codes. Our local inspection will include approval from the local Electrical Inspector and Fire Chief.

Fairhaven Planning and Development Director William Roth indicated that current bylaws allow zoning for medical marijuana in industrial-use areas. Zoning Enforcement Officer Wayne Fostin requested legal counsel on the question of whether an RMD would necessitate a new use or whether it could be zoned within current uses. Town Legal Counsel confirmed use within current zoning in a letter dated October 28, 2013. He wrote: “In sum, it is my opinion that a medical marijuana treatment center would be an allowed use in the industrial zone.” This letter will be made available to the DPH upon request. Our proposed location is in the industrial zone contemplated and approved by Fairhaven officials.

The Fairhaven Planning Board has recommended a Town Meeting vote first on a bylaw that would, among other things, certify that our proposed location is appropriate. They believe that this vote would be favorable. Town officials like William Roth believe that the process of approving a bylaw that has been drafted will be approved. A public hearing for a proposed bylaw is set for December 10, 2013. Regarding current zoning status, please call William Roth, 508-979-4023 Ext. 122.

The Fairhaven Board of Health and the Fairhaven Board of Selectmen have issued unanimous letters of support. CCC has pledged to follow all health and safety codes and has offered complete access to inspectors and local police at any time.

2) DPH Requirements

Proximity to Youth Facilities: CCC has evaluated distances to all restricted use facilities in accordance with 105 CMR 725.110(A)(14) (school, day care center, or any facility in which children commonly congregate). The closest facility or location matching this description is located 1,584 feet from CCC’s proposed facilities. Cultivation, processing and dispensing will all occur at our one location, which is in the zone contemplated by the proposed Town bylaw.

Patient Access: To ensure patient access to our facility, we have also contacted the local Southeastern Regional Transit Authority (SRTA), which services New Bedford, Fall River, Acushnet, Fairhaven and Dartmouth. The SRTA bus stop is located 2,100 feet from the CCC facility. We are currently in discussion with Southcoast Centers for Cancer Care (SCCC) to fund a shuttle service from the SRTA stop to CCC to SCCC (proposed shuttle service included on map). CCC’s 132 Alden Rd and 2 Pequod facilities are both conveniently located less than two miles from the 195 highway and easy to locate.]

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.

[CCC is already an active member of the Fairhaven community. In addition to local charitable giving and donations to schools, firefighters, police and community development, our operating plan includes a robust community outreach strategy that will involve us directly supporting events such as the Fall Fun Days festival and Christmas Parade. We will also draw on the vast fundraising and community relations expertise of our

Community Outreach Manager Ernest Corrigan to develop new events directly relevant to our community engagement, including our ongoing efforts with the Bristol County District Attorney's Office on substance abuse prevention programs.

CCC understands the negative stigma associated with marijuana, yet recognizes its lawful role in relieving symptoms of painful, debilitating conditions. Our Executive Team will offer educational sessions, provide research and immediately address specific issues as they arise. CEO Michelle Stormo is a Licensed Marriage and Family Therapist. VP Holly Carroll is a former teacher and certified substance abuse counselor and interventionist. Both women are comfortable speaking to large groups and individuals on emotionally-charged topics. We encourage active public participation concerning our non-profit mission. We have included a Community Outreach section of our website for direct public comments. We have established relationships with the Fairhaven Board of Selectmen, the Board of Health and the Chief of Police, all of whom have direct access to our CEO, VP and COO. We believe that our community outreach efforts are essential to a positive and productive partnership with DPH and our community host.

We will seek local nonprofit organizations to register as recipients for charitable giving. Our unique system sets aside a significant portion of our Net Operating Income for our "Patients' Choice" program, which will empower patients to help choose which organizations will be recipients of our charitable giving. Patients will be given a revolving list of 501(c)3 organizations and vote for the ones that have had a direct impact on their lives. Patients can also recommend charities on our website for inclusion in the program. Through this system of open enrollment of charity recipients, we hope to open discussions with a wide spectrum of local organizations. CCC will engage in constructive dialogue with area community development organizations, health care providers and substance abuse treatment centers. Additionally, CCC will provide a forum and will encourage patients to tell their stories to help overcome the skepticism that continues to surround this issue. We believe we have an obligation as a licensed vendor of medical marijuana to educate the public about the legitimate and beneficial use of marijuana to relieve pain, while potentially reducing the use of addictive and life-threatening opiate-based drugs that are commonly prescribed for similar conditions.

Community Development

PACE: CCC will support the mission of People Acting in Community Endeavors in New Bedford, which assists over 40,000 low-income individuals with workshops, seminars, health access programs and early childhood education, and provides resources to improve the quality of life in the community. Executive Director of PACE Bruce Morrell has indicated his support for CCC and desire to receive funds through our Patient Choice program.

Health Care Providers and Substance Abuse Treatment Centers

For individuals or caregivers who need intervention services, referrals for help in combating their addiction or want more information, we will provide the link between their interest and the first step in the recovery process. CCC is committed to providing 35% of its net operating income to Fairhaven and communities in Bristol County, with a focus on health care and substance abuse education and treatment. CCC envisions subsidizing treatment services for low-income or uninsured individuals. Below are additional organizations for which CCC is hoping to provide critical support:

CNAs: CCC will work with Bristol Community College to establish a continuous scholarship program in nursing education for students demonstrating financial need in order to close the staffing gaps that exist for licensed practical nurses and nurse's aides in nursing homes and other health care settings in Bristol County. Our goal is to assure that no student who seeks to earn a certificate as a nursing assistant or as a two-year Associate Degree will be denied admission to that program as a result of financial need.

SHINE: We are touched by the work performed Serving Health Information Needs of Elders. CCC hopes to assist SHINE in funding workshops, seminars and patient access programs.

SSTAR: Stanley Street Treatment and Resources is a Fall River nonprofit that has been providing high-quality, holistic services including intervention, addiction treatment and health care to the community.

Gosnold: As a director of Gosnold's Reaching Out Family Program, Michelle Stormo has a passion for the approach and services provided by CEO Ray Tamasi and recent Chairman of the Board Mary LeClair (listed as

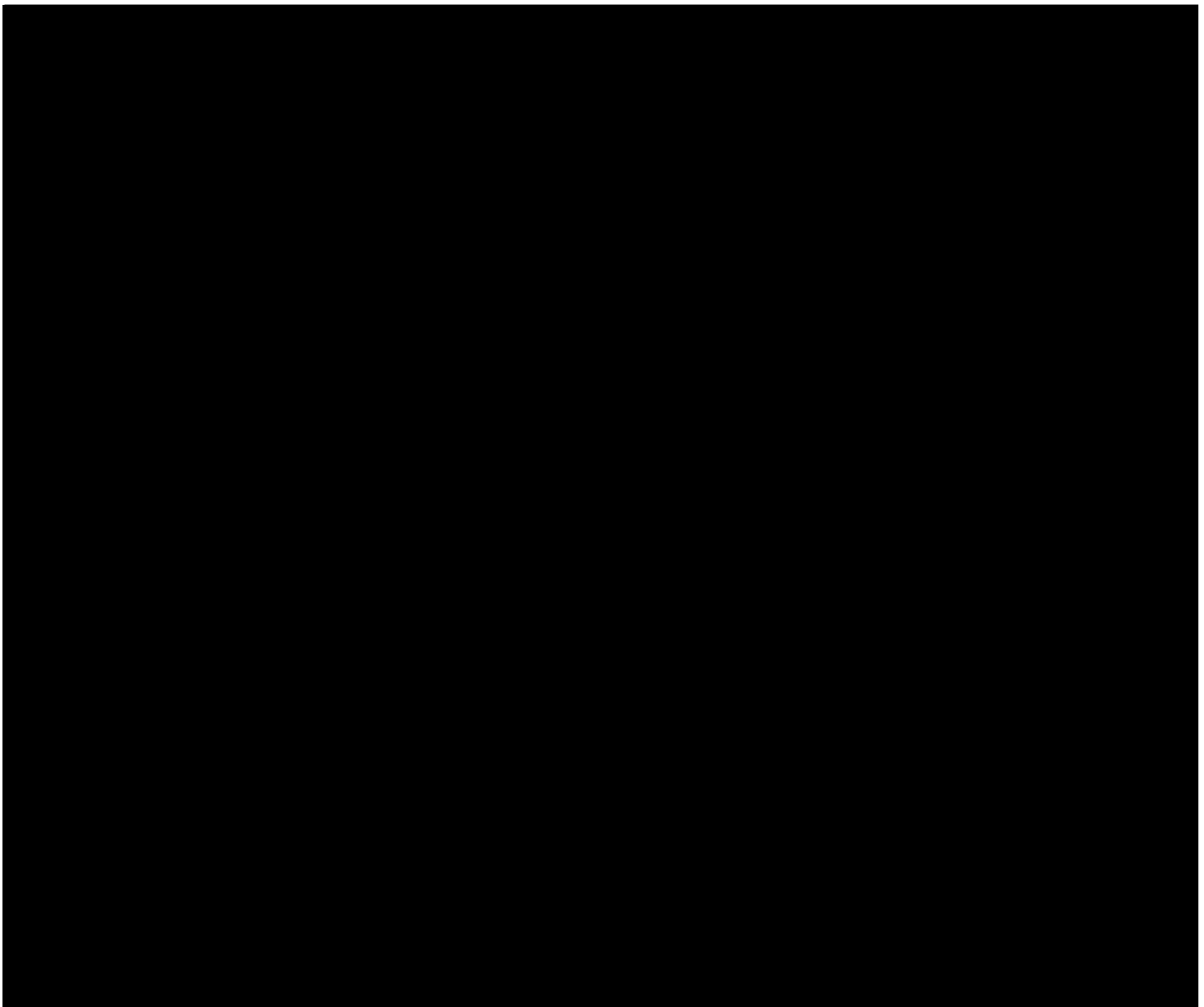
a professional reference for Stormo). Stormo will abstain from any board decision regarding donations to Gosnold.

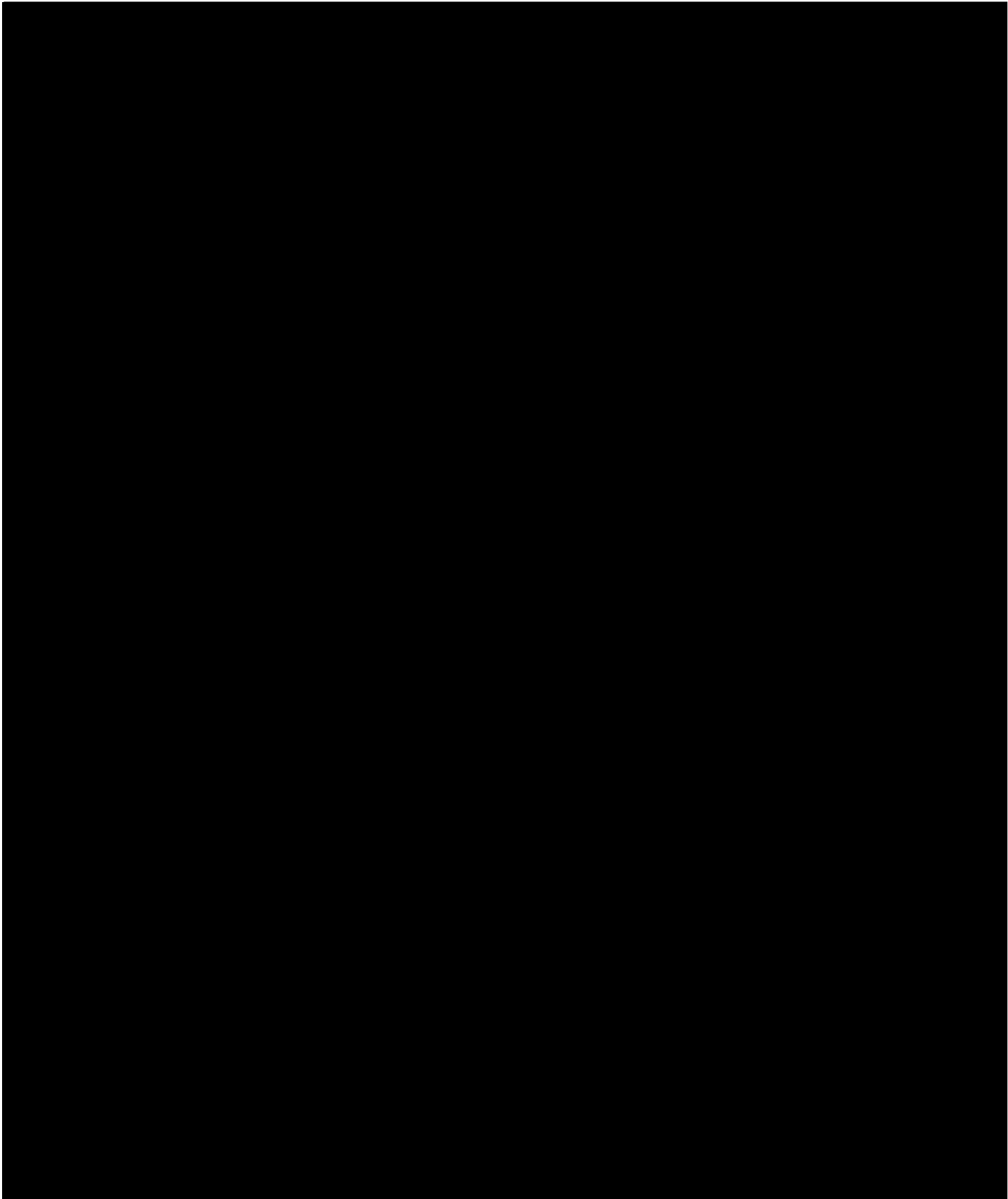
Project Purple (PP): PP is a nonprofit foundation established to assist individuals and families struggling with addiction. Founder Chris Herren attends school rallies, organizes athletic events and shares his own story of recovery.

Southcoast Centers for Cancer Care (SCCC): CCC applauds the contributions of SCCC in the field of cancer research and treatment. CCC is also currently examining a potential shuttle service linking SCCC, the Southeastern Regional Transit Authority and CCC.

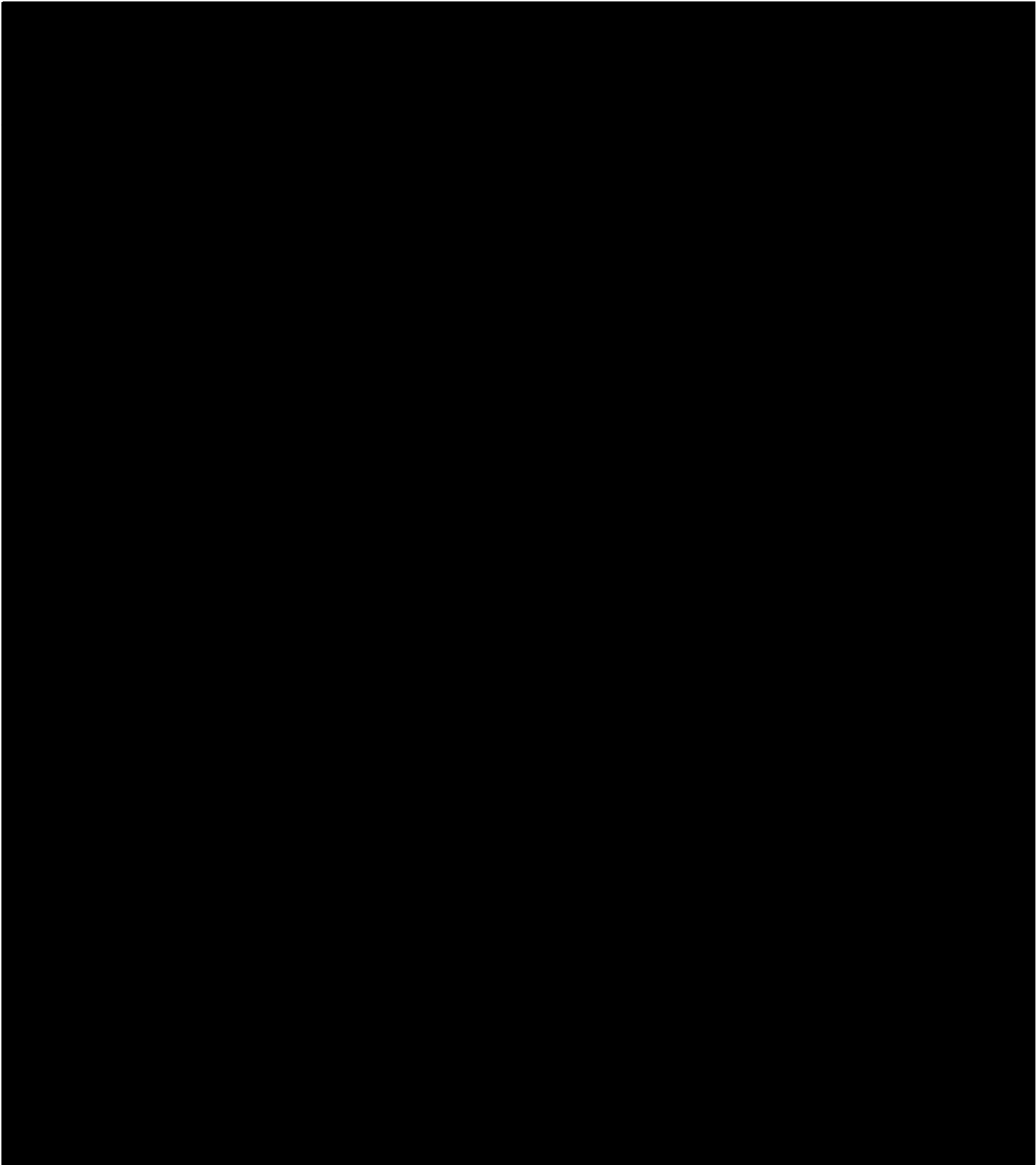
Child and Family Services (CFS): CFS is a counseling, mentoring and support organization that has been operating for 170 years. Based in New Bedford, CFS is a provider of Big Brother and Big Sister programs across MA.]

- 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.

[Our Strategic Staffing Plan outlines the procedures company managers will utilize to ensure that the company is sufficiently staffed and that the company has the most effective and efficient delegation of roles and responsibilities. The Staffing Plan also enumerates protocols for determining company personnel development based on specific indicators and benchmarks.

1) Organizational Structure

The best organizational structure is one that promotes strong team participation within and across departments while establishing clear leadership, roles and responsibilities. We will encourage personal growth and cross-training to create avenues for achievement and mobility. A hierarchical chart has been provided as Exhibit 1.3 of this application. We intend to utilize the following Full-Time Equivalent (FTE) ratio: hours required per quarter divided by 480 hours per quarter.

a. Executive Management Team

Our EMT is comprised of the following Officers:

- **Chief Executive Officer** and President (1 FTE). The CEO reports to the BOD and is responsible for: implementing the strategic goals and objectives of the company; and, together with the Chair, enabling the Board to fulfill its governance function. The CEO will give direction and leadership toward the achievement of the organization's philosophy, mission, strategy and its annual goals and objectives.
- **Chief Operations Officer** (0.50 FTE) The COO reports to the CEO and is responsible for: overseeing the day-to-day operations of the company; overseeing all departmental managers; ensuring appropriate implementation of all company functions, duties and responsibilities.
- **Chief Financial Officer** (0.50 FTE) The CFO reports to the CEO and is responsible for: all financial and fiscal management aspects of company operations and charitable giving; providing leadership and coordination in the administrative, business planning, accounting and budgeting efforts of the company.
- **Chief Compliance Officer** (0.75 FTE) The CCO reports to the CEO and is responsible for: ensuring full compliance with all local, state and federal laws, codes and regulations. The CCO oversees inventory management and all reporting obligations of the company.
- **Chief Medical Officer** (0.1 FTE) The CMO reports to the CEO and is responsible for: ensuring that all aspects of production meet with industry best practices as they pertain to health; ensuring that a healthy work environment is maintained, providing outreach and education to the health and medical community.
- **Chief Security Officer** (1 FTE) The CSO is responsible for: establishing the safest and most thoroughly protected premises; maintaining regular and on-going communications with law enforcement and emergency response personnel; maintaining an ongoing relationship with security companies; providing proper safety and security training to all employees; testing all security equipment on a weekly and monthly basis. Investigating and documenting any security issues that may arise.
- **Vice President** (1 FTE) The VP reports to the CEO and is responsible for: maintaining excellent patient care and ensuring that patient education materials are updated regularly and distributed effectively to support a robust community outreach effort; performing Human Resources functions and consulting with department managers to determine additional personnel needs.

b. Managerial Team

- **Cultivation Manager** (1 FTE) The Cultivation Manager reports to the COO and is responsible for: all cultivation processes and protocols; ensuring that product supply meets demand; reporting all incidents in compliance with the Incident Management Program Policies and Procedures; maintaining an efficient workspace; using best practices to produce organic marijuana.
- **Outreach and Education Manager** (0.5 FTE) The Outreach Manager reports to the Vice President and is responsible for: implementing outreach and education programs in conjunction with key personnel; assessing deficiencies in these programs; and developing strategies for effective outreach and education.
- **Dispensary Manager** (1 FTE) The Dispensary Manager reports to the COO and is responsible for: managing all dispensary staff, implementing seed-to-sale inventory tracking; training dispensary staff; ensuring customer satisfaction through feedback tools; reporting all incidents and complaints to the CCO; working with bookkeeping to ensure precise data flow.
- **Bookkeeper** (1 FTE) The Bookkeeper/Accountant reports to the CFO and is responsible for: managing accounts payable and receivable; maintaining all financial, retail and wholesale records; producing required information for all tax reporting obligations; providing budget reports and general purchasing.
- **MIPs Manager** (0.5 FTE) The MIPs Manager reports to the COO and is responsible for: developing protocols or quality assessment of raw materials; systematization of raw material collection; weighing and inventorying; ensuring sufficient supply of extract forms for edibles and useable extracts; purchasing and maintenance of all equipment required for MIPs extraction and production; ensuring the safest methodologies of extraction; providing compliance reports for all regulatory requirements.

c. Security Personnel

Security Personnel report directly to the CSO.

- **Security Guards** (2 FTE) Ensure full implementation of required security, emergency and safety protocols.

d. Cultivation Personnel

Cultivation Personnel report to the Cultivation Manager.

- **Cultivation Assistants** (3 FTE) Implement all cultivation practices in adherence with company policies and procedures.

e. Dispensary Personnel

Dispensary Personnel reports to the Dispensary Manager.

- **Patient Service Associates** (3 FTE) Provide excellent patient service; implement education protocols; use point-of-sale system to ensure proper retail and inventory compliance; maintain a balanced cash drawer; initiate reporting of patient complaints and concerns; provide patient feedback assessment to the Dispensary Manager.]

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.

[Our Vice President (VP) will engage the EMT and staff on a regular basis to determine specific positions required in response to company growth or other needs. The hiring process will involve the following steps: needs assessment; job description development; internal and external posting of the position; use of a search company; candidate review; references and CORI checks. Upon hiring, the employee will undergo all required training. CORI reviews will be conducted semi-annually or according to DPH regulations.

1) Hiring

a. Equal Employment Opportunity Commission

Our hiring and personnel policies and procedures will comply with all EEOC guidelines for non-discrimination based on race, color, religion, sex, sexual orientation, national origin, age, disability or genetic information, and we will not discriminate against a person who has participated in an employment discrimination investigation or lawsuit. These policies apply to all types of work situations, including hiring, termination of employment, promotions, harassment, training, wages and benefits.

b. Criminal Offender Record Information (CORI)

Pursuant to 105 CMR 725.100(B)(3)(h), CCC will submit the name, address, date of birth and resumes of each member of the EMT, along with a photocopy of his or her driver's license or other government-issued identification, and CORI reports obtained from the DCJIS within 30 calendar days prior to submission to the DPH. All employment candidates will undergo a criminal background check to assess eligibility for DPR registration under 725.100(A)(5). CORI checks will be conducted for all employees every six months. Employee files will document and update criminal histories and be made available to the DPH.

b. State and Federal Family Leave Acts

We will comply in totality with state and federal family leave acts.

c. Workplace Safety

We will adhere to all federal and state workplace safety laws.

d. Minimum Wage

We will pay all of our employees at least 50% above federal and state minimum wage levels.

2) Qualifications and Experience by Position

- **Chief Executive Officer** Qualifications & Experience (Q&E): experience managing a successful company; health care or medical marijuana dispensary management experience; history of maintaining successful regulatory compliance; ability to oversee an executive management team; ability to execute the company's mission, vision and financial goals; ability to positively interact with various sectors of the community.

- **Chief Operations Officer** Q&E: success overseeing the day-to-day operations of a business; health care or medical marijuana dispensary management experience; acumen with complex problem-solving; strong compliance and reporting skills; skills to balance a multi-department operation.

- **Chief Financial Officer** Q&E: direct experience managing the finances of a successful company; accounting experience; success in business strategy; ability to drive business operations through effective financial

practices; ability to understand financial risks and effectively communicate them to the CEO; ability to work effectively with auditors.

- **Chief Compliance Officer** Q&E: experience effectively managing compliance requirements; analytic ability to ensure compliance with 105 CMR 725.000 and Chapter 369; ability to track changes in state and federal legislation pertinent to the medical marijuana industry; ability to proactively search for compliance issues; the ability to effectively communicate them to the CEO, BOD, town and state as appropriate.
- **Chief Medical Officer** Q&E: medical degree; ability to integrate new and existing cannabis research into improving patient care; medical administration; ability to communicate effectively to the local and regional medical and health care community.
- **Chief Security Officer** Q&E: professional experience in law enforcement; managerial experience; ability to interact positively with local law enforcement; ability to oversee implementation of the security and safety plan, emergency policies and procedures.
- **Cultivation Manager** Q&E: professional experience managing horticultural or botanical operations; training in integrative pest management; ability to comply with complex regulatory frameworks; ability to manage staff to achieve production goals using organic methods; experience with indoor grow techniques and successful facility engineering.
- **Community Outreach Manager** Q&E: proven ability to garner support for complex issues; demonstrated experience producing effective outreach and education materials as well as press releases; ability to make effective presentations.
- **Dispensary Manager** Q&E: experience managing inventories; experience managing complex regulatory and reporting requirements; ability to utilize critical-thinking to increase the effectiveness of the service environment; ability to manage software systems and maintain accurate records; ability to manage multiple projects; coordinating supply and demand to ensure efficient use of company resources.
- **Bookkeeper** Q&E: history accurately and successfully managing a company's books and producing required information for all tax reporting obligations.
- **Security Guard** Q&E: law enforcement or security guard positions; ability to ensure full implementation of security and safety protocols. Preferential hiring for military veterans.
- **MIPs Manager** Q&E: food code certification; large-scale production of baked goods, confectionaries, oil infusions, packaging; ability to calculate dosage; kitchen management.
- **Cultivation Assistant** Q&E: experience working in a horticulture, floriculture or botanical setting; ability to follow rigorous protocols.
- **Patient Service Associate** Q&E: ability to maintain a positive and encouraging attitude; history of excelling in patient service roles; accurate record keeping and data-entry skills; ability to manage time effectively; ability to handle incidents and emergencies in a professional and responsible manner; knowledge of point-of-sale systems.]

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.

[Compassionate Care Clinics values the contributions of our management and staff positions. We will strive to be the industry leader in workplace satisfaction by offering highly competitive wage and benefits packages and developing a culture that values a proper work-life balance, boasts a transparent and accessible Executive Management Team, and fosters a work ethic that focuses on the mission of the company and spirit of the Act for the Humanitarian Medical Use of Marijuana.

The following summary assumes a workforce in excess of 50 employees in order to address all applicable state and federal laws and regulations. This assumption was made so that provisions for compliance with all applicable employment laws and regulations are considered.

Wages:

Management positions will be salaried, ranging from \$65,000 to \$200,000 per annum. Management positions include President, Vice President, Security Officer, Chief Medical Officer, Human Resources Manager, Chief Financial Officer, Chief Operating Officer, Dispensary Manager, Cultivation Manager, Community Outreach Manager, Patient Care Assistant Manager and Security Assistant Manager. All other employees will be hourly, with rates between \$19.50 to \$45.00 an hour, exclusive of overtime and holiday pay. [29 U.S.C. §§ 206 (a)(1), (d) §207, §541.100 *et. seq.*; G.L. c. 149, § 148 and G.L. c. 151, §1A].

Benefits:

- All employees shall receive medical coverage through Tufts Health Plan, Harvard Pilgrim, Fallon Community Health Plan or Blue Cross Blue Shield. CCC will also provide dental coverage through Delta Dental, or a similar dental insurance provider. There may be co-pays during the first year of operation, after which time it is anticipated that CCC will eliminate the co-pay. Medical benefits packages will include a pre-tax Flexible Spending Account option.
- During the first year of operations, CCC will put in place a retirement program consisting of a 401(k) savings plan and Roth IRA saving plan available to all regular employees who have completed six months of employment. [29 U.S.C. § 1001].
- During the second year of operations, employees will be offered an opportunity to participate in a company-sponsored 529 Educational Savings Account.
- CCC believes strongly in supporting our employees and helping them maintain stability in their homes. We will provide a comprehensive Employee Assistance Program for staff and family members.
- CCC will maintain worker's compensation insurance for all employees.
- CCC will offer Supplemental Life Insurance for all employees and family members at levels up to five times employee salary.

Matching Program:

- CCC will match employee contributions to 401(k) and Roth IRA accounts at \$0.50 per dollar up to 5% of the employee's salary.
- CCC will match \$0.50 per dollar up to \$250 in matching funds per year for each 529 Educational Savings Account contract in a family. A family is allowed one contract per family member.

Training:

- There will be training programs administered through the HR Department and Security Manager. All employees will be required to attend training on issues such as sexual harassment, discrimination, disabilities, drug and alcohol abuse, company security policies, safety policies, the Family and Medical Leave Act, Massachusetts Small Necessity Act, workplace violence, client-patient confidentiality and HIPPA.
- CCC will also have in place compliance training specific to 105 CMR 725.000 *et. seq.* Such training shall concern operating procedures; patient confidentiality; inventory control; dispensing of marijuana to registered, qualified patients; prohibition of acquiring marijuana from third parties for resale; prohibitions against free samples; proper handling of orders; proper maintenance of premises and prohibition of consumption on premises; security processes and procedures; and incident reporting.
- Training will be administered both onsite and offsite; in-house and through third-party training organizations and conferences.

Advancement:

The organization will be structured relatively flat, with promotional opportunities within each department. Participation in training and bi-annual performance evaluations will be critical for any promotions or pay increases.

Written Policies:

The RMD's written policies will address the Family and Medical Leave Act (FMLA), the Consolidated Omnibus Budget Reconciliation Act (COBRA), equal employment opportunity, discrimination, harassment, the Employee Retirement Income Security Act (ERISA), disabilities, maintenance of personnel files, privacy, email policy, 105 CMR 725.000 *et. seq.*, holidays, hours, sick time, personal time, overtime, performance reviews, disciplinary procedures, working hours, pay rates, overtime, bonuses, veteran preferences, drug testing, personnel policies, military leaves of absence, bereavement leave, jury duty, CORI checks, smoking, HIPAA, patient confidentiality, and compliance hotline. [G.L. c. § 52C].

Drug Testing:

CCC will require drug testing as a condition of employment and will require subsequent testing during the employees' term of employment. [Webster v. Motorola, Inc., 418 Mass. 425 (1994)].

Postings:

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

Investigations:

CCC will set forth policies and procedures to investigate any complaints or concerns identified or raised internally or externally in order to stay in compliance with 105 CMR 725.000 *et. seq.*

Designated Outside Counsel:

CCC will maintain on retainer counsel specializing in employment law to assist the HR Department with any issues and questions.]

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.

[Our multifaceted training program begins from the moment new agents are hired and continues throughout an agent's employment with Compassionate Care Clinics. We will employ a variety of agents including, but not limited to, executives, horticulturalists, security personnel and retail experts. Our training is designed to provide all agents with a core curriculum that involves all aspects of the business. Specialists will then undergo additional specialty-specific training to ensure full compliance with all applicable codes and laws.

As this is a rapidly evolving industry, we believe that continuing education must be a top priority and be adaptable as needs change. All staff will be required to complete 16 hours of continuing education per year.

a. The Health Insurance Portability and Accounting Act (HIPAA): CCC will utilize tools and trainings to ensure full HIPAA compliance. All agents will be required to take the training course offered online at www.myhipaatraining.com. Tests will be reviewed by the Compliance Officer for passing scores, deficiencies and retesting requirements.

b. Security: Our Director of Security will lead security trainings for, and provide the company security training manual to, all agents of the company. Our security protocols will be provided to local and state law enforcement for review and comment and will ensure that all involved parties understand our approved protocols and safety infrastructure. The Director of Security will conduct random and regular testing of all agents to insure ongoing awareness and preparedness for staff. We also recognize that Security Training includes instilling an awareness of diversion prevention techniques and protocols, as well as our zero-tolerance policy; first diversion offense is immediate termination and referral to DPH and/or law enforcement.

- c. Cannabis Research: Given the bifurcated legal status of medical marijuana in the United States and lack of uniformity in research methodologies (lack of peer-reviewed journals), we believe it is imperative to collect as much research data as possible from a variety of sources and share that information with the Department of Public Health on an ongoing basis. On a monthly basis, our team of dedicated health care professionals will conduct literature reviews and meet to discuss findings and training and research dissemination methods.
- d. Local, State and Federal Marijuana Laws: All agents will be trained during Orientation about all applicable law. Agents will sign a standard form that they are aware of marijuana's legal status. They will be given extensive training on proper implementation of 105 CMR 725.000 as applied company-wide as well as regulations pertinent to their job-specific functions. All staff will be trained in HIPAA compliance and OSHA compliance as well.
- e. Patient Respect/Education Practices: Since all agents will inevitably have patient contact, we believe all agents should have training in proper patient communication and service. CCC will train employees in the Ritz Carlton Leadership Model of customer service, the Gold Standard of respect and dignity. All staff-to-patient communication will be focused on providing compassionate, friendly, positive, private and educational interactions. We are aware that for many patients the use of medical marijuana requires transcending traditional cultural and medical norms. In addition to their legal obligations under HIPAA, we will instill in our employees an ethic for maintaining the privacy and dignity of all patients.
- f. Record Keeping: All staff will be trained in proper record keeping pertinent to their job duties. Proper record keeping is essential for all programs and departments within the company. Our comprehensive record keeping policies and procedures as well as technologies and storage units will ensure full compliance with all local, state and federal law.
- g. Conferences and Continuing Education Units (CEU) Requirements: All licensed health care providers working on our staff will be required to maintain proper and update CEUs in compliance with state regulations for their particular licensure. We will also encourage participation in and provide resources for attending scientific and industry conferences.
- h. Horticultural Training: We will contract with horticulture specialization consultants to provide ancillary training to increase quality, safety, hygiene, productivity, efficiency and regulatory compliance on an ongoing basis. Staff will be encouraged to attend and will be provided resources to obtain continuing education in Horticultural Best Practices.
- i. Public Speaking Opportunities: We will encourage our Executive Management Team and Department Heads to engage the community and medical professionals and businesses by giving talks, in-services and lectures on a regular basis. This will also ensure that our staff remain up-to-date on relevant topics and research, and is an effective strategy for fulfilling our mission to give back to the community by making sure that all stakeholders are thoroughly informed about our mission.
- j. Employees will be cross-trained and be offered opportunities to pursue career advancement within the company. Managers will assess costs of additional outside training pertinent to the improved functioning of CCC.]

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.

[For certified card-holding patients in Massachusetts who do not have a reliable source of medical marijuana, the timely opening of Compassionate Care Clinics is of utmost urgency. We must, however, balance our opening date against the equally important need to get this right before we open our doors. Given our progress thus far, our expectation is to be fully operational and ready to open our doors by August 1, 2014.

Timeline

Organizationally, we have divided our timeline into three different phases, and using our primary location at 132 Alden Rd and for the existing facility at 2 Pequod Rd. Phase 1 and 3 will be identical for both Fairhaven facility options.

Timely execution is important for all timeline benchmarks and items. We will work closely with Bill Roth (Fairhaven Planning Director) to ensure a smooth permitting process prior to DPH selection announcements. Missing a deadline on all items indicated as "High" will likely delay an opening date by at least the span of time between deadline and actual completion. "Low" and "Mid" level items may be completed with 1-2 weeks later than their scheduled due dates.

1) Phase I Pre-Provisional Approval: 132 Alden Rd, Fairhaven and 2 Pequod Rd, Fairhaven (Nov 21, 2103 - Jan 31, 2014)

Prior to issuance of the provisional approval, our goal is to accomplish those tasks that do not require a provisional approval. We have, therefore, put several key operations into motion, including:

- Scouting for potential staffing candidates;
- Website production;
- Design layout and aesthetics of RMD;
- Receiving necessary variances from the town of Fairhaven (where we have unanimous support of the Board of Selectmen);
- Securing a building permit;
- Developing a staging chart for all construction;
- Confirming contracts with two independent security companies;

2) Phase II Post-Provisional Approval: 132 Alden Road, Fairhaven (Jan 31, 2014 – May 1, 2014)

As soon as the provisional approval is issued, we will instruct our contractor to commence construction including:

- Implementing pre-approved architectural design;
- Installation of a commercial kitchen;
- Installation of the security and alarm systems.
- Installation of the cultivation operation
- Complete hiring of all managers
- Installation of IT and POS systems
- Hiring and staff training
- Completion of all required manuals
- Direct and constant outreach to the municipality
- Beta-testing all systems and response protocols

3) Phase III Post-Provisional Inspection: 132 Alden Rd, Fairhaven and 2 Pequod Rd, Fairhaven (May 1, 2014 – Aug 1, 2014)

As soon as the Department allows CCC to proceed past the provisional inspection process, we will commence all horticultural operations and finalize operational components requiring completion. These include:

- Establishing a balanced horticultural environment
- Planting seeds
- Initiating outreach campaigns and marketing programs
- Updating the municipality and Department with our progress
- Opening the facility

Delegation of Responsibility

We will complete our hiring of management early in Phase II. All managers will work with their direct supervisors in the Executive Management Team. The CEO and COO will assign department related tasks to respective managers and supervisors thereby executing numerous assignments simultaneously. All EMT members and managers will report to the CEO and COO on a daily basis to ensure meeting of deadlines. The CEO and COO will work directly with the general contractor and vendors to establish and meet deadlines for all required projects.]

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.

[All Pre-opening operations will inform our daily processes during year one. These will focus on systems integrations, patient experience design, implementing POS and inventory tracking systems, hiring and training, continued community outreach and refining patient education processes and materials.]

Security: Our top priority is security for our patients and staff members. We will secure the entire building before our first seed is planted and fully document our pre-opening security checks.

Dispensary Atmosphere: Our patient area has been drafted by experts in designing hospital and clinical layouts with the guiding principles being: calming atmosphere and clinical/family-practice setting.

Cultivation: CCC has hired the most experienced cultivation experts in New England. Our floor plan for the cultivation and processing has been designed to focus on availability of diverse varieties in response to many different symptoms. We expect to implement a continual harvest model and have two partial harvests prior to opening our dispensary doors, initially making available at least five varieties. Our cultivation expert will continuously train our staff of horticulturalists on the science of producing medical-grade marijuana. Yields of plants will be assessed against pre-opening estimates. We expect six harvests during the first 12 months of open operations and offer 7-10 varieties of marijuana options.

MIPs: Our infused product line will be developed by a fully trained chef and expert in MIP development. We expect a line of 10-15 products to be available on opening day.

Hiring: We expect to have four full-time, non-managerial dispensary staff members for patient services and three non-managerial cultivation agents for processing finished marijuana by opening day. All staff will be required to undergo training related to security, safety and patient education enumerated in sections 7.13, 7.15 – 7.19.

Patient Services Operations and Review CCC will continually refer to our mission and vision as guiding principles in our operations.

Patient Education: Each new patient will receive a one-on-one orientation session with a licensed counselor. We will establish relationships and educate the patients on all details of the law and what referral services CCC offers free of charge to patients and caregivers. Counselors will conference daily and share feedback with each other to inform best practices. Records of these sessions will be maintained and protected under HIPAA regulations.

Patient Tracking: We will develop a robust, yet confidential patient tracking system to link purchasing history, financial hardship purchases (if applicable) and wellness issues patients wish to disclose. Our research and data collecting will be reviewed weekly for HIPAA compliance and analysis for internal improvement. Findings will be made available to the DPH in the form and manner desired.

Cultivation:

Supply/Demand: Month 1 of operations will inform our supply/demand balance model for each varietal and MIP product. We will measure sales channel revenue, inventory, and patient counts against estimates on a daily basis to adjust our product offerings and ensure we are meeting our financial expectations.

Patient Satisfaction: We will ask our patients for feedback on their experience at CCC through satisfaction surveys concerning topics including but not limited to: quality, product availability, comfort levels with staff and our patient education program.

Executive and Board Review: The executive team will meet daily to discuss incidents and potential efficiencies. Staff performance will also be closely monitored for individual improvements or necessary additional training sessions required. Our BOD will meet monthly during the first six months to assess patient satisfaction, ongoing community engagement, revenue vs. estimates, and incident reports.]

- 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.

[Our cultivation team is comprised of leading experts in the medical marijuana horticultural industry. In collaboration with Greenleaf Compassionate Care Center, Inc. (GCCC) (the president of which is part of our Executive Management Team), one of just two licensed medical marijuana compassion centers in the State of Rhode Island, we will produce medicine of the highest standards. GCCC's Cultivation Manager, John Emmons, and assistant growers will be employed by Compassionate Care Centers (CCC) to construct a state-of-the-art cultivation operation, produce organic marijuana and train additional horticultural staff as they become necessary. GCCC will not be under contract with CCC, and will receive no payments from CCC. This collaboration will provide GCCC with an opportunity to share knowledge and develop new methodologies for the mutual benefit of both organizations.

Our team of dedicated growers has decades of experience utilizing a variety of horticultural methods. The production of marijuana for medicinal purposes requires significantly more protocol implementation than typical agriculture or floriculture.

1) Hygiene and Sanitation

The greatest risk for medical marijuana patients is contracting an illness due to the contamination of marijuana. Our comprehensive cultivation hygiene plan addresses all prevalent food-borne and plant infestation risks by utilizing prevention techniques utilized in the manufacture of food items, including:

- a. Cleaning and disinfection of marijuana areas as well as surfaces that will come into direct contact with marijuana
- b. Sanitation of all tools and utensils (scissors, for example) that come in contact with marijuana before and after each use
- c. Strict and mandatory compliance with hand-washing protocols
- d. Storage of marijuana to prevent contamination by vermin
- e. The RMD will process the leaves and flowers of the marijuana plant, and be:
 - Well cured and free of seeds and stems
 - Free of dirt, sand, debris, and other foreign matter
 - Free of contamination by mold, rot, other fungus and bacterial diseases
 - Prepared and handled on food-grade stainless steel tables
 - Packaged in a secure area.

2) Facility Engineering

Growing marijuana indoors involves more than whether a plant is grown in hydroponics or soil. The goal is to create a homeostatic environment with proper checks and balances to ensure that plants produce the highest quality medicine and the highest yields. Facility engineering creates the foundation for a precise environment and includes the following:

- a. Creating a properly sealed facility to control movement of all liquids and gases

- b. Providing ample HVAC, electricity and fuel
- c. Installing water purifying equipment
- d. Designing a three-dimensional floor plan to maximize space and allow for controlled movement of liquids, gases, air, heat, light and waste products
- e. Designing a floor plan that allows for efficient movement of horticultural staff within and about the garden
- f. Automation of key functions such as temperature control, humidity control, lighting frequency, carbon dioxide enhancement, water filtration and air flow
- g. Video surveillance to allow for visual monitoring of the grow room both during and after work hours
- h. Remote detection-devices to monitor temperature, humidity, pH levels and other key factors

3) Organic Cultivation

Our grow team’s experience in the production of organic marijuana in Rhode Island sets us apart from many marijuana growers who have become dependent upon pesticides, inorganic nutrients, growth accelerators and other man-made chemicals. In compliance with DPH requirements:

- a. Application of any non-organic pesticide in the cultivation of marijuana is prohibited. All cultivation will be consistent with U.S. Department of Agriculture organic requirements at 7 CFR Part 205.
- b. Soil for cultivation will meet the U.S. Agency for Toxic Substances and Disease Registry’s Environmental Media Evaluation Guidelines for residential soil levels.
- c. The cultivation process shall use best organic practices to limit contamination, including but not limited to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, and any other contaminant identified as posing potential harm.
- d. We will use only U.S.D.A. and OMRI listed nutrients, growth enhancers and flushing substances.
- e. We will use only reverse-osmosis water filtration to ensure purity of all water.
- f. We will continuously clean all hydroponic or soil-based grow equipment with non-toxic cleaning agents.
- g. We will filter and ionize air.
- h. We will employ Integrated Pest Management protocols as needed.

4) Growing Techniques

Our plan is to employ a variety of techniques with which we have prior experience. As different strains of marijuana require different environments, no single cultivation method or technique is sufficient to maximize quality and yield of all strains. Our methods will include:

a. Growth Medium

- Deep-water culture
- Ebb and flow
- Coco-ponics
- Screen-of-green (scrog) or Sea-of-green
- Soil or soilless propagation
- Aeroponics
- Rockwool propagation

b. Strain Selection

- Use of true-breeding strains when available
- For most production, produce high CBD and low THC strains
- Produce high THC strains for particular health conditions
- Produce a variety of indicas and sativas to meet patient demand
- Select disease resistant strains when possible
- Select high yielding strains when possible

c. Feeding principles

- Nutrients (using only U.S.D.A. and OMRI listed nutrients) will be delivered in controlled doses per manufacturer recommendation or based on our proprietary feeding plan.
- pH and ppm levels will be monitored at all times and kept in range.

5) Curing

Marijuana will be dried and cured in a secure temperature and humidity controlled room. The air will be filtered on intake and as vented out. Moisture probes will be used to determine appropriate. Once dried, marijuana will be stored in vacuum-sealed glass containers for a minimum of one week or a maximum of 30 days.]

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.

[We will apply the highest standards in all aspects of our production of medical marijuana. Our rigorous internal Quality Assurance plan includes the choice of plant genetics, choice of organic nutrients, purity of water, sanitary compliance and proper grow methodology. Best Practices include use of True Breeding seeds to eliminate phenotypic variation. We will follow all quality control requirements set by the DPH, the USDA National Organic Program and the U.S. Agency for Toxic Substances and Disease Registry.

1. Product Testing Requirements

- CCC intends to utilize independent laboratories that are ISO 17025 certified (or scheduled to be certified by January 2014).
- We will comply with all required testing protocols including frequency of testing, contamination response plans, lot and sample size parameters and profile determination. Testing will be conducted for each plant harvested in a 2-3 gram sample.

2. Purity and Consistency

- To insure purity and consistency of dose, the most current chromatographic technologies, UltraPerformance Liquid (UPLC) and Convergence Chromatography (UPC2) will be used to generate cannabinoid profiles, reporting specific concentrations of cannabinoids present, including the acidic forms, not detectable by GC analysis. The application of UPC2, which uses supercritical carbon dioxide in place of traditional hazardous solvents for the analysis, represents the most environmentally friendly and advanced technique available for these analyses. Dosage levels will be standardized according to cannabinoid content and consistent across all products utilizing algorithms currently under development.
- To identify potential impurities from pesticides and Plant-Growth Regulators (PGRs), gas and liquid chromatographic techniques will be coupled to Mass Spectrometric (MS) detection for the highest sensitivity available. These techniques are standard in consumer food and environmental samples.
- 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 assays to identify these toxic contaminants.
- Testing will also include the application of X-ray Fluorescence for the detection of heavy metals.
- Testing will also be conducted for residual moisture content (for flower) and residual solvents (for extracted materials).
- Potency and cannabinoid profile parameters will be determined by setting and documenting expectations for each plant, lot, batch, product and MIP.

3. Contaminant Mitigation Policy and Procedures

- We will strictly limit entrance of substances, people, pests and disease vectors into the facility. The horticulture facility will be sealed structurally. We will use only organic cleaning agents and pest management solutions.
- Our contamination monitoring, response and tracking protocols are initiated if there are any signs of human or plant toxicity. The OSHA Four-Point Work Place Program will be used on a continual basis, any deviations from which will be logged for review by the COO and the Compliance Officer.

4. Testing Process and Frequency

We shall arrange for testing to be conducted in accordance with the frequency required by the DPH.

- We will designate batch and lot using FDA definitions. Batch will be defined as all plants in a flower or vegetative room in the same stage of growth. Each strain or variety within a batch is defined as a lot. We will further recognize and track each cutting and plant within a lot and batch with a unique identifier that will allow us to track its movement from seed to sale.
- Test samples will be prepared, packaged and delivered for testing during the processing phase from each lot in quantities specified by the DPH and our third-party testing company.]

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.

[All waste, including waste composed of or containing finished marijuana and MIPs, will be stored, secured, and managed in accordance with applicable state and local statutes, ordinances, and regulations. Our intent is to utilize best practices for the disposal of ALL waste containing marijuana regardless of form. MJ Freeway's GrowTracker™ software maintains permanent records of all plants within the operation, including those that are destroyed. These records act as a manifest that will track the who, what, when, where, and why of any given destroyed plant, and reports can be generated to gather information about destroyed plants. We will maintain the same standards of tracking, safety, security as well as environmental stewardship in our handling of waste products. An internal audit team consisting of the CSO, the Cultivation Manager, the Dispensary Manager and the COO will meet monthly to review and certify records of disposal.

At a minimum, these methods of disposal will include:

1. Disposal

- a. Liquid waste containing marijuana or byproducts of marijuana processing will be disposed of in compliance with requirements for discharge into surface water (314 CMR 3.00), groundwater (314 CMR 5.00), and sewers (314 CMR 7.00), or disposed of in an industrial wastewater holding tank in accordance with 314 CMR 18.00.
- b. Solid waste generated will be disposed per 105 CMR 725.105 (J)(3). Solid waste for disposal will be stored in a secure facility until weighed by dispensary manager and cultivation manager under camera surveillance. Waste will then securely transported to a solid waste incinerating company) such as Convanta’s SEMASS facility in Rochester) to be incinerated.
- c. We will accept at no charge unused, excess, or contaminated marijuana from a registered qualifying patient or personal caregiver, and shall destroy it as provided in 105 CMR 725.105(J) and maintain a written record of its receipt and subsequent disposal, which shall include the name of the supplying registered qualifying patient or personal caregiver if applicable.

2. Security

- a. All waste products requiring transport to municipal or commercial facilities must be transported and disposed of in accordance with 105 CMR 725.105 (E), and include the name and signature of the disposal agent receiving that shipment .



- c. The management and disposal of all waste products will be carried out in accordance with our security policies and procedures.

3. Anti-Diversion

Our Total-Accountability Protocol will be implemented for waste management and disposal of marijuana plants and products.

- a. When marijuana, plant materials or MIPs are disposed of, we will create and maintain a written record of the date, the type and quantity disposed of, the manner of disposal, and the persons present during the disposal, with their signatures. We shall keep disposal records in perpetuity. All waste marijuana and marijuana products will be removed from usable marijuana inventory logs.

b. All medicine must be rendered unusable prior to transport to prevent offsite diversion. This will be carried out using composting, incineration or approved chemical destruction techniques.]

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.

[Medically Infused Products Production (MIPs)]

1. Types and Forms of MIPs to be Produced

It is our responsibility to provide the healthiest MIPs choices possible. Our MIPs will neither overtly appeal to children nor promote MIP use in forms or colors resembling candy. We will use organic ingredients. We will produce a gluten-free and dairy-free line. Our menu will consist of the following:

- a. Oils and butters. Many patients prefer to cook with premade MIPs. By infusing oils and butters with marijuana and labeling MIPs with Cannabinoid content, patients may choose their dosage and which foods to use them with.
- b. Nutrition bars. Bars have a long shelf life and can be produced with significant nutritional content.
- c. Health-Conscious Desserts. For patients suffering from disease-related loss-of-appetite or weight-loss, these products are often an important part of their recovery.
- d. Cannabis Oil Capsules. Given their size and shelf life, capsules are an easy method of ingestion when it is not meal-time.
- e. Sublingual Tincture and Tablets. An important factor with all MIPs is the dose-response-time. Sublingual Tinctures and Tablets have a much shorter dose-response-time and therefore may be the preferred dose form.

2. Methods of Production

- a. Best Practices. Protecting our patients from food borne illness is our top priority. We shall comply with all best practices for the production of MIPs as well as all mandatory legislated standards including the following:
 - Food and Drug Administration (FDA) guidance for developing master production formulas.
 - Good Manufacturing Practice (GMP)
 - 105 CMR 725.105 (C)
 - U.S. Occupational Safety & Health Administration (OSHA) Guidelines for the Prevention of Food Borne Illness.
- b. Production. Our production methods start with extraction of cannabinoids from the marijuana flowers and ends with a product packaged properly for retail. There are many steps along the way, including:
 - Utilization of all usable plant materials of acceptable quality in the production of extracts. This limits waste (thereby reducing opportunities for diversion) and ensures efficiency.
 - Decarboxylation involves heating the marijuana to ensure the conversion of non-medicinal THCA into the medicinal compound THC. We will utilize an induction cooking range to reducing burning/wasting product and to eliminate a dangerous fire hazard and source of personal injury.
 - We will utilize 0.5 grams of flower as a standard dose regimen for MIPs using approved scales and measuring devices.
 - All food preparation will follow best practices as well as mandatory legislated standards.
 - All MIPs will be packaged in accordance with best practices and mandatory legislated standards including child-safety features and methods of preventing food borne illness.
- c. Sanitation. Sanitation requires having all the necessary protocols and tools in place to prevent food borne illness. We will follow all best practices and mandatory legislated standards for sanitation and hygiene. These include:
 - Creating limited access areas
 - Prevention of adulteration
 - Personnel training and policies

- Record keeping
- Properly maintained equipment
- Production area design and maintenance
- Inspections
- Production environment
- Proper environmental controls
- Quality Control/Quality Assurance Plan (QAPP)

3. Procedures for Labeling MIPs

- a. Every MIP will have an individual label bearing the required information in full compliance with 105 CMR 725.105(D)(3).
- b. Every label will be produced in conjunction with, and tracked through the use of, our inventory software and barcode system.

4. Procedures for Storing MIPs

- a. Our secured, locked MIPs storage area will be maintained in compliance with the security requirements of 105 CMR 725.110.
- b. All MIPs will be stored in a properly environmentally controlled storage container, refrigerator or freezer. Storage areas will be maintained in compliance with our sanitation policy and procedure manuals including the requirement of being infestation free.
- c. We will create a separate area for storage of marijuana that is outdated, damaged, deteriorated, mislabeled or contaminated. Any MIP whose packaging or container has been opened or breached will be stored, until destruction, in this separate locked, secure storage area.

5. Procedures for Disposing MIPs

- a. The disposal of MIPs will occur in full compliance with applicable state and local statutes, ordinances and regulations the details of which are available in our Waste Management and Disposal Policies and Procedures. We will follow all best practices pertaining to environmentally friendly disposal methods as well as safety measures for the prevention of diversion (refer to safety procedures summary 7.5).

6. Procedures for Dispensing MIPs

Our dispensing of MIPs will follow the same parameters for dispensing whole flower marijuana including:

- a. Proof of qualifying patient or caregiver status, including but not limited to a registration card and valid proof of identification.
- b. We shall make interpreter services available that are appropriate to the population served.
- c. Medicine will only be dispensed in accordance with patient and caregiver possession limits under 105 CMR 725.

7. Procedures for Tracking MIPs- MJ Freeway MixTracker™

- a. MixTracker™ includes features for tracking MIP conversions from trim or flower to concentrates, and conversions from concentrates into finished infused products such as edibles, topical solutions or other end-user goods. All raw material used for MIPs production is inventoried via barcode in a permanent database at the point of origin to prevent diversion, theft, or loss.
- b. MixTracker™ includes recipe functionality to track raw materials used in finished goods and the sources of these raw materials, and such ingredient information may be printed on finished products' package labels through the system. MixTracker™ will maintain a historical database of all MIP related activities, and reports may be run on such historical data.]

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

[Inventory Management Program

1. Seed-to-Sale Tracking Procedures

We will utilize MJ Freeway (MJF) Software Solutions™, the medical marijuana industry's leading seed-to-sale inventory and POS software system. The GrowTracker Elite™, MixTracker™, and GramTracker™ platforms will be integrated into CCC operations. These platforms offer the following features:

- Integrated Product Weighing
- Inventory Management
- Plant Management
- Nutrient Tracking
- Plant Schedules and Stages
- Batch Tracking
- State Compliance Reporting and Integration
- Product Menu Population
- Custom Label Printing

Tracking

a. Phase I: Tracking begins with the arrival or production of seeds, clones or cuttings. Any seed or clone that has been acquired, or produced in-house, will be entered into MJF immediately upon receipt or production and assigned a unique identifier including serial number and bar-code.

b. Phase II: To each Phase I unit (seed, clone or cutting), its unique identifier will be affixed. Once a Phase I unit is planted, it will receive a batch and lot number. As each plant moves through the stages of development, its status will be updated in MJF.

c. Phase III: When a plant is harvested, it will be entered into MJF. The weight of the harvested materials will be entered into the tracking program. The unique identifiers will remain with the harvested materials as they are dried and cured. After the marijuana has fully dried and cured, it will be reweighed prior to packaging to account for expected weight loss.

d. Phase IV: Upon packaging, the product will be fully labeled, including the unique identifier, and placed into locked storage. If the product is divided into smaller quantities, it will receive a secondary retail bar code but maintain the original serial number, batch and lot numbers.

e. Phase V: When the Inventory Manager determines that the product is needed for retail inventory, its status will change accordingly in MJF. When a product is sold it is removed from inventory, but a history of it remains in our database in perpetuity for inspection and routine investigation for discrepancies

f. Acquired Marijuana: Marijuana received from a third party will be weighed a minimum of three times by at least two agents of the RMD and in the presence of the agent of the third party. These measurements will be included in inventory tracking software and accounted for as provisional/emergency inventory stock.

2. Prevention of Diversion

We believe our medicine diversion plan includes all points between production and consumption by the patient.

RMD Diversion Control

The best policy for the prevention of diversion within the RMD is establishing a company-wide culture of responsibility. Multiple checks are included in the policies and procedures for security, recording keeping, compliance, waste management and inventory tracking. With a seed-to-sale inventory software system as well as rigorous policies and procedures it is possible to account for all marijuana and marijuana products. Our system provides for total accountability in the following ways:

a. Overlap of responsibility. The Dispensary Manager, Cultivation Manager and Compliance Officer will all have permissions within MJF to access the inventory functions. The Dispensary Manager and Cultivation Manager will conduct total inventories within their departments. Their reports will be presented to the Compliance Officer and Dispensary Manager, who will evaluate the inventory reports and conduct audits on a regular basis.

b. Surveillance is a known deterrent. We will have video cameras positioned to record all employee activities within the facility. Recordings will be audited on an on-going basis to look for illegal activity. Surveillance recordings will be preserved for one year and be made available to law enforcement and DPH officials. MJF also tracks which agent handles each plant in a given batch, further reducing incentive for theft.

c. Access. Only employees with access clearance to a particular area or handling permissions will have access to the product at a particular stage of production (e.g. customer sales representatives will not be granted permission for access to the horticultural operation). [REDACTED]

d. Working with Law Enforcement. The Compliance Officer will contact the local narcotics division and the Chief of Operations in the Bristol County District Attorney's Office to determine if any activities or arrests suggest that diversion may be occurring.

Patient Home Diversion Control: Lock Boxes

CCC believes it is our responsibility to protect patients from becoming victims of robberies and diversion. Our Lock Box options will:

- Be portable, to allow for safe transport between CCC and the patient's home
- Have a tether for patients to secure it to permanent fixture in their homes and prevent the lock box from being stolen
- Be available in assortment of sizes to accommodate patient needs
- Be provided by CCC at (or below) cost to encourage participation

Patients with proof of financial hardship will receive an additional 50% discount on cost of lock boxes. We believe that lock boxes will deter criminal elements from assaulting our patients in transit from our facility and give patients peace of mind that they and their medicine are secure.

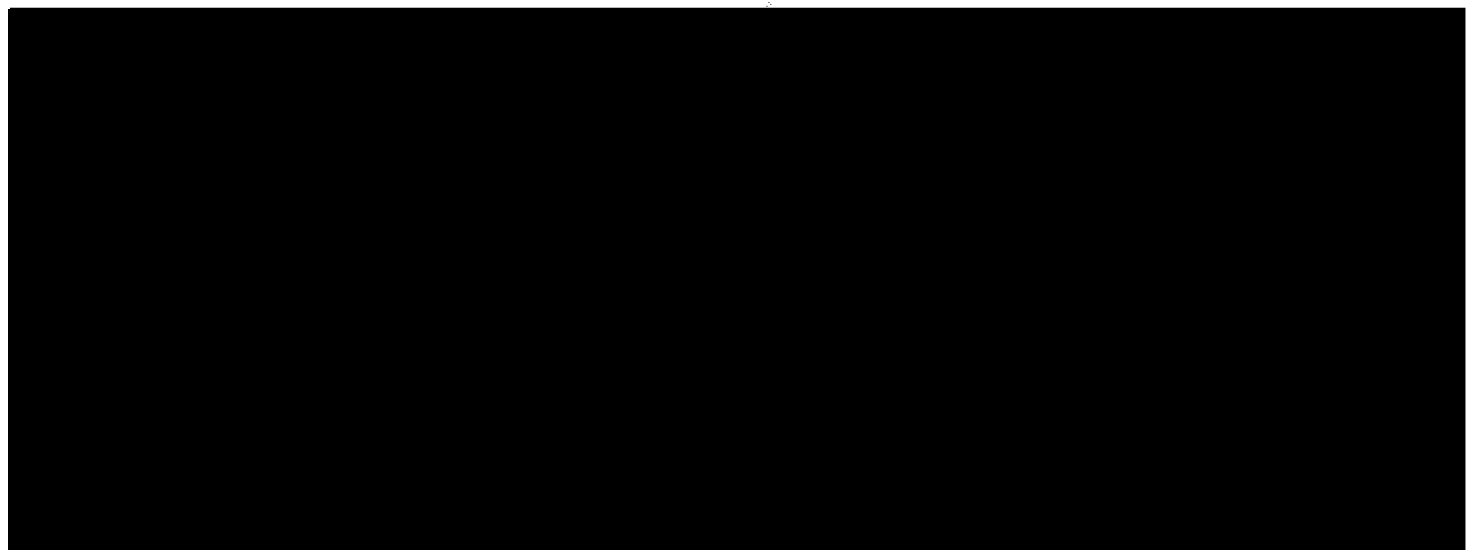
3. Storage of Marijuana

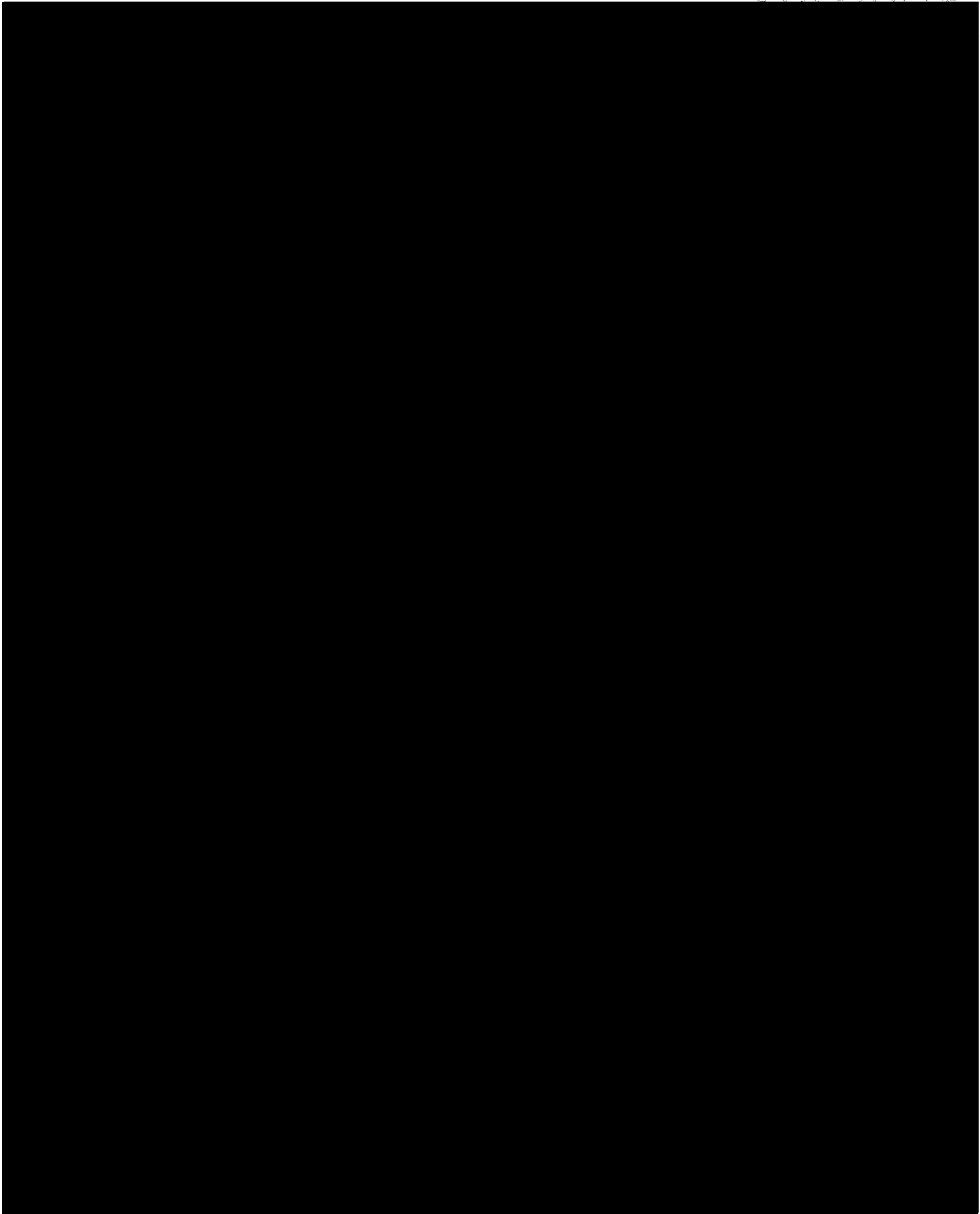
All marijuana in the process of cultivation, processing, transport, or analysis shall be housed and stored in such a manner as to prevent diversion, theft or loss.

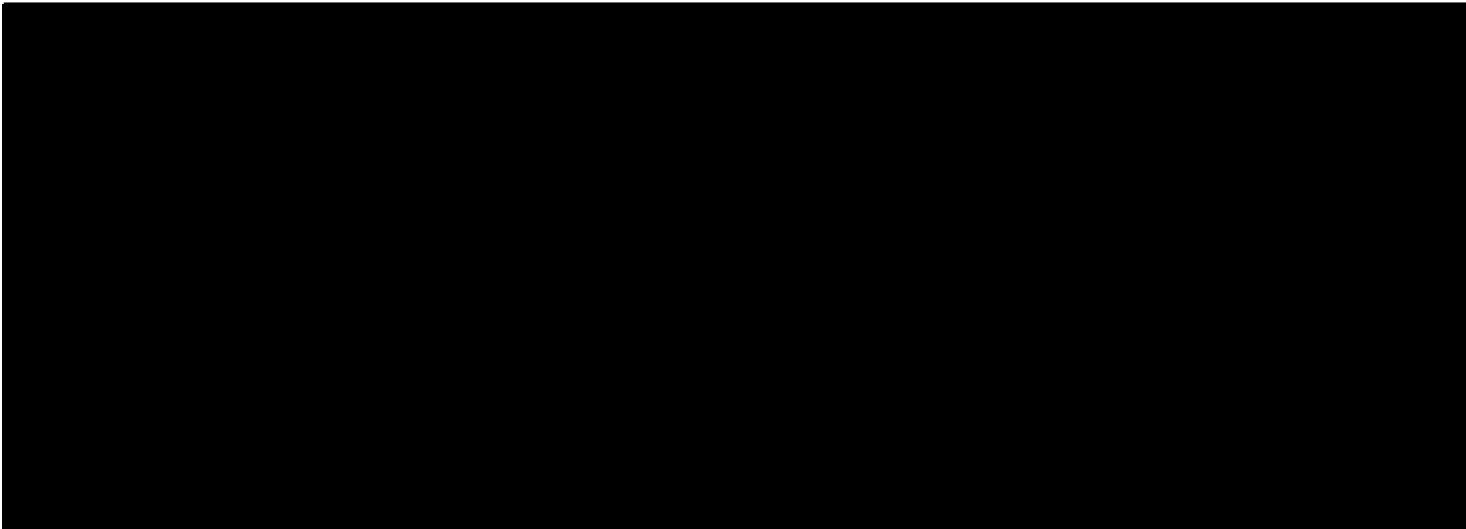
- All marijuana will be accessible to the minimum number of specifically authorized dispensary agents essential for operation. This will be determined by our management staff on an on-going basis [REDACTED]

- If manufacturing processes are not completed at the end of the day, the processing area or tanks, vessels, bins or bulk containers containing marijuana will be securely locked inside a secure area.]

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: Southern Bristol County, including Fairhaven, New Bedford, Fall River, Mattapoisett, Freetown, Dartmouth, and Westport.

Patient Population: We instituted four models to assess potential patient counts.

1) First, we researched the specific, debilitating illnesses that qualify for a personal use license as defined by 105 CMR 725.004. U.S. national incidence rates of each of these illnesses were then applied to Bristol County, MA. Total Bristol County has an eligible patient population of 31,400 patients. We applied a low-end, industry-consistent estimate (15%) of those patients who may choose medical marijuana as their medicine of choice (roughly 4,700 patients). Based on county population, we then assumed that Bristol County may be awarded three RMD licenses and divided the patient count equally among each RMD (1,570 each). During the first year, we anticipate that doctors in the process of being certified, doctors refusing to provide recommendations and patients in the process of developing a *bona fide* relationship will reduce the patient count by 20-25%, to roughly 1,000-1,200 patients by the end of the first year.

2) Second, we further refined our method used in #1 by applying the same incidence rates to populations directly within our service area. We utilized similar assumptions concerning doctor recommendations and patient utilization of medical marijuana and arrived at a potential patient count of 1,625 by the end of year 1.

3) Taking into consideration the MA Law was based largely on the Rhode Island law, we applied patient rates from that state (4.2 patients per 1,000 residents) to the Massachusetts population. We also applied an average patient population for all medical marijuana states (7.7 per 1,000 residents). Equally distributed among 35 dispensaries, each Massachusetts RMD can expect a range between 791 to 1,449 patients. Southern Bristol County has a lower population density than urban centers near Boston, but a much higher density than counties such as Dukes and Nantucket. We feel these factors reinforce a patient count in year 1 of roughly 1,000–1,200 patients.

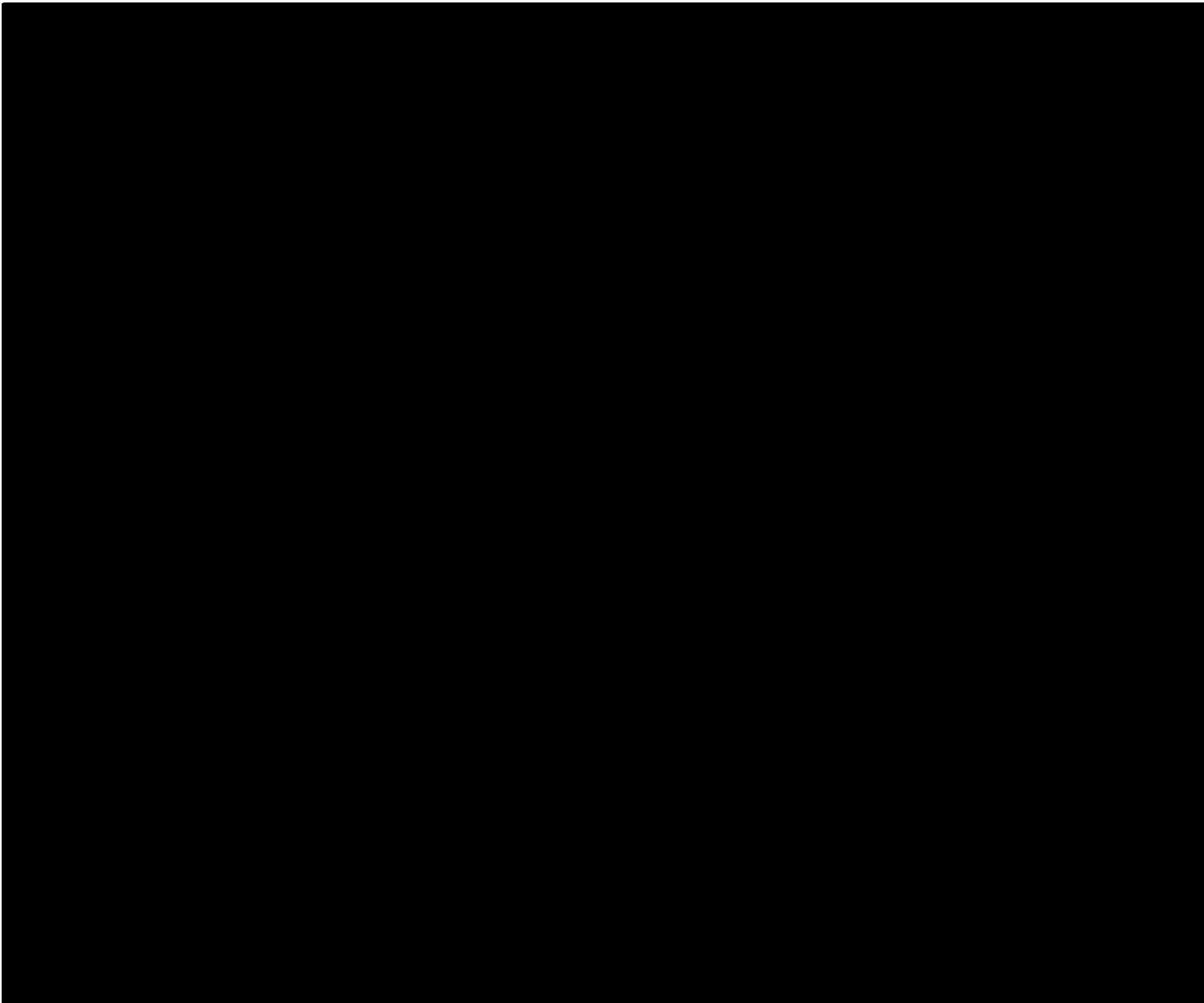
4) Based on several sources, including DPH estimates, we applied a 1.5% percentage of the total population to arrive at 2,700 patients for Bristol County. Again, we assumed that Bristol may receive three RMD licenses and verified a year 1 patient count of 900-1,000 patients (1,350 if there are two RMD licenses granted to Bristol County).

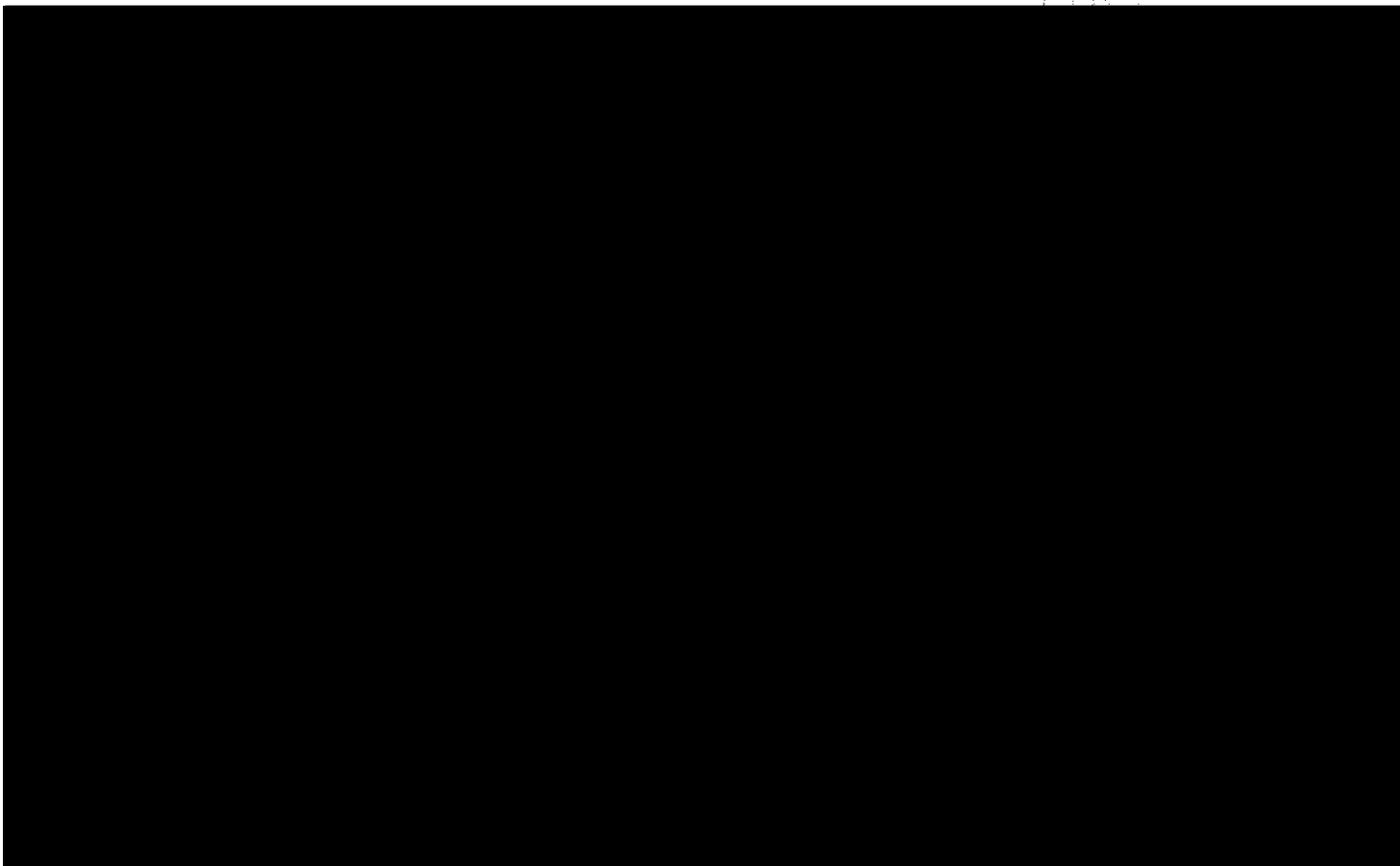
Projected need: Due to the uncertainty of patient populations, we have estimated a conservative patient count (1,000 – 1,200) at a consumption level commensurate with national averages (three ounces per 60-day period). Nonetheless, we are developing our production capacity to satisfy the demand of 2,600 patients (more than twice our projected patient population) to ensure our patients will not face shortages of any particular

strain/variety of cannabis. Estimated production of marijuana for Year 1 is 1,084 pounds of finished marijuana. Excess finished marijuana will be made available to other RMDs to ensure patients in other parts of the state are properly serviced.

Cultural Competence: We have assessed the demographic and linguistic makeup of Bristol County and identified Portuguese-speaking (13.9%) and Spanish-speaking (2.9%) contingents as the largest non-English-speaking populations. Consideration for hiring candidates for patient care services will be weighted towards their ability to communicate in these languages. All staff will be required to provide non-English speakers with language-specific pamphlets and refer the patient to an onsite interpreter. When translating staff is unavailable, CCC will employ the services of either Cyacom or LanguageLine Solutions (phone-based translation services). These interpretation services will be offered to all patients (onsite and for home delivery) for all languages, free of charge.]

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.

[1) Patient Record Keeping System

All patient and caregiver related information held by CCC is confidential and will not be disclosed without the prior written consent of the individual to whom the information belongs unless a mandated release of information is issued under court order or access is required by the DPH to carry out official duties, or other appropriate and authorized party makes a lawful request for such information.

a. We will utilize MJ Freeway™, which provides the medical marijuana industry's most sophisticated all-in-one cloud-based patient tracking software system. MJ Freeway™ is fully HIPAA compliant. [REDACTED]

[REDACTED] Their software and infrastructure are updated regularly with the latest security patches. Their network is protected by an enterprise-class firewall to ensure data safety and all patient data are encrypted.

[REDACTED]

c. We will utilize the DPH's electronic registration and dispensing tracking system in full compliance with DPH requirements, when they become available.

2) Patient/Caregiver Data Collection

Our patient management software system (MJ Freeway™) provides for in-depth patient data collection. 105 CMR 725.000 provides that patients and caregivers seeking access to a CCC must provide valid proof of registration with the DPH. It does not stipulate what personal information they must share with a RMD. We do

not believe patients will be obligated to provide information other than a valid registration card. However, we will provide confidential and/or anonymous patient tracking software for research purposes and encourage our patients to allow for tracking for their security and safety.

- a. We will document all patient and caregiver identification numbers for each visit and purchase.
- b. We will ask for patient and/or caregiver names, although it does not appear obligatory at this time.
- c. We will ask patients if they would like to share personal and/or medical information so we may help them achieve consistent and high-quality care, but we will also explain they are under no obligation to provide additional information.
- d. At a minimum, we will track patient/caregiver purchase histories, quantities purchased, dates and times of purchase, products purchased including bar code and serial number tracking and purchase prices.

3) Patient Satisfaction Tracking

We will employ a third-party patient-satisfaction survey software application. Options for survey software include Key Survey, Survey Monkey, and Qualtrics, all of which provide powerful analytics software and data analyses to be shared with the DPH in aggregate form. This software will allow for complete anonymous collection of data regarding patient/caregiver satisfaction with our operation.

4) Paper files

We will NOT utilize a paper filing system for patient data collection. Any printed materials with patient/caregiver names will be shredded.]

- 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.

[It is the cornerstone of our mission to provide medical marijuana to ALL registered patients regardless of financial capability. We realize that we must balance several concerns to make this access possible on a continual basis. Our intention is to help create access to the extent possible without creating incentives for diversion of marijuana.

1) Determination of Financial Hardship

a. CCC has used the Federal Poverty Level (FPL) to determine our sliding scale. Patients earning up to 300% of the FPL (adjusted for family size) will be eligible for free and reduced cost medicine. Proof of eligibility can be in the form of a tax filing/return. Absent a tax filing, we will accept proof of enrollment in programs such as Federal Supplemental Security Income (SSI), Social Security Disability income (SSDi), MassHealth, Commonwealth Care or Temporary Assistance for Needy Families. Patients enrolled in these programs (without proof of income) will be assumed to earn 300% of FPL. The following hardship provisions will be available per rolling 30-day period. All patients receiving free or reduced medicine benefits will have their benefits tracked internally, in order to prevent abuse. No sensitive information will be stored as part of our internal, reduced-cost program tracking.

2) Cost Determination Methodology

- a. Patients at or between 201-300% of FPL will be eligible to receive one ounce of medical marijuana, or MIPs equivalent, per month at no cost, and a 20% discount for up to 2 ounces of marijuana products thereafter.
- b. Patients at or between 101-200% of FPL will be eligible to receive 1.5 ounces of medical marijuana, or MIPs equivalent, per month at no cost, and a 35% discount for up to 3 ounces of marijuana products thereafter.
- c. Patients at or below 100% of FPL will receive two ounces of medical marijuana, or MIPs equivalent, per month at no cost and a 50% discount for up to 4 ounces marijuana products thereafter.

- d. All patients with proof of financial hardship will be offered use-inplements such as vaporizers at 10% above cost. After sustainability of our hardship scale is verified, implements will receive the same discount as medicine.
- e. All patients, regardless of financial situation will be offered secure, portable, tether-equipped **Lock Boxes** (for use in transporting and securing medicine at home) at 10% above cost.

3) Program Funding and Sustainability

- a. Cost determination must factor into revenue. The CFO must determine that the Hardship Program does not compromise patient access or endanger the financial viability of the nonprofit.
- b. At the earliest determination of sustainability, we plan to expand the sliding scale to include patients earning up to 400% of FPL and allow for greater amounts of free medicine and larger discounts for subsequent medicine purchases.
- c. A percentage of excess revenues, as determined by the CFO and approved by the Board of Directors, will be utilized to create additional subsidies for approved hardship patients.
- d. The DPH will be notified of any changes to the Hardship Program before they are implemented.
- e. We will contact local law enforcement weekly to determine if our Hardship Program has led to any increase in diversion.
- f. CCC welcomes recommendations from the DPH in order to standardize the hardship program state-wide.

4) Policies and Procedures

We have adopted the National Health Service Corps policies and procedures for *Developing and Implementing a Discount Fee Schedule*, including:

- a. The discounted/sliding scale fee schedule must be in writing and non-discriminatory,
- b. No patient should be denied services due to an inability to pay,
- c. Signage posted onsite and to the web site (if applicable) to ensure that patients are aware that a discounted/sliding fee schedule is available to them,
- d. Patients must present valid and yearly proof of enrollment in an approved public assistance program and present financial documents to determine poverty level, and
- e. Every patient’s privacy is protected.]

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.

[The most effective strategy for assessing and promoting patient and community need is in-house counseling and educational services and on-going community outreach. We have already met with several community groups and nonprofits including the Fairhaven Police Department, Fairhaven Board of Health, People Acting in Community Endeavors (PACE) and Gosnold. These organizations have been eager to engage us and establish informal conversations about possible collaborative educational programs. We have begun reaching out to local hospitals to engage them on the health care needs in their communities as they are a critical source of health-related information. CCC is a supporting member of Americans for Safe Access (a medical marijuana research and advocacy nonprofit) and The National Cannabis Industry Association (NCIS). Both organizations provide educational materials about health benefits of medical marijuana as generate statistics on related issues of concern.

Patient/Caregiver Counseling and Education

The Commonwealth’s Act for the Humanitarian Medical Use of Marijuana is a new and relatively unknown program. We have four objectives in engaging patients and caregivers on this topic.

1) It is vital for patients and caregivers to understand the Act and their obligations that commence with registration. We will provide personal one-on-one and group counseling sessions for all new registrants as well as printed materials to address the following:

- Definitions provided in the Act
- Allowable quantities of marijuana
- Responsible use
- Personal and family safety precautions
- Their legal obligations to prevent diversion
- Driving restrictions while using their prescription
- License renewal requirements

2) We will provide personal one-on-one and group educational sessions to explain:

- Risks and benefits of medical marijuana consumption
- Proper dose administration
- Methods of consumption
- Comparative risks and benefits of different methods of consumption

3) Comprehensive and up-to-date materials will be provided to properly educate and counsel patients. These materials will be updated regularly and will include:

- American’s for Safe Access (ASA) condition-based booklets addressing risks and benefits for a variety of accepted uses.
- ASA Reports
- Professional counseling referrals for patients experiencing mental health or drug related issues
- Custom-written educational program materials by Michelle Stormo and Holly Carroll

4) Patients and caregivers will be offered access to licensed counselors at each visit. Education on local services is essential for the responsible implementation of the Act.

• Patients will be offered no-cost one-on-one discussion sessions with licensed and certified counselors to discuss and receive education on services in the community in regards to their medical or mental health conditions such as, but not limited to:

- i. Depression/Anxiety
- ii. Obsessive Compulsive Disorder
- iii. Post-Traumatic Stress Disorder
- iv. Substance abuse
- v. Grief and loss issues
- vi. Adjustment disorder
- vii. Family discord

• Caregivers are often family members and thus may have relevant issues they would like to discuss with a licensed counselor. CCC offers caregivers the opportunity to discuss issues and/or provide information regarding Hospice. CCC believes that educating and informing both patients and family members is an effective strategy to ensure medication compliance and non-diversion.

1) Community Outreach and Education

Health care providers must be equally and adequately educated about medical marijuana for best patient care.

- a. Health care providers need information about the benefits of medical marijuana to communicate effectively with their patients.
- b. It is important for medical marijuana patients to feel confident in speaking with their physicians about medical marijuana treatment.
- c. Patients deserve alternatives to more traditional, often addictive medications such as opioids or benzodiazepines
- d. Through community education, CCC will work to reduce the stigma associated with medical marijuana. To address these needs, we will offer:
 - a. Grand round and in-services for all health care establishments

OK now

- b. Meetings with health care providers to maintain open communication with referrals
- d. Drug drug-prevention and awareness education services to local schools
- e. Funding for community-based drug-prevention and awareness programs.]

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 safety of patients, children and the community is our most vital concern and will be reflected in our public outreach efforts. While we are philosophically aligned with the considerable health benefits from the safe use of medical marijuana, we also have a serious obligation and duty to promote its responsible use. We must, therefore strike a balance between safety and responsible outreach and we believe we have developed the best model for this effort. Moreover, we believe the limited number of dispensaries and the DPH's considerable experience in responsible public awareness campaigns should allow RMDs to minimize or eliminate any need for marketing/advertising.

1) Marketing and Advertising

Our communications with executives from state-licensed dispensaries and compassion centers throughout New England and elsewhere has informed us considerably on how best to manage a responsible outreach program. We believe that traditional advertising methods such as print as well as radio and television ads are not acceptable because they do not create an opportunity to adequately explain the risks. Per Commonwealth law and internal policy, we will adhere to the following restrictions:

a. Activities not permitted:

- Print advertisement
- Billboards and all other outdoor advertising methods on the exterior of the building or elsewhere
- Television and radio advertising
- Advertising the price of marijuana or available strains
- Use of graphics or brand names on the exterior of the building
- Production or sale of products or promotional merchandise bearing a symbol of or references to marijuana or MIPs, including our logo

b. Utilize:

- A responsible web-site with age-restricted access
- Limited social media outreach
- Interviews with print, radio and television
- Rack pamphlets and business cards placed in appropriate settings such as doctors' offices
- Hosting regular talks and presentations for health care providers
- Providing grand-rounds and in-services to health care establishments

2) Company Logo

Our company logo is discreet and does not contain any images of the marijuana plant or any associated products. The logo will not contain flashy colors that might appeal to children. Especially with regard to MIPs products, flashy logos could inadvertently attract accidental or intentional consumption by children or minors. The name of the company will comply with the Act by:

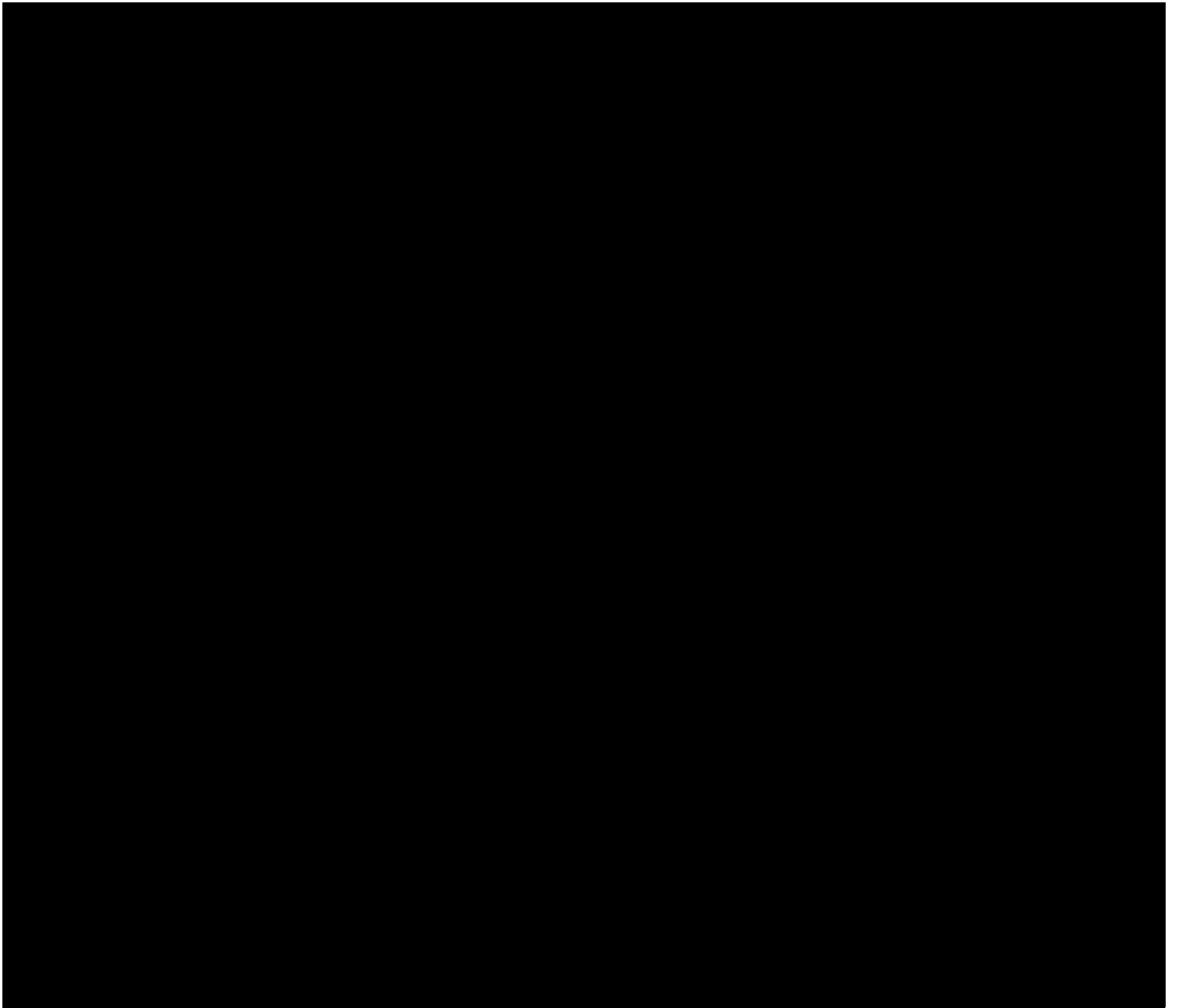
- Not using medical symbols
- Not using images of marijuana or related paraphernalia
- Not using colloquial references to cannabis and marijuana.

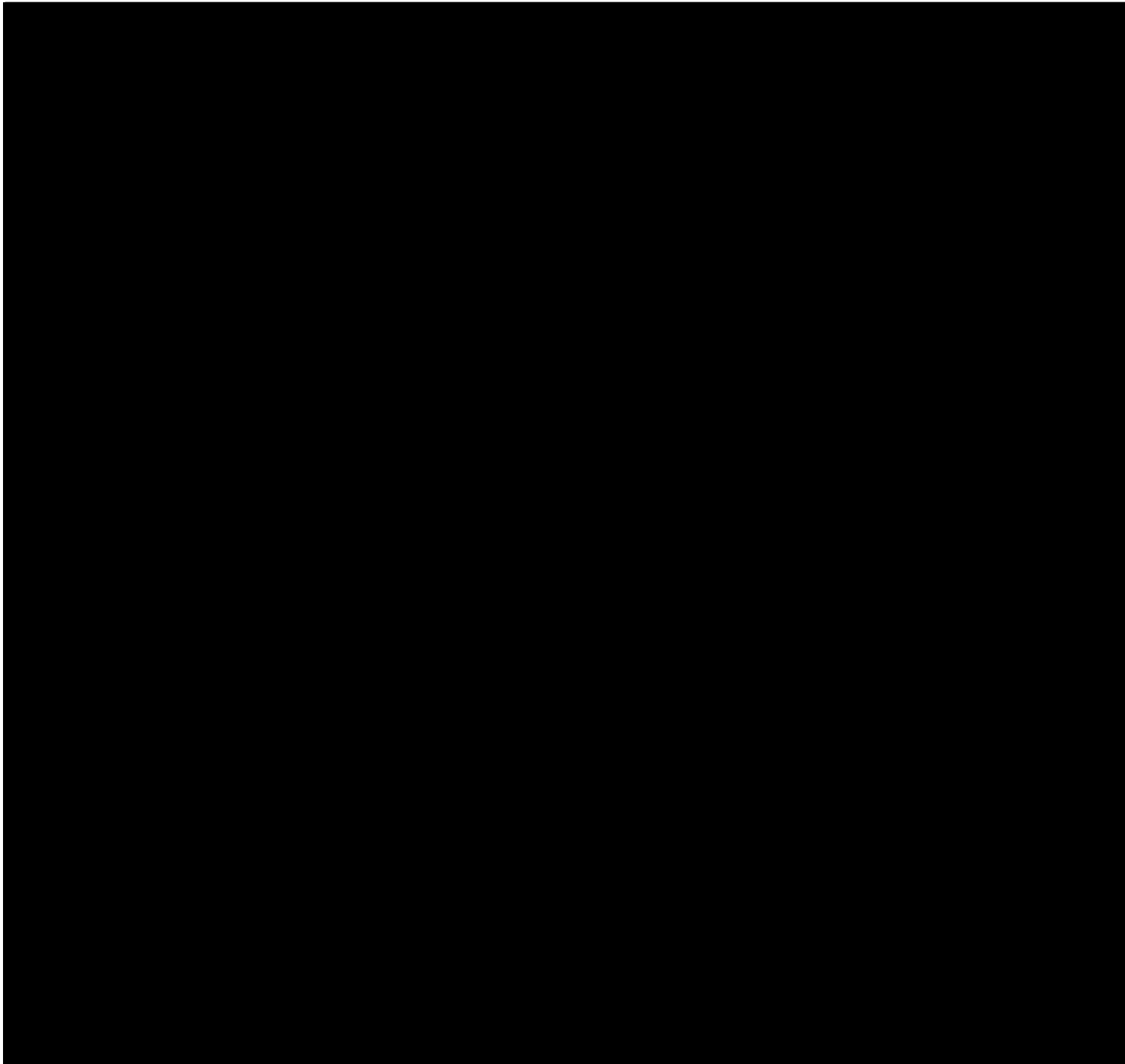
3) Printed Materials and Fliers

Pursuant to 105 CMR 725.105(K) or (L), advertising materials, including logo, produced and disseminated by Compassionate Care Clinics will not include:

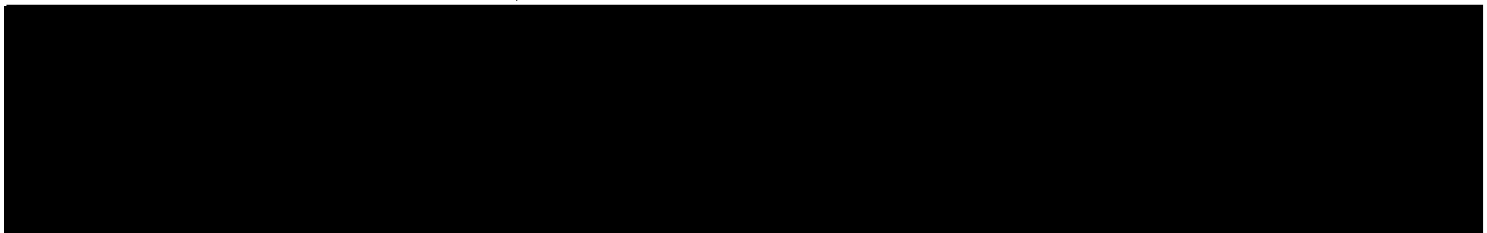
- a.** Any statement, design, representation, picture, or illustration that encourages or represents the use of marijuana for any purpose other than to treat a debilitating medical condition or related symptom
- b.** Any statement, design, representation, picture or illustration that encourages or represents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

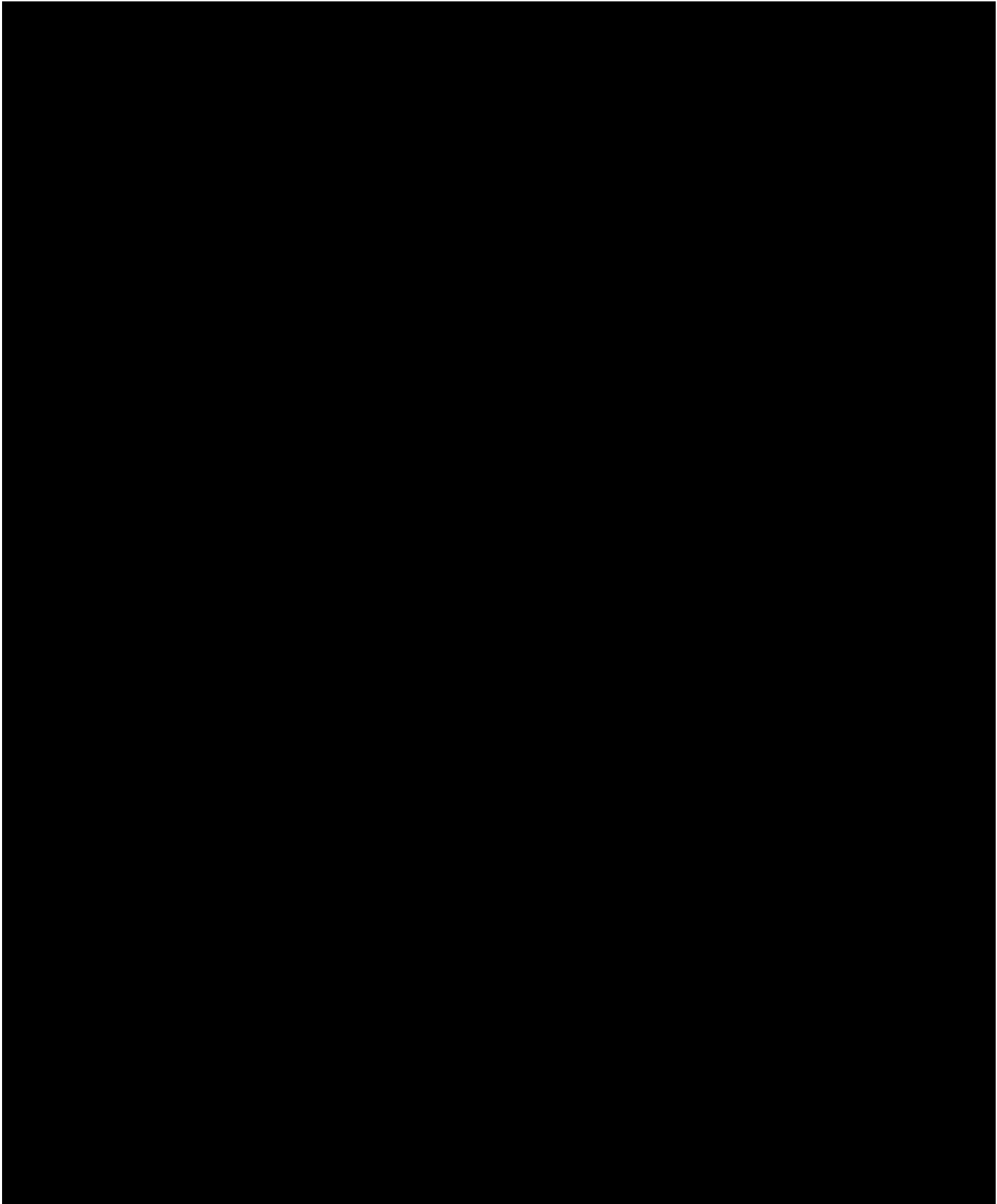
7.15 Describe the RMD's emergency preparedness procedures, including a disaster plan with procedures to be followed in case of fire or other emergency. Note that a copy of the safety and security procedures will be reviewed as a component of the provisional inspection process.





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





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

[Our Incident Management Program establishes policies and procedures for documenting, reporting and managing adverse incidents, consumer complaints, operational concerns and issues that will be reported to law enforcement and/or the DPH. Our program is designed to ensure the highest standards of incident management and to ensure that we are on the cutting-edge of operational performance, safety and patient satisfaction. Maintaining proper adverse incident response will be the responsibility of the COO with guidance from the Compliance Officer.

1) Adverse Incident Management

- a. All criminal incidents will be managed according to our comprehensive Security Policies and Procedures Manual.
- b. Appropriate measures will be taken to ensure that all medical emergencies occurring at our facility, or during the transport of marijuana, will be handled in accordance with First-Responder best practices as detailed in our Safety Manual.
- c. Appropriate measures will be taken if a patient reports adverse effects they believe are related to any of our products. These measures include:
 - Assisting the patient, family members, caregiver and/or health care providers to determine the cause of the adverse effects and how best to address the situation
 - Determining whether a particular product, batch or lot is defective
 - Documenting and reporting the source problem
 - Destroying products that are deemed harmful or hazardous

2) Consumer Complaints

- a. Every complaint will be taken seriously and documented in our files. Each will be assessed as to whether the cause of the complaint could lead to additional harm or operational problems.
- b. If the cause of the complaint is determined to be on-going, we will take corrective actions immediately.
- c. If the complaint does not pose an immediate health or safety risk, the employee receiving the complaint will report the incident to his or her manager who will log details for the Executive Management Team to formulate a proper response.

3) Operational Concerns

It is our mission to develop a company-wide policy of awareness, identification, documentation and reporting for all operational concerns. Management of operational concerns involves integration of proper checks and balances and redundancy at all levels of the operation, including:

- a. System reviews and data collection
- b. Regular and comprehensive audits
- c. Customer surveys to detect trends or issues
- d. Regular staff and one-on-one meetings

4) Documentation

- a. All incidents and concerns must be documented
- b. All departments must maintain an up-to-date incident and concern log in hard copy and periodically transferred to electronic files
- c. The Compliance Officer must be informed and maintain files of all incidents and concerns
- d. Each incident or concern must be treated appropriately until a resolution has been achieved and documented by the Compliance Officer

5) Reporting

DPH will be provided a timely, written notice of any incident described below by submitting an incident report in a form determined by the DPH which details the circumstances of the event, the corrective action taken, and

confirmation that the appropriate law enforcement and/or regulatory bodies were notified. These reportable incidents include, but are not limited to:

- a. Inventory discrepancies, diversion, theft, loss and any criminal action involving the RMD or a dispensary agent
- b. Any suspicious act involving the sale, cultivation, distribution, processing or production of marijuana by any person
- c. Unauthorized destruction of marijuana
- d. Any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers or dispensary agents
- e. Alarm activation or other event that requires response by public safety personnel
- f. Failure of any security alarm system due to a loss of electrical power or mechanical malfunction
- g. Any other breach of security.

6) Corrective Actions

All incidents will undergo a corrective action assessment and implementation process under the supervision of the Executive Management Team and Compliance Officer. Incident reporting managers will be responsible for follow-up on each corrective action. We will seek corrective action feedback from law enforcement, the DPH or any governing regulatory body.

We will maintain all documentation related to an incident that is reportable pursuant to 105 CMR 725.110(F)(1) in perpetuity and make it available to the DPH and to law enforcement authorities acting within their lawful jurisdiction upon request.]

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.

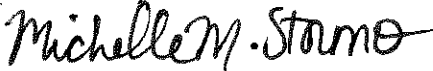
I understand that reasonable accommodation is required in both program services and employment, except where to do so would cause an undue hardship or burden. I also understand that the Massachusetts Constitution Article CXIV provides that no otherwise qualified individual shall, solely by reason of 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: [MICHELLE] **Last Name:** [STORMO]

Title: [PRESIDENT/CEO]

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


CHECKLIST OF REQUIRED DOCUMENTS FOR SUBMISSION IN PHASE 2

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

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

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

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

**ORGANIZATIONAL CHART
(Exhibit 1.3)**

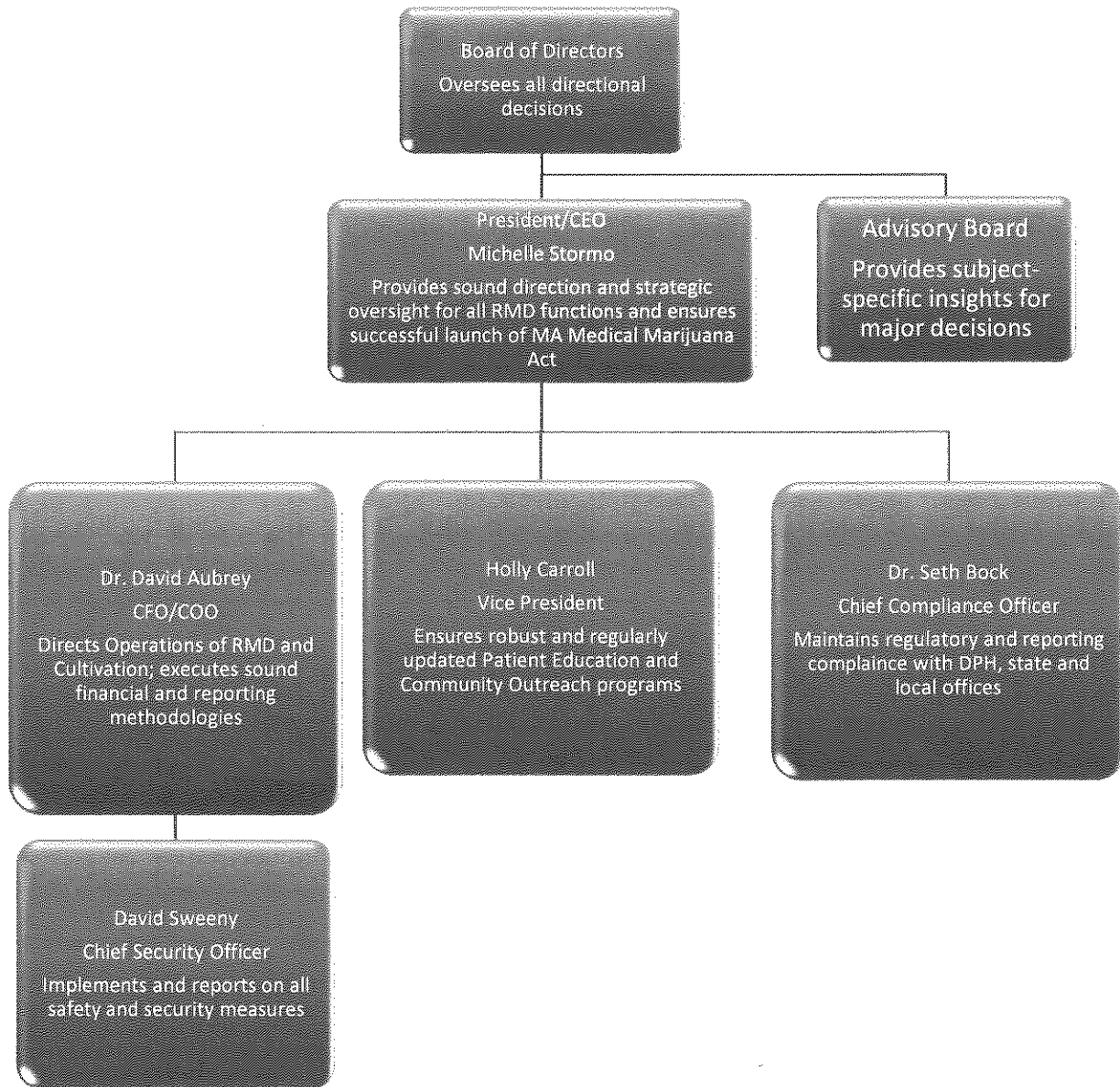
This exhibit must be completed and attached to a required document and submitted as part of the application.

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

Attach organizational chart.

Executive Management Team Organizational Chart
1.3 Attachment



ORIGINAL

**BOARD OF DIRECTORS
(Exhibit 1.4)**

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Board Role	Name	Date of Birth	Business Email	Business Address
1 President/Chair	Bob Carroll, MBA	██████	r.s.carroll@verizon.net	Box 684 East Longmeadow, MA 10128
2 Vice President/ Vice Chair	Anne Sampaio	██████	asampaio@cfservices.org	3057 Acushnet Ave. New Bedford, MA 02745
3 Treasurer/ Clerk/Secretary	David Aubrey, Ph.D.	██████	daubrey@whgme.com	9 Mallard Way North Falmouth, MA 02556
4 Director	Owen Stormo, M.D.	██████	ostormo@gmail.com	430 Terrace Rd Santa Barbara, CA 93109
5 CEO/ED	Michelle Stormo, LMFT	██████	sstormo@compassionatecareclinics.org	33 Portside Drive Pocasset, MA 02559
6 Director				
7 Director				
8 Director				
9 Director				

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

A. Member as Individuals

	Individual Name	Business Address	Type of Membership Rights	If Member of Other RMD, Which One?
1	N/A			
2				
3	Add more rows as needed.....			

B. Member as Corporations

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

ORIGINAL

CORPORATE BYLAWS
(Exhibit 1.6)

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

Attach bylaws.

UKI...

**BYLAWS
OF
BRIGHTON HEALTH ADVOCATES, INC.**

Section 1.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

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

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

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

1.3 Location. The principal office of the Corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the Corporation. The director(s) may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

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

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

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

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

1.8 Not-for-Profit Operation.

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

(b) No part of the net earnings or net income of the Corporation shall inure to the benefit of any private individual or officer or director of the Corporation; provided, however, that such a person may

receive reasonable compensation for sales, leases or loans, or personal services rendered which are necessary to carrying out the purposes of the Corporation.

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

Section 2.
NO MEMBERS

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

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

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

Section 4.
BOARD OF DIRECTORS

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

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

1. Michelle Marie Stormo 33 Portside Dr. Pocasset, MA 02559
2. David Aubrey 9 Mallard Way North Falmouth, MA 02556
3. Owen Stormo 430 Terrace Dr. Santa Barbara, CA 93109
4. Bob Carroll Box 684 East Longmeadow, MA 01028

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

4.4 Meetings. The Board of Directors shall hold annual meetings each year and may select the time and place for annual and other meetings of the Board. Other meetings of the Board of Directors may be called by the president or by a majority of the directors then in office by delivering notice in writing by mail, facsimile or electronic transmission, at his usual or last known business or residence address of the

Bylaws of Brighton Health Advocates, Inc.

date, time, place, and purpose of such meeting, to all directors at least three (3) days in advance of such meeting.

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

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

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

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

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

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

Section 5. OFFICERS AND AGENTS

5.1 Number and Qualification. The officers of the Corporation shall be a president, treasurer, clerk and such other officers, if any, as the director(s) may determine. The Corporation may also have such agents, if any, as the director(s) may appoint. An officer may, but need not, be a director. The clerk shall be a resident of Massachusetts unless the Corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the director(s), any officer shall give the Corporation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. In the event that officers retire or are otherwise removed, the officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

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

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

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

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

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

Section 6.

RESIGNATIONS, REMOVALS AND VACANCIES

6.1 Resignations. Any director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, or the president or the clerk or to the Corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time. If there is only one director of the Corporation, the director may not resign without appointing a new director, updating these Bylaws or dissolving the Corporation.

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

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

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

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

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

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

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

Section 7. COMMITTEES

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

Section 8. EXECUTION OF PAPERS

Except as the director(s) may generally, or in particular cases, authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made in the course of the Corporation's regular business, accepted or endorsed by the Corporation shall

Bylaws of Brighton Health Advocates, Inc.

be signed by the president or by the treasurer. Except as otherwise provided by M.G.L. c. 180 or directed by the director(s), the president may authorize in writing any officer or agent of the Corporation to sign, execute and acknowledge such documents and instruments in his or her place and stead. The clerk of the Corporation is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the director(s) of the Corporation, provided, however, that an attestation is not required to enable a document to be an act of the Corporation.

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

Section 9.

COMPENSATION; PERSONAL LIABILITY

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

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

All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 10.

INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the Corporation, or at its request as a director or officer of any organization, or at its request in any capacity with respect to any employee benefit plan, and may indemnify an employee or other agent who has so served, against all liabilities and expenses, including, without limitation, amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he

Bylaws of Brighton Health Advocates, Inc.

may be threatened, while in office or thereafter, by reason of his being or having been such a director or officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan), in the best interest of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification shall be approved:

(i) by a majority vote of a quorum consisting of disinterested directors;

(ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the board of directors consisting of all the disinterested directors;

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

(iv) by a court of competent jurisdiction.

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

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

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

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable,

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shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Section 11.
AMENDMENTS

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

Section 12.
ACTIVITIES

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

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

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

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

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

Section 13.
INSURANCE

BRIGHTON

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

Section 14.
CORPORATE INTEGRITY POLICY

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

Section 15.
ANTITRUST POLICY

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

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

- Increasing, decreasing, or stabilizing prices for medical marijuana or related products and services;
- Establishing market monopolies for Member products or services;
- Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;

Bylaws of Brighton Health Advocates, Inc.

- Strategies or plans to give business or remove business from a specific company.

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

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

Section 16. DISSOLUTION

Dissolution of the Corporation will comply with M.G.L. Chapter 180, s. 11. The director(s) may authorize a petition for the dissolution of the Corporation. A two-thirds vote will be required for such dissolution. The Articles of Dissolution form will be filed with the Massachusetts Secretary of State. All annual reports for the last ten years will be filed with the Secretary of State. A letter to the Massachusetts Department of revenue on the Corporation's letterhead will be sent stating that the Corporation is dissolving. All outstanding business will be completed. All outstanding debts will be paid. Any remaining funds in the Corporation will be distributed as per the direction of the director(s) at the meeting authorizing the dissolution. A notice will be published in a newspaper of regular circulation in the County where the Corporation is located.

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

Section 17. SEVERABILITY

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

These Bylaws have been amended and adopted by a vote of the board as per Section 11 and affirmed by the Incorporator as an officer of the Corporation on this 13 day of November, 2013.



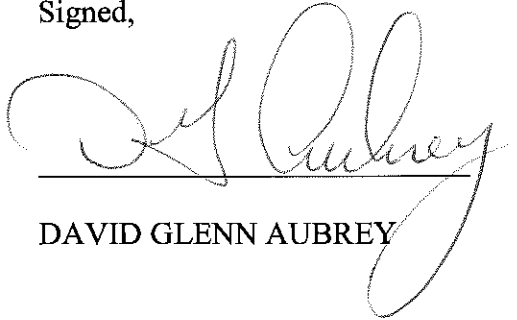
Michelle Marie Stormo, Incorporator and President

Bylaws of Brighton Health Advocates, Inc.

I, DAVID AUBREY, the Clerk of BRIGHTON HEALTH ADVOCATES INC. hereby attest that these are the bylaws of BRIGHTON HEALTH ADVOCATES INC. and that these bylaws have been duly adopted by a vote of the Board of Directors on November 13, 2013.

Date: November 13, 2013

Signed,



Handwritten signature of David Glenn Aubrey in cursive script, written over a horizontal line.

DAVID GLENN AUBREY

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

Please check box if articles have changed since Phase 1:

YES

NO

ORIGINAL

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

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Corporation Name	Chief Executive Officer	CEO Business Phone & Email	Corporation's Board Officers	Corporate Relationship to Applicant
1 Massachusetts Recovery Services (MRS)	Michelle Stormo	(774) 313-6891 SStormo@CompassionateCareClinics.org	President/Chair: Michelle Marie Stormo Treasurer: David Glenn Aubrey Clerk/Secretary: Holly Elisabeth Carroll	MRS has consolidated the loans for Brighton Health Advocates Inc. from several individuals. MRS will generate additional capital for expenses associated with the RMD build-out and provide professional patient education services during operations. All investors are listed in Exhibit 4.2 as having contributed 5% or more to the non-profit.
2			President/Chair: Treasurer: Clerk/Secretary:	
3			President/Chair: Treasurer: Clerk/Secretary:	
4			President/Chair: Treasurer: Clerk/Secretary:	

**REFERENCES
(Exhibit 1.9)**

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

Corporation Name: Brighton Health Advocates d/b/a Compassionate Care Clinics Application # (if more than one): _____

Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1 Mary LeClair	mleclair@cape .com (508)477-1344	Chairman of the Board (Ret.) at Gosnold on Cape Cod, Employer	2007- Present
2 Jan Tedeschi	jan@jantedeschi.com (781)249-5430	Colleague, Employee for one year	2009-Present
3 Ray Tamasi	rtamasi@gosnold.org (508)274-5321	CEO of Gosnold on Cape Cod, Employer/Direct Supervisor	2007-Present

EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.1)

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1 Chief Executive Officer/Executive Director	Michelle Stormo	██████████	sstormo@compassionatecareclini cs.org (774) 313-6891	33 Portside Drive Pocasset, MA 02559
2 Chief Financial Officer/Director of Finance	David Aubrey	██████████	daubrey@whgme.com (508) 566-9958	9 Mallard Way North Falmouth, MA 02556
3 Chief Operations Officer/Director of Operations	David Aubrey	██████████	daubrey@whgme.com (508) 566-9958	9 Mallard Way North Falmouth, MA 02556
4 Vice President Operations	Holly Carroll	██████████	hcarroll@compassionatecareclini cs.org (508) 221-2414	26 Trotting Park Rd. Falmouth, MA 02536
5 Chief Compliance Officer	Seth Bock	██████████	dtbock@newportacupuncture.co in 401-743-7613	27 Holten Avenue Newport, R.I. 02840
6 Chief Security Officer	David Sweeney	██████████	dsweeney711@comcast.net 508-566-9401	15 Marjorie Av. Pocasset, MA 02559

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics
Application # (if more than one): _____

List the résumés attached:

	Title	Name
1	Chief Executive Officer/ Executive Director	Michelle Stormo
2	Chief Financial Officer/Chief Operations Officer	David Aubrey
3	Vice President	Holly Carroll
4	Chief Compliance Officer	Seth Bock
5	Chief Security Officer	David Sweeney

MICHELLE M. STORMO, MA, LMFT
President / Chief Executive Officer, Compassionate Care Clinics

LICENSED MARRIAGE AND FAMILY THERAPIST

Ten years management experience in Inpatient Treatment Setting
 Specialization in Addiction and Mental Health
Juvenile & Adult Treatment/Individual, Family & Group Counseling

Professional Certifications/Licenses

- LMFT #1343 in Massachusetts since 2009
- LMFT #42088 in California since 2005
- Certified Therapeutic Crisis Intervention (TCI) Level 2
- Member of the Clinical Association for ARISE Interventionists
- AAMFT Membership
- CPR and First Aid Certified
- Certified ARISE Interventionist
- Parent Educator- Positive Parenting with a Plan

Education

Antioch University, Santa Barbara, CA
 Masters Degree, Clinical Psychology

Boston College, Chestnut Hill, MA
 Bachelor of Science, Psychology

Chronology of Professional Experience

Gosnold, Inc., Falmouth, MA <i>Director of Reaching Out and Gosnold at Cataumet Family Services</i>	2007-Present
Cognitive Behavioral Institute, Falmouth, MA <i>Private Practice Clinician</i>	2007-Present
Unity Care Group, Monterey, CA <i>Day Treatment Manager</i>	2006-2007
Academic Trainers, Aptos, CA <i>Center Director</i>	2005-2006
Daytop, Inc., Redwood City, CA <i>Individual and Family Therapist</i>	2003-2005
YMCA Oz Shelter Services, San Diego, CA <i>Individual and Family Therapist</i>	2002-2003
Sanctuary Psychiatric Centers, Santa Barbara, CA <i>Senior Counselor/Intern</i>	2000-2002
Bay View Inn, Boston, MA <i>Counselor</i>	1999-2000

References and Supporting Documentation Furnished Upon Request



DAVID G. AUBREY, Ph.D
COO/CFO Compassionate Care Clinics

ORIGINAL

- Chairman of the Board of Directors, Woods Hole Group
- Chairman of the Woods Hole Group Middle East (U.S., Saudi Arabia and UAE offices)
- Chief Financial Officer and Chief Operating Officer, Brighton Health Advocates

Professional Affiliations

- American Geophysical Union
- Oceanography Society
- Phi Beta Kappa
- American Association for the Advancement of Science

Fields of Expertise

International environmental projects, including business development, sustainability, science, engineering, policy, regulations, and management. Developing national and international environmental programme focused on water bodies, river basins, or other transboundary features. Assisting countries to develop and implement environmental policy, legal, regulatory, and integrated management regimes. Environmental Impact Analysis and Health Impact Analysis, Audits, sustainability analysis, and other pertinent environmental methods.

Higher Education

- Ph.D. in Oceanography-Scripps Institute of Oceanography, University of California at San Diego (1978)
- B.S. in Civil Engineering-University of Southern California (1973)
- B.S. in Geological Sciences-University of Southern California (1973)

Employment History

- 2013 – Present Chairman, Woods Hole Group Middle East
- 1986-present Chairman, Woods Hole Group
- 1978-2000 Senior Scientist, Woods Hole Oceanographic Institution
- 1987 Visiting Professor, University of Virginia
- 1983 Massachusetts Institute of Technology (Visiting Prof.)

Publications and Presentations

- Refereed Journals 58 Publications
- Books 14 Publications
- In-Books 24 Publications
- Technical Publications 63 Publications
- Abstracts and Poster Sessions/Conferences 83 Publications
- Book Reviews 5 Publications
- Periodicals 6 Publications

Holly Carroll

Vice President, Compassionate Care Clinics



SUMMARY

Experienced counselor and community-focused consultant specializing in providing support to individuals and families. Expert at program management and implementation. Seasoned educator, researcher, and staff manager. Passionate and empathetic community advocate, with a long history of helping individuals and families progress toward greater health and education.

EXPERIENCE

Intervention and Family Specialist/Program Coordinator

2007–present Gosnold Treatment Center Falmouth, MA

Senior-level counselor focused on individual, group, and family therapy in addiction treatment programs. Lead the education and support of families of patients in treatment, and coordinate with staff counselors on patient/family issues.

Conflict resolution

- Conduct interventions in family crisis situations
- Provide counseling and support in addiction treatment programs
- Lead education efforts for families of patients in treatment

Program management

- Organize and leverage patient database for addiction program development and patient/family care plans
- Filter and analyze collected data based on DSM IV
- Coordinate patient treatment and family education with staff counselors

Assessment and strategic development

- Conduct patient and family interviews, and evaluate case histories
- Identify appropriate treatment protocols
- Develop treatment and continuing care plans

Patient Access Counselor

2004–2008 Gosnold Treatment Center Falmouth, MA

Coordinated patient intakes using ASAM dimensional criteria and focused on assessment of clients' clinical needs. Conducted targeted interventions for patients at risk while facilitating treatment center's admissions process.

Client and resource management

- Prescreened and evaluated new clients while employing ASAM dimensional criteria
- Applied insurance criteria and Department of Health funding requirements to individual client cases

Staff coordination

- Collaborated with medical, clinical, and counseling staff regarding new patient admissions
- Processed referrals from pretrial, federal probation, drug court, and section 35 patients

Holly Carroll

Vice President, Compassionate Care Clinics



Director of Admissions/Teacher

2001–2004

Laurel School

Brewster, MA

Led the admissions efforts and public communications strategies for a uniquely structured elementary school dedicated to promoting a lifelong love of learning and culture.

Education leadership

- Collaborated with administrators on the creation of an innovative arts-based curriculum
- Screened student candidates and managed open houses for prospective school families
- Held a variety of elementary school teaching posts

Community outreach

- Served as public relations contact and led marketing campaign design and implementation
- Conducted interviews with prospective students and their families
- Maintained alumni database and school website

Entrepreneur/sole proprietor

1997–2004

Multiple locations

Chatham, MA

Supervised operations, personnel management, and marketing efforts for Cape Cod-based restaurant grossing over \$1 million in annual sales. Founded linen-rental business focused on summer community and house-rental market.

- Supervised staff of up to 15 members
- Oversaw hiring, scheduling, finances, and annual business plan development
- Coordinated marketing with local companies and vendors

EDUCATION

December 2007

Trundy Institute

New Bedford, MA

Massachusetts State Certified Drug and Alcohol Counselor

October 2006, 2009

The Moment of Change

Palm Beach, FL

Johnson Model Intervention Certification

December 2006

Starr Treatment Center

Fall River, MA

Certified ARISE Interventionist

October 2005–June 2006

Integrative Nutrition

New York, NY

Certified Holistic Counselor

1993–1995

Lesley College

Cambridge, MA

Certification of Education, Commonwealth of Massachusetts
Master's degree candidate

1985–1990

Roanoke College

Salem, VA

Bachelor of Arts, Criminal Justice

Bachelor of Arts, Sociology

OTHER QUALIFICATIONS

- Volunteer at Friends of Falmouth Dogs (2008–2009)
- Current in CPR and First Aid
- Lead teacher certified: The Commonwealth of Massachusetts Office For Children



Seth Harrison Bock, D.A.

CCO Compassionate Care Clinics

ORIGINAL

PROFESSIONAL EXPERIENCE

CEO/Founder Greenleaf Compassionate Care Center, Inc.	<i>2010 – Present</i> Portsmouth, RI
Doctor of Acupuncture Owner Newport Acupuncture and Wellness Spa, Inc.	<i>2002- Present</i> Middletown, RI
Staff Acupuncturist All That Matters, Inc.	<i>2008-2009</i> Wakefield, RI
Credentialed Acupuncturist Grand Islander	<i>2007-Present</i> Middletown, RI
Staff Acupuncturist Newport Athletic Club	<i>2005-2006</i> Middletown, RI
Manager of Regulatory Affairs Interventional Cardiology Brigham and Women's Hospital	<i>2001-2002</i> Boston, MA
Protocol Manager Brigham and Women's Hospital	<i>1999-2001</i> Boston, MA
Protocol Tracking Officer Dana Farber Cancer Institute	<i>1996-1999</i> Boston, MA

EDUCATION

New England School of Acupuncture
Master of Acupuncture and Oriental Medicine

UNIVERSITY OF MASSACHUSETTS

B.S. Biology
B.A. Geology

LICENSURE

Doctor of Acupuncture
Rhode Island

Seth Harrison Bock, D.A.

CCO Compassionate Care Clinics

ORIGINAL

PRESENTATIONS

Bock, Seth (October 2013) Medical Marijuana, Conference presentation, Hospice and Palliative Care Federation of Massachusetts

Bock, Seth (2013) Medical Marijuana in Rhode Island, Visiting Nurses Association of Newport County

Bock, Seth (2012) Medical Marijuana and Drug Policy, Panel Discussion with the Director of the Rhode Island Department of Health, Hosted by Students for Sensible Drug Policy, Brown University, Providence, RI

Bock, Seth (2012) Medical Marijuana in Rhode Island, Yearly physician lecture series, Newport Hospital

Bock, Seth (2011) Medical Marijuana for the Pharmacist, University of Rhode Island School of Pharmacy

Bock, Seth (2011) Medical Marijuana in Rhode Island, Holistic Health Series, Miriam Hospital, Pawtucket, RI

Bock, Seth (2006-2009) Chinese Medicine and Philosophy 101, Salve Regina University, Holistic Health Counseling

Bock, Seth (2007) Applying the principles of Chinese Medicine to Massage Therapy, Community College of Rhode Island, Massage Therapy Program

Bock, Seth (2006) Theories of Chinese Medicine and Tai Chi, Edward King House, Newport, RI

BOARDS AND VOLUNTEERING

Advisory Board Member Community College of Rhode Island, Therapeutic Massage Program	<i>2008-Present</i> Newport, RI
Commissioner Historic District Commission	<i>2005-2007</i> Newport, RI
Institutional Review Board Member New England School of Acupuncture	<i>2002-2004</i> Newton, MA
Complementary Therapies Task Force Member Dana-Farber Cancer Institute	<i>1997-1998</i> Boston, MA
President Students for Environmental Action, Northeastern University	<i>1992-1993</i> Boston, MA

AWARDS

Best Alternative Healer
2010, Newport Life Magazine

Best Spa
2010, Newport Mercury, Love Awards

ORIGINAL

David John Sweeney
Chief Security Officer Compassionate Care Clinics

Summary of Qualifications

- Graduate of Suffolk University with a MPA Degree
- Graduate of Bellevue University with Bachelor of Science
- Over 27 years of award winning service for the U.S. Coast Guard management
- Through excellent communication skills, I established a rapport with senior staff, co-workers as well the general public.
- Experience in handling funds, budgeting, auditing and contracts.
- Training and instructing Coast Guardsmen in a wide variety of skills.
- Graduate of Military Public Affairs Training(public relations skills and activities)
- Promoted to the top one percent of the Coast Guard's Enlisted Force
- Graduate of U.S. Coast Guard Law Enforcement Academy.
- National Leadership and Management Training
- Held Secret Clearance, as well as serving as a Classified Material Control Officer.

Experience

- United States Army, July 1970 to January 1972. I served as a Paratrooper in the 82nd Airborne Division.
- United States Coast Guard, October 1974-May 1, 2000 serving at several locations in a twenty-seven year career, held the rank of Master Chief Boatswain's Mate
 - Conducted extensive security management dozens of high value operations to include many drug interdiction programs as well presidential visits. Implemented the Boating under the Influence program.
 - I had the privilege of supervising as many as 60 service members during one time period.
 - I served as "Captain" of two Coast Guard Ships
 - I had the privilege of Commanding nearly every Coast Guard Station located within the Cape Cod and Islands area.
 - Additionally, I served as a supervisor of an award winning team replacing and repairing lighthouses/structures as well as building initial lighthouses/structures within the Great Lakes.
 - Additionally, at various time periods of my career, I performed many administrative functions to include, recordkeeping, budget preparation/maintenance, building/grounds keeping contracts as well boat maintenance.
 - I am a senior Instructor of Martial Arts (Tang Soo Do) and have been for approximately 15 years. Currently a third degree Black Belt , and a candidate for Master.
- Security Director, Control Services Inc., July 2000-October 2001. Responsible for security for thousands of patrons visiting the Cape Cod Mall
 - Supervised 12 officers during 24 hour/365 day period shift management.
 - Provided administrative supervision/oversight, to include; personnel counseling and also front line Human Resource management.
 - Created and employed a security plan.

David John Sweeney
Chief Security Officer Compassionate Care Clinics

ORIGINAL

Experience (Continued)

- Business Owner, Leather Medic – October 2000-2006
 - Provided training for all officers as well as mall tenants.
 - Provided management oversight of company
 - Provided training for all employees
 - Provided customer service management (conflict resolution)
 - Conducted all administrative duties required of business ownership.
- Manager, DHL contract for the Cape and Islands, for Johnstone Enterprises Ltd. August 2005- May 2006
 - Provided initial company start up service including, personnel hiring, and training, initial human resource management.
 - Provided customer service management
- Instructor, Massachusetts Maritime Academy (Fall Semester 2006 only) August 2006-December 2006
 - Provided seamanship training for 375 students
 - Provided accurate feedback to professor of record

Other Skills

- Handling hazardous materials
- Maritime law enforcement
- Public speaking and presentations
- Firefighting and pollution control

Professional Training and Education

MPA Suffolk University, May 2002
BS Business Management, Bellevue University, February 2000
AS Business, Regents College, 1996

Certificates of Completion

- Maritime Law Enforcement Academy
- Boating Safety
- Public Affairs Training
- Aids to Navigation School
- Officer in Charge/Executive Officer Training
- Leadership and Management Training
- Small Arms Training
- Extensive training in Civil Rights and Human Relations

Professional Awards

- Achievement Award for superior performance as Officer in Charge Brant Point Station, Nantucket, Massachusetts
- Commendation letter from Governor of Rhode Island for rescuing eight police officers from burning boat off the Rhode Island Coast
- Unit Commendation for rescue operation
- Achievement Accommodation for the search and recovery of the downed aircraft Hull Number N9253 carrying John F. Kennedy, Jr., Caroline Bessett Kennedy, and Lauren Bessett
- Citation for the search and recovery of the fishing vessel Cape Fear. Sunk and recovered February 1999.

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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

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

Attach one-page bank statement.

Letter of Commitment

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

ORIGINAL

Date: N/A

Name of the Corporation: N/A

Name of CEO/Executive Director of the Corporation: N/A

Name of Account Holder: N/A

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

As Chief Executive Officer/Executive Director or President of the Board of Directors of [NAME OF CORPORATION], I affirm that these funds will remain in [ACCOUNT #] with [FINANCIAL INSTITUTION NAME] for the sole purpose of supporting the operations of the Corporation. Exhibit 4.1 of this application includes a one-page copy of the bank statement referenced here.

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

Print Name _____

Date: _____

Notary Public

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

If applicable, add:

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

Signature of Notary Public


November 12, 2013

This is to confirm that Brighton Health Advocates, Inc., 81 Technology Park Drive, East Falmouth, Massachusetts has checking account no. [REDACTED] with Rockland Trust. The available current balance in this account is \$500,690.00.

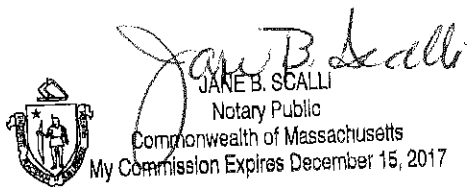
If you should require additional information, please do not hesitate to contact this office at 508-563-6060.

Sincerely,

ROCKLAND TRUST COMPANY


Jane B. Scalli

Customer Service Representative


JANE B. SCALLI
Notary Public
Commonwealth of Massachusetts
My Commission Expires December 15, 2017

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

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

	Individual Name	Business Address	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	Robert Carroll	Box 684 East Longmeadow, MA 10128	\$ 240,000 42.7%	Cash	Board Chair	Loan through Massachusetts Recovery Services (MRS) @ 10% interest
2	David Aubrey	9 Mallard Way North Falmouth, MA 02556	\$ 170,000 30.3%	Cash	Board Director	Loan through MRS @ 10% interest
3	Sandra Aubrey	231 Silver Branch Trail DeLand, FL 32724	\$ 50,000 8.9%	Cash	None	Loan through MRS @ 10% interest
4	Holly Carroll	26 Trotting Park Rd. Falmouth, MA 02536	\$ 50,000 8.9%	Cash	Vice President	Loan through MRS @ 10% interest
5	Michelle Stormo	33 Portside Drive Pocasset, MA 02559	\$ 41,548 7.4%	Cash	President/CEO	Loan through MRS @ 10% interest

ORIGINAL

	Entity Name/ Business Address	Leadership Names	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	Massachusetts Recovery Services (MRS)	CEO/ED: Michelle Stormo President/Chair: Michelle Stormo Treasurer: David Aubrey Clerk/Secretary: Holly Carroll	\$ 501,000 100%	Cash	Loan consolidator and future loan originator; professional service provider; lease holder	6% for loan payable beginning in year 2; fees based on level of services provided
2	Add more rows as needed.....	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			

CAPITAL EXPENSES
(Exhibit 4.3)

ORIGINAL

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

	Expense Type	Costs	Explanation of Expense
	Planning and Development		**For new construction at 132 Alden Rd, Fairhaven, MA
1	Architect and design fees	\$ 35,000	Paid for by MRS, lease-holder
2	Environmental survey	\$	Not required: permitting complete
3	Permits and Fees	\$ 90,000	\$50,000 license fee, and \$500/employee (15 employees); plus minimal permitting fees to Town of Fairhaven (most permits already in place)
4	Security assessment	\$	
5	Land/building cost	\$ 3,000,000	Mortgage loan originated by MRS (bankable entity)
6	Site clean-up and preparation	\$	
7	Other- describe	\$	
8		\$	
	Build-out Costs		
1	Construction expenses	\$	Part of land/building cost
2	Painting and finishes	\$	Part of land/building cost
3	Security system	\$ 45,000	Existing building to which the newly constructed RMD facility will be attached has a state-of-the-art security system built in to costs. We will make additional upgrades as necessary to exceed DPH security protocols.
4	Landscape work	\$	Part of land/building cost
5	Parking facility	\$	Parking completed and properly zoned
6	Other- describe	\$	
	Equipment Costs		
1	Vehicles and transportation	\$ 15,000	One vehicle to start operations
2	Cultivation equipment	\$ 60,000	Estimate for first six months, to be purchased by MRS and leased to CCC monthly
3	Furniture and storage needs	\$ 50,000	To be paid by MRS, and leased to CCC
4	Computer equipment	\$ 10,000	
5	HVAC	\$	Part of building costs
6	Kitchen/food prep equipment	\$ 25,000	Estimate for first six months, to be purchased by MRS and leased to CCC monthly
7	Other- describe	\$	
	TOTAL	\$ 3,330,000	

YEAR-ONE OPERATING BUDGET
(Exhibit 4.4)

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

ORIGIN

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

Budget Period: Aug 1, 2014 to July 31, 2015

Projected Number of Patients: 1,226 and Number of Visits: 14,986

		Year ONE Budget	Budget Notes ¹
REVENUE			
1	Medical Marijuana sales	\$ 4,458,857	
2	Other supplies sold	\$ 592,680	
3	Other revenue sources	\$ -	
A	TOTAL REVENUE:	\$ 5,051,537	
PAYROLL EXPENSES			
	Personnel Category	# FTE	
1	CEO	1	\$ 150,000
2	CFO	1	\$ 130,000
3	Other Executives/Managers	6	\$ 435,000
4	Staff	4	\$ 182,500
B	TOTAL SALARIES		\$ 897,500
C	Fringe Rate and Total	33%	\$ 296,175
D	TOTAL SALARIES PLUS FRINGE (B+C)		\$ 1,193,675
OTHER EXPENSES			
1	Consultants	\$ 600,807	MRS professional services and security
2	Equipment	\$ 63,000	Lease expense for all equipment
3	Supplies	\$ 12,000	
4	Cost of Goods	\$ 16,400	
5	Organic Nutrients	\$ 93,000	
6	Office Expenses	\$ 82,000	
7	Utilities	\$ 60,000	
8	Insurance	\$ 12,000	
9	Interest	\$ 60,000	
10	Depreciation/Amortization	\$	Capital equipment will be leased
11	Leasehold Expenses	\$ 144,000	
12	Bad Debt	\$	
13	Legal	\$ 12,000	
14	Laboratory Testing	\$ 24,000	
15	Travel / Delivery	\$ 55,000	
16	Federal Income Taxes	\$ 740,358	
E	TOTAL OTHER EXPENSES	\$ 1,974,564	
	TOTAL EXPENSES: (D+E)	\$ 3,168,239	
	DIFFERENCE	\$ 1,883,298	

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

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics
 Application # (if more than one): _____

Fiscal Year Time Period: Aug 1 – Jul 31 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	\$5,051,537	\$8,140,160	\$10,582,208
Projected Expenses	\$3,168,239	\$5,492,027	\$6,840,722
TOTAL:	\$1,883,298	\$2,621,901	\$3,707,385
Number of Patients	1,226	1,533	1,762
Number of Patient Visits	14,986	18,733	21,542
Projected % of growth rate annually	25%	15%	5%
Total FTE in staffing	15 FTE	22 FTE	35 FTE
Projected Medical Marijuana Inventory	1,105 Lbs.	1,612 Lbs.	2,095 Lbs.

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

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
132 Alden Rd Fairhaven, MA 02719	Bristol	Letter of Intent to lease
2 Pequod Rd Fairhaven, MA 02719	Bristol	Letter of Intent to lease

ORIGINAL

NOTICE OF INTENT TO LEASE

LANDLORD:

VRJP, LLC
Richard P. Brisson, Agent
132 Alden Road
Fairhaven, MA 02719

TENANT:

Brighton Health Advocates dba Compassionate Care Clinics
81 Technology Park Drive
East Falmouth, MA 02536
c/o David G. Aubrey, Ph.D., CFO

DESCRIPTION OF PROPERTY: New construction at 132 Alden Road, Fairhaven, MA 02719

This NOTICE OF INTENT TO LEASE [hereinafter "the Notice"] is made on this 15th day of November, 2013, by and between the following PARTIES: Brighton Healthcare Advocates located at 81 Technology Park Drive, East Falmouth, MA 02536 [hereinafter "Tenant"] and VRJP, LLC with the Registered Agent being Richard P. Brisson, located at 132 Alden Road, Fairhaven, MA 02719 [hereinafter "Landlord"].

WHEREAS Tenant seeks to secure Property for use in the event that it is issued a Certificate of Registration to operate a Registered Marijuana Dispensary (RMD) from the Massachusetts Department of Public Health.

WHEREAS Tenant seeks to enter into a Commercial Lease with Landlord where Tenant will operate a RMD.

WHEREAS Landlord seeks to lease the Property to Tenant in the event that Tenant is issued a Certificate of Registration.

In consideration of the mutual promises and covenants herein, the parties hereby agree as follows:

TERM: During the Period beginning at the time the Parties sign this agreement, and running for one year [the "Option Period"], unless terminated sooner by the Parties having entered into a Commercial Lease. The Option Period may be renewed for an additional six (6) months, or other mutually agreed upon period of the Parties' choosing.

TENANT'S CONSIDERATION:

During the Option Period Tenant will pay to the Landlord a \$100.00 per month non-refundable fee.

LANDLORD'S CONSIDERATION:

1. In consideration of this fee, Landlord will not lease or sell the property to any other party during the Option Period, and will not enter into any negotiations for sale or lease concerning the Premise.
2. Landlord agrees to assist Tenant in completing any forms necessary to obtain needed permits

3. Landlord agrees to execute any form reasonably requested by Tenant showing "site control"

MUTUAL CONSENTS

During the Option Period, the parties hereby agree to negotiate, in good faith, with one another, a formal Lease Agreement for the Premise including the following basic previous agreed to terms:

Premise: 15,000±SF at 132 Alden Road, Fairhaven, MA consisting of 5,000± SF on the first floor and 10,000± SF in the basement level.

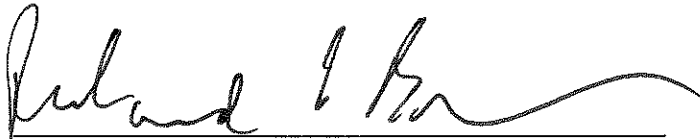
Term: minimum of 5 years, with two 5 years extensions

Rent: TBD for basement level space and \$TBD for first floor space at NNN

Conditions Subject to Tenant obtaining all unappealable permits necessary to open an RMD

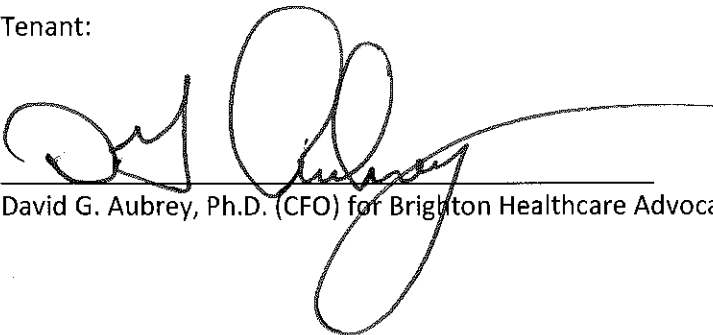
Signed on this 15th day of November, 2013.

Landlord:



VRJP, LLC by Richard P. Brisson, Agent

Tenant:



David G. Aubrey, Ph.D. (CFO) for Brighton Healthcare Advocates



Lease Proposal #2
 2 Pequod St.
 Fairhaven, MA 02719
 The Leased Property

Tenant: Massachusetts Recovery Services

Lease Space: 10320 Sq. Ft. Building on a 1.6 acre lot (Subject to Tenant verification)

Amount: Tenant pays \$7.50psf/NNN plus approximately \$1.50psf/Taxes/Insurance and Actual CAM in Years 1-5 of the lease. Costs will increase by 3% annually in years 2 & 3 and 5% annually in years 4 & 5. Tenant will be responsible for Gas, Electric, Water and Sewage usage.

<u>Year</u>	<u>Monthly Base Rent</u>	<u>Monthly NNN(approx.)</u>	<u>Annual Base Rent</u>	<u>Annual NNN(approx.)</u>	<u>Total Yearly Rent</u>
1	6,450.00	1,290.00	77,400.00	15,480.00	92,880.00
2	6,643.50	1,328.70	79,722.00	15,944.40	95,666.40
3	6,842.81	1,368.56	82,113.66	16,422.73	98,536.39
4	7,184.95	1,437.41	86,219.41	17,248.90	103,468.31
5	7,544.20	1,509.28	90,530.37	18,111.37	108,641.77

Deposits: First month's rent of \$6,450 due at Lease Proposal signing to be refunded only if other proposed tenant for space first obtains a Certificate of Registration for a Marijuana Dispensary from State of Massachusetts. Otherwise, First month's rent deposit is Non-refundable. A security deposit of \$6,450 is due at Lease Signing and last month's rent of \$6,450 is due at Occupancy for a total of \$19,350. A Non-refundable deposit of \$3,000 per month for any extension of Lease beyond December 31st, 2013 payable on the 1st of each month

Term: 5 Years and commencing on January 1st, 2014. Tenant may renew the lease for an additional 5 Years no later than the end of the 4th Year lease period. Tenant will have access to the premises upon receipt of Deposit and this Fully Executed Lease Proposal no later than September 1st, 2013. Rent to commence on January 1st, 2014. The lease shall be subject to the Conditions set forth below.

Landlord: Landlord will cover the following build out expenses: Landlord will cover 50% of build out expenses related to bringing building to current fire and safety codes OR reduce base rent by no more than \$3,000 per month during the first year of lease. Landlord will not cover any costs associated with aesthetic or functional (non-safety) improvements to interior or exterior of building.

ORIGINAL

Build to Grow: Tenant may construct a warehouse on property during first 3 years of occupancy. All construction costs will be incurred by Tenant with Landlord given Tenant consideration in land lease amount.

Tenant: Tenant will be responsible for interior/exterior improvements according to their requirements and building code specifications with Landlord approval.

Option Period: One 5 (five) year Lease option with 4% annual increases to be exercised no later than the end of the 4th year lease period.

Conditions: Lease subject to zoning approval by Town of Fairhaven to be performed by Tenant no later than December 31st, 2013 with Tenant or Landlord given the option to terminate Lease if approvals not in place by that time period. Notwithstanding Tenant's good faith attempt to obtain Town of Fairhaven approval by December 31st, 2013, the Town approval process may take longer than anticipated. In the event that Town approval is not obtained by December 31st, 2013 date shall be extended until Tenant's proposed use at the Property is either approved or rejected by the Town with Landlord given option to terminate the Lease. Additionally the lease is subject to the Tenant's, or Tenant's designee obtaining a Certificate of Registration to operate a Registered Marijuana Dispensary at the Property by December 31st, 2013. In the event that Tenant or Tenant's designee is not granted a Certificate of Registration to operate a Registered Marijuana Dispensary at the Property, Tenant or Landlord may terminate the lease.

Broker Commission: Refer to separate agreement with Landlord

This Lease Proposal is contingent upon the execution of a formal lease agreement. Both parties agree to make their best efforts to negotiate and execute a formal lease agreement in a timely manner.

I agree and accept the terms and conditions above.

Michelle M. Stormo
Tenant

[Signature]
Landlord

Date: 8/19/2013

Date: 8/19/2013

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
132 Alden Rd Fairhaven, MA 02719	Bristol	Letter of Intent to lease
2 Pequod Rd Fairhaven, MA 02719	Bristol	Letter of Intent to lease

ORIGINAL

NOTICE OF INTENT TO LEASE

LANDLORD:

VRJP, LLC
Richard P. Brisson, Agent
132 Alden Road
Fairhaven, MA 02719

TENANT:

Brighton Health Advocates dba Compassionate Care Clinics
81 Technology Park Drive
East Falmouth, MA 02536
c/o David G. Aubrey, Ph.D., CFO

DESCRIPTION OF PROPERTY: New construction at 132 Alden Road, Fairhaven, MA 02719

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WHEREAS Tenant seeks to enter into a Commercial Lease with Landlord where Tenant will operate a RMD.

WHEREAS Landlord seeks to lease the Property to Tenant in the event that Tenant is issued a Certificate of Registration.

In consideration of the mutual promises and covenants herein, the parties hereby agree as follows:

TERM: During the Period beginning at the time the Parties sign this agreement, and running for one year [the "Option Period"], unless terminated sooner by the Parties having entered into a Commercial Lease. The Option Period may be renewed for an additional six (6) months, or other mutually agreed upon period of the Parties' choosing.

TENANT'S CONSIDERATION:

During the Option Period Tenant will pay to the Landlord a \$100.00 per month non-refundable fee.

LANDLORD'S CONSIDERATION:

1. In consideration of this fee, Landlord will not lease or sell the property to any other party during the Option Period, and will not enter into any negotiations for sale or lease concerning the Premise.
2. Landlord agrees to assist Tenant in completing any forms necessary to obtain needed permits

- 3. Landlord agrees to execute any form reasonably requested by Tenant showing "site control"

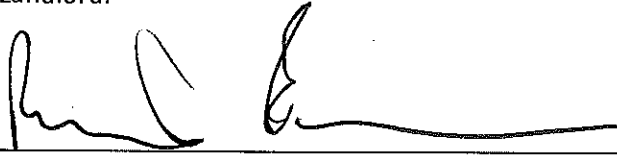
MUTUAL CONSENTS

During the Option Period, the parties hereby agree to negotiate, in good faith, with one another, a formal Lease Agreement for the Premise including the following basic previous agreed to terms:

- Premise: 15,000±5F at 132 Alden Road, Fairhaven, MA consisting of 5,000± SF on the first floor and 10,000± SF in the basement level.
- Term: minimum of 5 years, with two 5 years extensions
- Rent: TBD for basement level space and \$TBD for first floor space at NNN
- Conditions Subject to Tenant obtaining all unappealable permits necessary to open an RMD

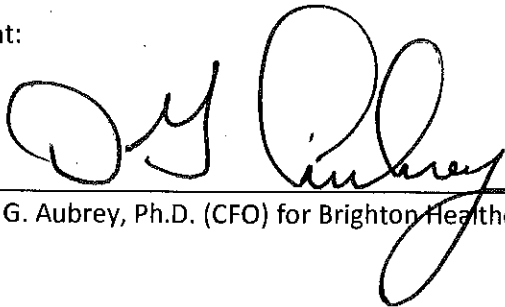
Signed on this 15th day of November, 2013.

Landlord:



VRJP, LLC by Richard P. Brisson, Agent

Tenant:



David G. Aubrey, Ph.D. (CFO) for Brighton Healthcare Advocates

COPY



Lease Proposal #2
2 Pequod St.
Fairhaven, MA 02719
The Leased Property.

Tenant: Massachusetts Recovery Services

Lease Space: 10320 Sq. Ft. Building on a 1.6 acre lot (Subject to Tenant verification)

Amount: Tenant pays \$7.50psf/NNN plus approximately \$1.50psf/Taxes/Insurance and Actual CAM in Years 1-5 of the lease. Costs will increase by 3% annually in years 2 & 3 and 5% annually in years 4 & 5. Tenant will be responsible for Gas, Electric, Water and Sewage usage.

<u>Year</u>	<u>Monthly Base Rent</u>	<u>Monthly NNN(approx.)</u>	<u>Annual Base Rent</u>	<u>Annual NNN(approx.)</u>	<u>Total Yearly Rent</u>
1	6,450.00	1,290.00	77,400.00	15,480.00	92,880.00
2	6,643.50	1,328.70	79,722.00	15,944.40	95,666.40
3	6,842.81	1,368.56	82,113.66	16,422.73	98,536.39
4	7,184.95	1,437.41	86,219.41	17,248.90	103,468.31
5	7,544.20	1,509.28	90,530.37	18,111.37	108,641.77

Deposits: First month's rent of \$6,450 due at Lease Proposal signing to be refunded only if other proposed tenant for space first obtains a Certificate of Registration for a Marijuana Dispensary from State of Massachusetts. Otherwise, First month's rent deposit is Non-refundable. A security deposit of \$6,450 is due at Lease Signing and last month's rent of \$6,450 is due at Occupancy for a total of \$19,350. A Non-refundable deposit of \$3,000 per month for any extension of Lease beyond December 31st, 2013 payable on the 1st of each month

Term: 5 Years and commencing on January 1st, 2014. Tenant may renew the lease for an additional 5 Years no later than the end of the 4th Year lease period. Tenant will have access to the premises upon receipt of Deposit and this Fully Executed Lease Proposal no later than September 1st, 2013. Rent to commence on January 1st, 2014. The lease shall be subject to the Conditions set forth below.

Landlord: Landlord will cover the following build out expenses: Landlord will cover 50% of build out expenses related to bringing building to current fire and safety codes OR reduce base rent by no more than \$3,000 per month during the first year of lease. Landlord will not cover any costs associated with aesthetic or functional (non-safety) improvements to interior or exterior of building.

COPY

Build to Grow: Tenant may construct a warehouse on property during first 3 years of occupancy. All construction costs will be incurred by Tenant with Landlord given Tenant consideration in land lease amount.

Tenant: Tenant will be responsible for interior/exterior improvements according to their requirements and building code specifications with Landlord approval.

Option Period: One 5 (five) year Lease option with 4% annual increases to be exercised no later than the end of the 4th year lease period.

Conditions: Lease subject to zoning approval by Town of Fairhaven to be performed by Tenant no later than December 31st, 2013 with Tenant or Landlord given the option to terminate Lease if approvals not in place by that time period. Notwithstanding Tenant's good faith attempt to obtain Town of Fairhaven approval by December 31st, 2013, the Town approval process may take longer than anticipated. In the event that Town approval is not obtained by December 31st, 2013 date shall be extended until Tenant's proposed use at the Property is either approved or rejected by the Town with Landlord given option to terminate the Lease. Additionally the lease is subject to the Tenant's, or Tenant's designee obtaining a Certificate of Registration to operate a Registered Marijuana Dispensary at the Property by December 31st, 2013. In the event that Tenant or Tenant's designee is not granted a Certificate of Registration to operate a Registered Marijuana Dispensary at the Property, Tenant or Landlord may terminate the lease.

Broker Commission: Refer to separate agreement with Landlord

This Lease Proposal is contingent upon the execution of a formal lease agreement. Both parties agree to make their best efforts to negotiate and execute a formal lease agreement in a timely manner.

I agree and accept the terms and conditions above.

Michelle M. Storm
Tenant

[Signature]
Landlord

Date: 8/19/2013

Date: 8/19/2013

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
132 Alden Rd Fairhaven, MA 02719	Bristol	Letter of Intent to lease
2 Pequod Rd Fairhaven, MA 02719	Bristol	Letter of Intent to lease

ORIGINAL

NOTICE OF INTENT TO LEASE

LANDLORD:

VRJP, LLC
Richard P. Brisson, Agent
132 Alden Road
Fairhaven, MA 02719

TENANT:

Brighton Health Advocates dba Compassionate Care Clinics
81 Technology Park Drive
East Falmouth, MA 02536
c/o David G. Aubrey, Ph.D., CFO

DESCRIPTION OF PROPERTY: New construction at 132 Alden Road, Fairhaven, MA 02719

This NOTICE OF INTENT TO LEASE [hereinafter "the Notice"] is made on this 15th day of November, 2013, by and between the following PARTIES: Brighton Healthcare Advocates located at 81 Technology Park Drive, East Falmouth, MA 02536 [hereinafter "Tenant"] and VRJP, LLC with the Registered Agent being Richard P. Brisson, located at 132 Alden Road, Fairhaven, MA 02719 [hereinafter "Landlord"].

WHEREAS Tenant seeks to secure Property for use in the event that it is issued a Certificate of Registration to operate a Registered Marijuana Dispensary (RMD) from the Massachusetts Department of Public Health.

WHEREAS Tenant seeks to enter into a Commercial Lease with Landlord where Tenant will operate a RMD.

WHEREAS Landlord seeks to lease the Property to Tenant in the event that Tenant is issued a Certificate of Registration.

In consideration of the mutual promises and covenants herein, the parties hereby agree as follows:

TERM: During the Period beginning at the time the Parties sign this agreement, and running for one year [the "Option Period"], unless terminated sooner by the Parties having entered into a Commercial Lease. The Option Period may be renewed for an additional six (6) months, or other mutually agreed upon period of the Parties' choosing.

TENANT'S CONSIDERATION:

During the Option Period Tenant will pay to the Landlord a \$100.00 per month non-refundable fee.

LANDLORD'S CONSIDERATION:

1. In consideration of this fee, Landlord will not lease or sell the property to any other party during the Option Period, and will not enter into any negotiations for sale or lease concerning the Premise.
2. Landlord agrees to assist Tenant in completing any forms necessary to obtain needed permits

3. Landlord agrees to execute any form reasonably requested by Tenant showing "site control"

MUTUAL CONSENTS

During the Option Period, the parties hereby agree to negotiate, in good faith, with one another, a formal Lease Agreement for the Premise including the following basic previous agreed to terms:

- Premise: 15,000±SF at 132 Alden Road, Fairhaven, MA consisting of 5,000± SF on the first floor and 10,000± SF in the basement level.
- Term: minimum of 5 years, with two 5 years extensions
- Rent: TBD for basement level space and \$TBD for first floor space at NNN
- Conditions Subject to Tenant obtaining all unappealable permits necessary to open an RMD

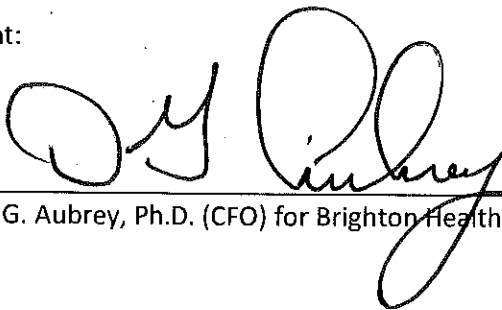
Signed on this 15th day of November, 2013.

Landlord:



VRJP, LLC by Richard P. Brisson, Agent

Tenant:



David G. Aubrey, Ph.D. (CFO) for Brighton Healthcare Advocates



Lease Proposal #2
 2 Pequod St.
 Fairhaven, MA 02719
 The Leased Property.

Tenant: Massachusetts Recovery Services

Lease Space: 10320 Sq. Ft. Building on a 1.6 acre lot (Subject to Tenant verification)

Amount: Tenant pays \$7.50psf/NNN plus approximately \$1.50psf/Taxes/Insurance and Actual CAM in Years 1-5 of the lease. Costs will increase by 3% annually in years 2 & 3 and 5% annually in years 4 & 5. Tenant will be responsible for Gas, Electric, Water and Sewage usage.

<u>Year</u>	<u>Monthly Base Rent</u>	<u>Monthly NNN(approx.)</u>	<u>Annual Base Rent</u>	<u>Annual NNN(approx.)</u>	<u>Total Yearly Rent</u>
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2	6,643.50	1,328.70	79,722.00	15,944.40	95,666.40
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Deposits: First month's rent of \$6,450 due at Lease Proposal signing to be refunded only if other proposed tenant for space first obtains a Certificate of Registration for a Marijuana Dispensary from State of Massachusetts. Otherwise, First month's rent deposit is Non-refundable. A security deposit of \$6,450 is due at Lease Signing and last month's rent of \$6,450 is due at Occupancy for a total of \$19,350. A Non-refundable deposit of \$3,000 per month for any extension of Lease beyond December 31st, 2013 payable on the 1st of each month

Term: 5 Years and commencing on January 1st, 2014. Tenant may renew the lease for an additional 5 Years no later than the end of the 4th Year lease period. Tenant will have access to the premises upon receipt of Deposit and this Fully Executed Lease Proposal no later than September 1st, 2013. Rent to commence on January 1st, 2014. The lease shall be subject to the Conditions set forth below.

Landlord: Landlord will cover the following build out expenses: Landlord will cover 50% of build out expenses related to bringing building to current fire and safety codes OR reduce base rent by no more than \$3,000 per month during the first year of lease. Landlord will not cover any costs associated with aesthetic or functional (non-safety) improvements to interior or exterior of building.

COPY

Build to Grow: Tenant may construct a warehouse on property during first 3 years of occupancy. All construction costs will be incurred by Tenant with Landlord given Tenant consideration in land lease amount.

Tenant: Tenant will be responsible for interior/exterior improvements according to their requirements and building code specifications with Landlord approval.

Option Period: One 5 (five) year Lease option with 4% annual increases to be exercised no later than the end of the 4th year lease period.

Conditions: Lease subject to zoning approval by Town of Fairhaven to be performed by Tenant no later than December 31st, 2013 with Tenant or Landlord given the option to terminate Lease if approvals not in place by that time period. Notwithstanding Tenant's good faith attempt to obtain Town of Fairhaven approval by December 31st, 2013, the Town approval process may take longer than anticipated. In the event that Town approval is not obtained by December 31st, 2013 date shall be extended until Tenant's proposed use at the Property is either approved or rejected by the Town with Landlord given option to terminate the Lease. Additionally the lease is subject to the Tenant's, or Tenant's designee obtaining a Certificate of Registration to operate a Registered Marijuana Dispensary at the Property by December 31st, 2013. In the event that Tenant or Tenant's designee is not granted a Certificate of Registration to operate a Registered Marijuana Dispensary at the Property, Tenant or Landlord may terminate the lease.

Broker Commission: Refer to separate agreement with Landlord

This Lease Proposal is contingent upon the execution of a formal lease agreement. Both parties agree to make their best efforts to negotiate and execute a formal lease agreement in a timely manner.

I agree and accept the terms and conditions above.

Michelle M. Storm
Tenant

[Signature]
Landlord

Date: 8/19/2013

Date: 8/19/2013

CLA

ORIGINAL

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

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Site	City/Town	County	Type of Support Attached
1	Fairhaven	Bristol	Board of Health: Letter of Unanimous Support Board of Selectmen: Letter of Unanimous Support Executive Secretary: Letter of Support
2			



TOWN OF FAIRHAVEN

MASSACHUSETTS

OFFICE OF THE BOARD OF HEALTH

TOWN HALL

40 Center Street

Tel. (508) 979-4022

Fax (508) 979-4079

ORIGINAL

October 28, 2013

Massachusetts Department of Public Health
Boston, MA

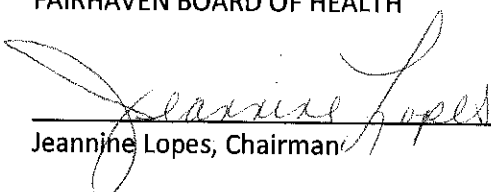
RE: Board of Health Support for Registered Marijuana Dispensary
Brighton Health Advocates d/b/a Compassionate Care Clinics

To Whom It May Concern:

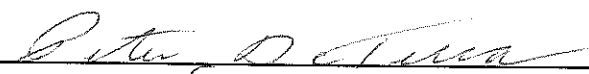
Please be advised that the Fairhaven Board of Health at a Regular Board of Health meeting held Monday, October 28, 2013, voted unanimously in support of Brighton Health Advocates d/b/a Compassionate Care Clinics efforts to open a registered marijuana dispensary in Fairhaven. The Board of Health cares deeply for the health of its residents and wishes to have available the best opportunities possible to afford the quality of health care each individual desires and so richly deserves. To that end the Board unanimously believes that Compassionate Care Clinics will help patients not only in Fairhaven but regionally in much the same manner as other health care industries have that are centered in Town. Though it is noted that the Fairhaven Planning Board has concerns on local zoning requirements, we believe that Compassionate Care Clinics, working diligently with the Planning Department will satisfy these concerns and be successful in Fairhaven.

In conclusion, it is the Board of Health's sincere hope that the Massachusetts Department of Public Health looks favorably on the application of Compassionate Care Clinics and a Fairhaven location. Should you have any questions please contact the Board office at 508-979-4022 ext. 125 or by email at BOH@Fairhaven-ma.gov.

Sincerely,
FAIRHAVEN BOARD OF HEALTH



Jeannine Lopes, Chairman



Peter DeTerra, Vice-Chairman



Barbara Acksen





Charles K. Murphy
Robert Espindola
Geoffrey A. Haworth II

Town of Fairhaven
Massachusetts
Office of the Selectmen

40 Center Street
Fairhaven, MA 02719

Tel: (508) 979-4023
Fax: (508) 979-4079
selectmen@Fairhaven-MA.gov

ORIGINAL

November 4, 2013

Massachusetts Department of Public Health
Executive Office of Health and Human Services
One Ashburton Place
11th Floor
Boston, MA 02108

To Whom it May Concern:

The Town of Fairhaven's Board of Selectmen is in support of Compassionate Care Clinics efforts to open a Registered Marijuana Dispensary (RMD) in our town. We want to do everything we can to help the patients in Fairhaven who will benefit from a MMJ dispensary in our town.

We believe that Compassionate Care Clinics is an applicant that will help the patients in our community.

Compassionate Care Clinics is working diligently to satisfy our local zoning requirements. It is our sincere hope that the Department of Public Health receives Compassionate Care Clinic's application well and gives it careful consideration.

Please do not hesitate to contact this Board with any questions or concerns.

Sincerely,

Charles K. Murphy, Sr.
Chairman

Robert Espindola
Vice Chairman

Geoffrey A. Haworth, II
Clerk



Charles K. Murphy
Robert Espindola
Geoffrey A. Haworth II

Town of Fairhaven
Massachusetts
Office of the Selectmen

40 Center Street
Fairhaven, MA 02719

Tel: (508) 979-4023
Fax: (508) 979-4079
selectmen@Fairhaven-MA.gov

ORIGINAL

November 6, 2013

Massachusetts Department of Public Health
Executive Office of Health and Human Services
One Ashburton Place
11th Floor
Boston, MA 02108

To Whom it May Concern:

As the town's Executive Secretary, I would like to express my support for Compassionate Care Clinics to open a Registered Marijuana Dispensary (RMD) in Fairhaven.

Compassionate Care Clinics appears to be well-organized and should be able to assist residents of the South Coast area of Massachusetts. Please give them your consideration.

If you have any questions, please call me at (508) 979-4023 ext. 104.

Sincerely,

Jeffrey W. Osuch
Executive Secretary

ORIC

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1 Dispensing	1. 132 Alden Rd, Fairhaven, MA 02719 2. 2 Pequod Rd Fairhaven, MA 02719	1. Letter of Intent to lease 2. Letter of Intent to lease	<ul style="list-style-type: none"> • Fairhaven Selectmen: Unanimous letter support • Fairhaven Board of Health: Unanimous letter support • Fairhaven Executive Secretary: Letter of support
2 Cultivation	1. 132 Alden Rd, Fairhaven, MA 02719 2. 2 Pequod Rd Fairhaven, MA 02719	1. Letter of Intent to lease 2. Letter of Intent to lease	<ul style="list-style-type: none"> • Fairhaven Selectmen: Unanimous letter support • Fairhaven Board of Health: Unanimous letter support • Fairhaven Executive Secretary: Letter of support
3 Processing	1. 132 Alden Rd, Fairhaven, MA 02719 2. 2 Pequod Rd Fairhaven, MA 02719	1. Letter of Intent to lease 2. Letter of Intent to lease	<ul style="list-style-type: none"> • Fairhaven Selectmen: Unanimous letter support • Fairhaven Board of Health: Unanimous letter support • Fairhaven Executive Secretary: Letter of support

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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

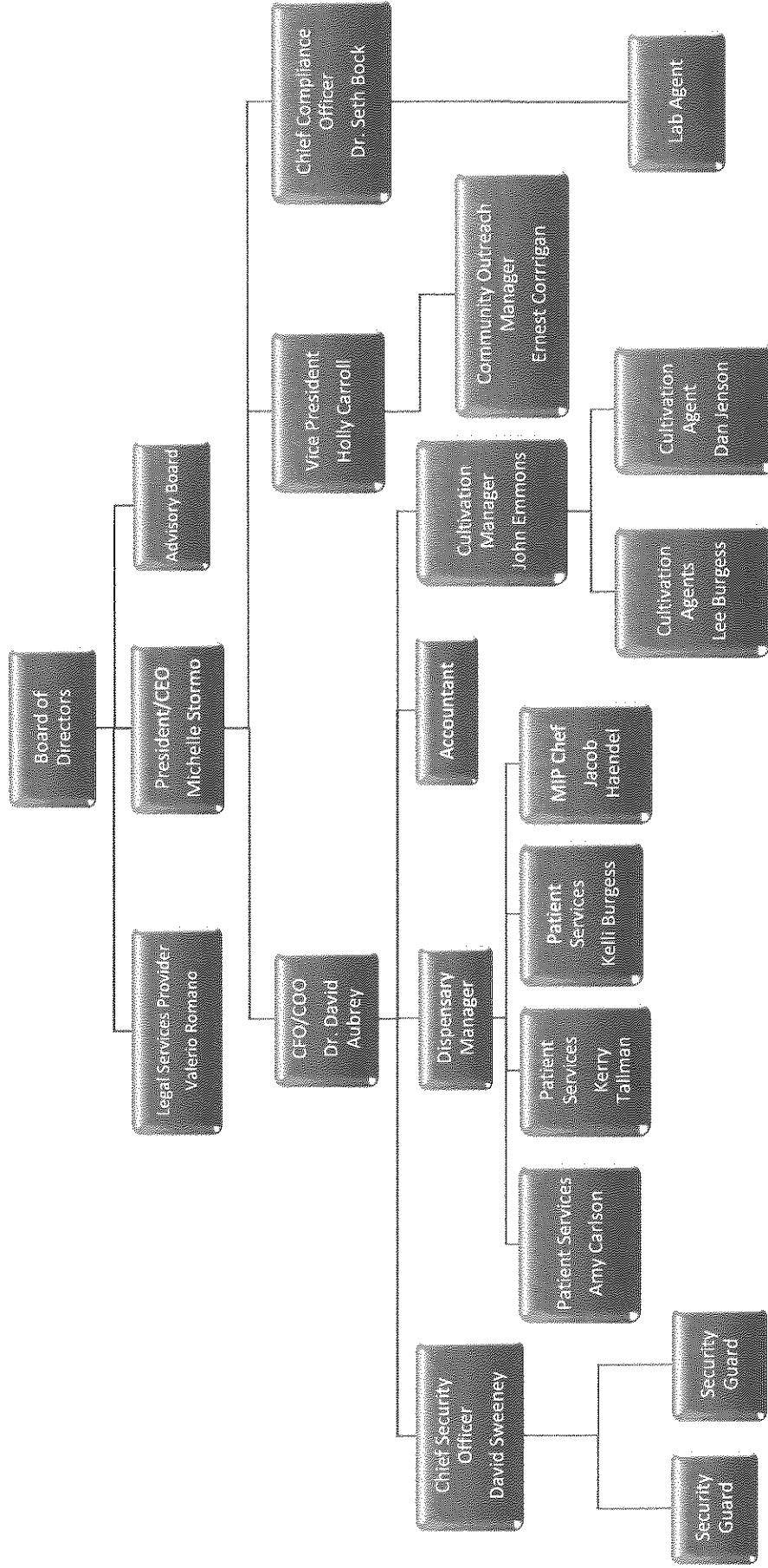
Application # (if more than one): _____

Attach organizational chart.



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All Staff Organizational Chart
6.1 Attachment



**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

Attach evidence of enrollment.

ORIGINAL



iCORI
Commonwealth of Massachusetts
Department of Criminal Justice Information Services

Logged in as: **sstormo1520** | [Home](#) | [Help](#) | [Logout](#)

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

Brighton Health Advocates RMD	Status: Active Account Type(s): Employer
--------------------------------------	---

- | | |
|---------------------------------|--|
| Account | |
| Account Details | Representatives Users Authorized Consumer Reporting Agencies |

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

Account Status	
Account Status: Active	Date Last Renewed:
Date First Registered: 10/02/2013	

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

Account Type(s): Employer	
Organization Name: Brighton Health Advocates RMD	Organization ID: XXXXXXXXXX
Address: 81 Technology Park Drive, Falmouth, MA 02536	
Phone No.: 508-267-1933	
Website: www.compassionatecareclinics.org	
Federal ID No.: XXXXXXXXXX	
Secretary of State ID No.: XXXXXXXXXX	

RMD STAFF (Exhibit 6.4)

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

Corporation Name: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

	Name	Role/Title
1	N/A	Dispensary Manager
2	Amy Carlson	Certified Drug and Alcohol Counselor/Patient Services Agent
3	Kerry Tallman	Certified Drug and Alcohol Counselor/Patient Services Agent
4	Kelli Burgess	Patient Services Agent/Receptionist
5	N/A	Security Guard
6	N/A	Security Guard
7	Jacob Haendel	MIP Executive Chef
8	John Emmons	Cultivation Expert/ Manager
9	Daniel Jenson	Cultivation Agent
10	Lee Burgess	Cultivation Agent
11	Ernie Corrigan	Community Outreach Manager
12	Valerio Romano	Legal Compliance Manager
13	N/A	Laboratory Testing Agent

**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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics Application # (if more than one): _____

Key Benchmarks ⁱ	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
132 Alden Rd. Fairhaven, MA: New Building Construction / Opening Schedule				
Zoning Approval	12/15/2013	Michelle Stormo	High	August 1, 2014
Planning Board layout design review	1/15/2014	Builder, Michelle Stormo	Mid	
RMD Provisional License Awarded	1/31/2014	Builder	High	
Begin Construction	2/7/2014	Builder	High	
Structure complete	2/20/2014	Builder	High	
Framing Layout complete	3/20/2014	Builder	High	
Building Utilities Complete (Electrical, HVAC, Plumbing etc.)	4/15/2014	Builder/Local Subcontractors	High	
Security System Complete	4/15/2014	David Sweeney	Low	
Local Building Inspection	4/15/2014		High	
Interior Finish Work	5/1/2014	Builder	High	
Cultivation Rooms Complete	5/1/2014	John Emmons	High	
Tracking and label systems install	5/1/2014	COO	High	
Final Inspection; Certificate of Occupancy	5/1/2014	DPH, Local Inspectors	High	
Seed Germination	5/10/2014	John Emmons	High	
Vegetative growth complete	6/1/2014	John Emmons	High	
Flower phase complete	7/1/2014	John Emmons	High	
Cure, Drying and Lab Testing Complete	7/31/2014	John Emmons	High	
Open RMD	8/1/2014	Michelle Stormo	High	

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2 Pequod Rd, Fairhaven, MA: Renovation/Opening Schedule

Architectural Design Completion	11/30/2013	Eric Kluz- ASA Designs	Low
Zoning Approval	12/15/2013	Michelle Stormo	High
Building Permit Submit	12/15/2013	Charles Hunt- Contractor	Med
Interior Demolition Permit Submit	12/15/2013	Charles Hunt	Low
Building Permit Approval	1/15/2014	Charles Hunt	Mid
Construction Lien	1/1/2014	Charles Hunt	Low
RMD Provisional License Awarded	1/31/2014		High
Demolition Complete	2/10/2014	Charles Hunt	High
Framing Designed Layout	2/28/2014	Charles Hunt	High
Building Upgrade Complete (Electrical, HVAC, Plumbing etc.)	4/15/2014	Charles Hunt	High
Security System Complete	4/15/2014	David Sweeney	Low
Local Building Inspection	4/15/2014		High
Finish Work	5/1/2014	Charles Hunt	High
Cultivation Rooms Complete	5/1/2014	John Emmons	High
Tracking and label systems install	5/1/2014	COO	High
Final Inspection; Certificate of Occupancy	5/1/2014	DPH, Local Inspectors	High
Seed Germination	5/10/2014	John Emmons	High
Vegetative growth complete	6/1/2014	John Emmons	High
Flower phase complete	7/1/2014	John Emmons	High
Cure, Drying and Lab Testing Complete	7/31/2014	John Emmons	High
Open RMD	8/1/2014	Michelle Stormo	High

August 1,
2014

¹ Insert more rows if needed

ORIGINAL

ORIGINAL

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: Brighton Health Advocates Inc. d/b/a Compassionate Care Clinics

Application # (if more than one): _____

Attach sliding price scale.

Financial Hardship Sliding Scale
7.12 Attachment

Access to medicine by all patients is among our highest priorities. The following initial sliding scale will be instituted for the first six (6) months of operation. At which point, a review will be presented to the Executive Management Team to assess CCC's financial ability to expand the scale in include patients at higher income level (400% of Federal Poverty Level) and also to increase amounts of Free medicine and/or medicine eligible for additional discounts. The following hardship provisions will be available per rolling 30-day period.

	Federal Poverty Level: 30-day Benefits		
	<100%	101% - 200%	201% - 300%
Free Medicine up to	2 ounces	1.5 ounces	1 ounce
Additional Medicine Discount Rate	50%	35%	20%
Additional Discounted Medicine Limits (applies to medicine ordered after Free amount)	4 ounces	3 ounces	2 ounces
Equipment / Implements for use	CCC Cost +10%		
Lock Boxes (Secure, portable safes) All Patients	CCC Cost +10%		