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

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

Corporation Name: Coastal Compassion, Inc.

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

	Name	Role within the Corporation
1	Timothy Ryan Keogh	Executive Director, Board Member
2		
3		
4		
5		

**APPLICATION RESPONSE FORM COVER PAGE**

Make this the first page of your response

**Corporation**

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

**Website URL (if applicable):** [www.coastalcompassion.org]

**Address:**

[36 N Water Street]

[Unit 2]

**City:** [New Bedford] **State:** [MA] **Zip:** [02740]

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

**First Name:** [Timothy] **Last Name:** [Keogh]

**FEIN:** [463397060]

**Contact Person**

**First Name:** [Timothy] **Last Name:** [Keogh]

**Title:** [Executive Director]

**Telephone:** (508) 971-9768 **FAX:** ( ) - **E-Mail:** [tim@coastalcompassion.org]

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

[Same as above.]

[ ]

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

**Authorized Signature**

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

**Background Check Authorization**

The Department will conduct a background check on:

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

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

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

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

**Application Fee**

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


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

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

**Required Signatures**

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

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

  
Name: Timothy Keogh  
Title: Executive Director

11/20/13  
Date

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

  
Name: Timothy Keogh  
Title: Executive Director

11/20/13  
Date

**APPLICATION RESPONSE FORM**

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

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

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

Enter text here: example text limit 1,250 characters

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

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

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

**Definitions**

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

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

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

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

**Questions**

**1. Applicant's Corporate Background**

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

[Legal Name: Coastal Compassion, Inc.  
Incorporated: August 13, 2013 in the Commonwealth of MA]

1.2 Describe the organization's mission and vision.

[References to offering wellness services have been removed from this statement since Phase 1.

Mission

Coastal Compassion, Inc. (CCI) will successfully operate a RMD in MA that provides qualifying MA patients with safe, dignified and secure access to medical-grade cannabis. We will use the diverse backgrounds and experience of our highly skilled team in education, cultivation, nonprofit operations, and compliance to manage all aspects of this program with our patients' needs in mind. We will use a patient-centric approach in operating a state-of-the-art dispensary and cultivation center. We will adhere to a code of excellence in all policies and procedures when interacting with and educating our patients, and to growing, processing, manufacturing and handling our superior product. We will adhere to all state laws and regulations.

Vision

CCI will provide superior medical-grade cannabis to relieve debilitating pain for residents of MA's South Coast. We will build on our deep local ties, involvement in the broader medical marijuana industry, and unparalleled expertise to use the very best state and national practices in safe, regulated dispensary operations to meet the unique needs of our patients.]

- 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.

[The members of the Coastal Compassion, Inc. Board of Directors have not changed since the Phase I application. However, after evaluating the needs of the organization, the board has elected new officers. Specifically, Aaron P. Hussey has been elected President/Chair, JoAnne Leppanen has been elected Vice President/Vice Chair, and Shanon St. Pierre has been elected Treasurer and designated all members as Directors.

We have filed a "restatement" of our articles organization pursuant to G.L., Ch. 180, Section 7, to clarify that the corporation will have five directors, and to identify them and the current officers. The reason

for this restatement is that in the articles of organization as originally filed, it was not clear that the persons designated as officers were also directors. The filing also reflects that the street address of our principal office has also changed.

Although the "restatement" is not technically an "amendment," a copy is attached as Exhibit 1.7.]

Amended articles of organization attached as exhibit 1.7

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

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

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

List of references attached as exhibit 1.9

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

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

List of Executive Management Team attached as exhibit 2.1

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

[**Timothy Keogh (Executive Director)** has over 15 years of experience in designing, building, and operating mixed-use waterfront developments throughout the US and Caribbean. Mr. Keogh's business management and operations focus has been on marinas and water access facilities. His experience includes management of destination mega-yacht marinas and oversight of the largest marina in the Caribbean basin Marina Puerto Del Rey in Puerto Rico. As General Manager, Mr. Keogh was been responsible for creating and monitoring budgets, establishing and implementing financial controls, general administration of the operation, maintenance, customer service and human resources. He had direct oversight of over 20 employees and ensured compliance with local, state, and federal regulations for safe work practices and environmental protection. In 2010, Mr. Keogh started his own consulting business providing operations and management solutions for new large-scale waterfront developments and improving existing marina operations throughout North America and the Caribbean. Tim worked closely with clients to design site specific management solutions for new developments in emerging markets and existing operations.. In 2011, Mr. Keogh began working with a network of Caregivers in Rhode Island's Medical Marijuana Program to implement business processes and MMJ Industry best practices into the cottage-industry operation. Mr. Keogh brought his knowledge of business operations and management to this fragmented industry and successfully improved the daily operations of a cultivation center, streamlined the ordering and delivery service programs, and improved patient educational materials. The passion for providing safe access to patients combined with his experience in

business is what differentiates CCI's Executive Director from other RMD applicants. Mr. Keogh will parlay his proven skills to design, develop and implement strategic plans for CCI in a cost-effective and time-efficient manner. Mr. Keogh will also be responsible for the day-to-day operations of CCI, including managing committees and staff, maintaining compliance with State & local regulations and implementing policies & procedures in collaboration with the board for the future of CCI.

**Darrolyn McCarroll, MD (Medical Director)** has successfully operated health clinics, her own private practice, and sat on the Board of Directors for several non-profits over the last 30 years of her medical career. Dr. McCarroll was the Medical Director of an AIDS Clinic, which then had many social barriers to overcome that shaped her career and approach to the practice of medicine.

Dr. McCarroll has set up 3 new Suboxone Clinics in Dudley, Walpole, and Fall River, where she oversaw facility Physicians, Nurse Practitioners, and Counselors at each facility. She was active in designing each facility, organizing the administration, and establishing relationships with rehabilitation facilities, area hospitals, and support groups (AA, NA, Spectrum), for referrals.

Dr. McCarroll has operated her own private practice, which had 7,500 active patients (during a 2-year period) as in-patients and outpatient. She was active in the administration of the Hospital, and sat on the Medical Records Committee. When she sold her private practice, Dr. McCarroll began consulting with Physicians setting up Medical Practices and incorporating internal medicine practices, preventative medicine and alternative therapy into existing practices. Dr. McCarroll worked with the Office Managers to establish policies and procedures for Billing, Charting, Contacts and relationship building, and looking at referral patterns.

Dr. McCarroll brings a wealth of knowledge from her consulting and private practice experience, particularly the experience in setting up new clinics, which will strategically position CCI's RMD as a model operation within the Commonwealth.

**Shanon St. Pierre (CFO)** – Mr. St. Pierre's finance expertise and business management talents are honed by more than 15 years in private banking, private equity and business consulting. Beyond his executive roles in acquisitions and investments, his career has immersed him in nearly every aspect of business development, operations and sales in commercial and residential lending and development. Mr. St. Pierre has a strong knowledge of accounting and financial regulations controlling lending products. Mr. St. Pierre has experience on executive management teams as CEO & CFO, and has management experience leading teams up to 20 FTEs. This experience ranges from private lending offices to large national banks. It is this experience, combined with the Controller, which will ensure CCI's finances are in order.

**Richard Roberts (Chief Operations Officer)** has spent 28 years with the non-profit American Red Cross Blood Services in the New England Region. Mr. Roberts has held numerous management positions within the non-profit American Red Cross in regulatory compliance, operations, employee training, distribution, and human resources. Mr. Roberts has trained and maintained performance standards for teams of over 70 employees at a time, assured compliance to FDA regulations, and successfully negotiated contracts with local unions.

In Mr. Roberts's position at Boston Scientific, (BSC), in 2007, he led the implementation of a Learning Management System, (LMS), at the 500 employee Quincy Customer Fulfillment Center, (CFC). Creating over 150 curricula to tailor learning to each individual job and/or task. Upon completion of the LMS rollout in Quincy, charged with implementing the LMS at BSC headquarters in Natick MA, to

educate over 1200 employees. Mr. Roberts's unprecedented experience in managing large teams will ensure CCI's ability to maintain compliance with the state's robust regulations for the RMD.

**Kevin Pellisier (Dispensary GM)** has been a Massachusetts resident for 28 years and currently resides in Westport. He has a B.S. in Marketing and an M.B.A with a concentration in Marketing and Sustainable Business development from the University of Massachusetts Dartmouth. Mr. Pellisier has strategic involvement on projects in consumer finance, real estate investing, construction, personal insurance, sales force management, alternative energy education, and nonprofit education and research. Mr. Pellisier is the co-founder and Director of Marketing and Strategy for Trestian, LLC and the co-director of the Educational Committee for the non-profit Civic Support.

Besides his professional experience in marketing, public relations and technology integrated business practices Mr. Pellisier has worked extensively with nonprofit groups such as Greene Room Productions, a 501(c)(3) of which he is a board a member. He has also volunteered for Destination Imagination, Operation Clean Sweep, the Jimmy Foundation, and the American Cancer Society Relay for Life. He also interned with Mass Energy Consumer Alliance in 2010. Mr. Pellisier brings a wealth of knowledge for business start-ups, strategic planning, operations management, marketing and technology integrations, which will streamline the daily operations of the RMD.

**Aaron Hussey (Cultivation GM)** managed a network of professional caregivers and cannabis cultivators in Rhode Island's Medical Marijuana program (MMP). For the last 4 years this network has established a first-class reputation in Rhode Island's MMP by offering compassionate access to consistently produced medical-grade marijuana. As part of Mr. Hussey's responsibilities he manages all caregivers throughout the network in cultivation, processing, packaging, administration, compliance, and financial controls. Mr. Hussey implemented and oversaw the first east-coast installation of MJFreeway, a seed-to-sale tracking program, for the MMP network. He has designed educational materials and incorporated technology throughout the operation to increase efficiency and decrease energy consumption, which have improved the overall operation.

Mr. Hussey has also owned his own software development company, DEGSoft, for the last 7 years. His company provides technology solutions for mid-sized companies and government contractors throughout the United States. It is Mr. Hussey's overall experience, with his focus on technology that will ensure CCI's cultivation center operates in an efficient and professional manner to provide maximum benefit to the patients of Massachusetts.]

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.

[**Timothy Keogh (Executive Director)** has assisted a network of professional caregivers in Rhode Island's Medical Marijuana program. For the last 3 years, Mr. Keogh designed and implemented policies, procedures, and best industry practices for the medical marijuana industry to improve safe, dignified access for patients. These programs include improving patient education and operational improvements for the cultivation and delivery of medical cannabis, including seed-to-sale tracking. As the Executive Director, Mr. Keogh will be applying his experience with patients and business operations to drive the overall goals of CCI.

**Shanon St. Pierre (CFO)** – No healthcare experience



**Richard Roberts (Chief Operations Officer)** – No healthcare experience

**Darrolyn McCarroll, MD (Medical Director)** has practiced medicine for 30 years, and practiced in Massachusetts for more than 20 years. Dr. McCarroll attended medical school at University of Medicine and Dentistry of New Jersey New Jersey Medical School and graduated in 1983. She had additional Internal Medicine training at UMDNJ, Robert Wood Johnson Medical School. She served for 4 years as a noncommissioned officer in the National Health Service where she served patients in medically underserved areas in NW Pennsylvania. Upon discharge from service, she was among a cadre of eager, compassionate physicians who came to MA to form an affiliated group practice (now called Medical Home Practices). Staying true to her goal of providing compassionate care, Dr. McCarroll's practice gained a reputation for high patient satisfaction and was consistently awarded the Blue Ribbon for performance. After spending 17 years as an elected member of Franklin's Board of Health, she received a special citation from the State House for dedicated and sustained service to the town. Dr. McCarroll has set up three Suboxone clinics in Massachusetts over the last 5 years. In 2009, Dr. McCarroll left private practice to study alternative and complementary medicine, also expanding her experience in and knowledge of Addiction Medicine, chronic disease evaluation, practice management and medical research. Dr. McCarroll brings a wealth of experience from the healthcare industry and as Medical Director will complement the patient-centric mission of CCI's RMD.

**Aaron Hussey (Cultivation GM)** has led a network of professional caregivers and cannabis cultivators in Rhode Island's Medical Marijuana program (MMP). For the last 4 years, this network established a first-class reputation in Rhode Island's MMP by offering compassionate access to consistently produced medical-grade marijuana. The Caregiver Network provides safe, dignified access to licensed patients. To protect patient confidentiality as required by HIPPA, Mr. Hussey implemented and oversaw the first east coast installation of MJ Freeway, a seed-to-sale tracking program, for the network. This experience in Rhode Island will benefit CCI's medical marijuana cultivation and strain selection based on patient feedback along with regional and global trends.

**Kevin Pellisier (Dispensary GM)** has been a caregiver in Rhode Island's medical marijuana program for over 3 years. Mr. Pellisier has been involved in patient education, research and development of illness-specific marijuana strains, and the production of marijuana infused products. Mr. Pellisier will help coordinate patient educational resources and will collaborate with the marijuana infused product division of CCI's RMD to ensure patient's needs are met with compassion and professionalism.]

- 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.

[**Timothy Keogh**, our Executive Director, has successfully operated marinas and boatyards with annual revenues ranging from \$300,000 to \$7.5 million dollars for the last 15 years. These operations included oversight of major capital expenditures ranging from \$25,000 to \$3 Millions dollars and new waterfront developments with budgets over \$40 Million. These multi-faceted operations included management of up to 20 staff members, exceptional levels of customer services, maintenance of facilities in harsh environment and compliance with strict regulatory controls from environmental agencies, public safety officials, and other government agencies. This experience, combined with an active role in the Medical Marijuana Industry, uniquely positions Mr. Keogh to oversee the operation of the RMD as Executive Director. Mr. Keogh will leverage his experience in team leadership and financial controls to design develop and implement strategic plans for Coastal Compassion with cost and time-efficiencies. Mr. Keogh will also be responsible

for the day-to-day operations of Coastal Compassion, including managing committees and staff and developing business plans in collaboration with the board for the safe and productive future of Coastal Compassion, its patients and neighbors.

Our CFO, **Shanon St. Pierre**, will be responsible for the financial management and oversight of the organization in combination with Ortrando, Porcaro & Associates, Ltd., an accounting firm with non-profit dispensary experience in Rhode Island.

Mr. St. Pierre has spent over 15 years in the Real Estate Lending industry, involved in every aspect of commercial, residential and private lending. He has managed private real estate funds, originated and serviced loans at Bank of America and other institutions, and successfully directed the operations of a start-up mortgage firm. His particular expertise is creating and managing strategic relationships. He has directed and trained staff, developed key partnerships and maintained client and investor relationships.

As the CEO of Emerald Ocean Capital, Inc. (EOC), Mr. St. Pierre is responsible for the financial reporting, investment analysis, risk assessments, and all other aspects of accounting, investor relations, and human resources. EOC is a \$75 million dollar private equity firm that invests in alternative investments such as life sciences, healthcare, and real estate.

As founder & CFO of Pleasant Bay Capital (PBC), Mr. St. Pierre manages all aspects of financial control including financial reporting & analysis, business case creation, budgeting / forecasting, expense management and strategic vendor evaluations. PBC is a private lending fund that originates more than \$25 Million in loans for residential and commercial properties.

As Co-Founder and Managing Partner at The Monomoy Group Mr. St. Pierre was responsible for the day to day operations of the company including financial reporting, investment analysis, underwriting, and developing investor and strategic relationships. Mr. St. Pierre managed a \$200 Million dollar warehouse line of credit for loan origination. CCI will contract with Ortrando, Porcaro & Associates, Ltd., led by Gregory Porcaro, its principal in charge of all tax, business valuation, and business consulting services. The firm's expertise includes accounting and consulting for non-profits, LLCs, business valuations, and all aspects of tax planning. In 2008, Gregory Porcaro was named as one of the top fifty IRS practitioners in the country. His experience includes being the CPA of record, providing all manner of accounting and tax planning services, for the largest Medical Marijuana Dispensary in Rhode Island, The Thomas C. Slater Center, a non-profit organization. CCI will leverage Ortrando, Porcaro & Associates, Ltd's experience in Rhode Island's non-profit structure, with our CFO, to oversee the financial management of CCI's RMD.

**Darrolyn McCarroll, MD (Medical Director)** has successfully operated her own private practice, which serviced up to 7,500 active patients and she recently set up three Suboxone Clinics in Massachusetts. While working with the Suboxone Clinics, Dr. McCarroll managed a \$1 Million dollar budget for staff salaries and a \$300,000 supplies budget. Dr. McCarroll will leverage her experience in starting new clinics, including facility design, clinic administration, budgeting and staff training, to maximize the success of CCI's RMD.

**Richard Roberts (Chief Operations Officer)** has spent 28 years working with the non-profit American Red Cross Blood Services in the New England Region. Mr. Roberts has held numerous management positions for the Red Cross in the areas of regulatory compliance, operations, employee training, distribution, and human resources. Mr. Roberts has trained and maintained performance standards for large teams, assured compliance to FDA regulations, and successfully negotiated contracts with local unions.

As Operations Manager at Red Cross Mr. Roberts oversaw a production lab with 70+ employees, including supervisors, technicians, lab assistants, and support personnel and the 35+ employees of the distribution department. The production lab was a 24/7 operation, which received, processed, labeled and released over 350,000 units of blood each year. The distribution department, also a 24/7 operation, distributed over 700,000 blood components each year, supplying virtually all of New England's hospitals and dialysis centers with blood needed to meet their demands. Revenues for the American Red Cross Northeast Region totaled over 100 million dollars per year.

Mr. Roberts also played a key role in the design and build out of the distribution department when 5 smaller sites were consolidated at the new headquarters in Dedham MA. In 2004, due to additional consolidation, Mr. Roberts was a key player on a team charged with a \$12 million dollar renovation and expansion of the production lab and distribution departments at the Dedham Headquarters of the Northeast Region ARC.

**Kevin Pellisier (Dispensary GM)** has worked with a several of start-ups and non-profit organizations to improve their marketing outreach and organizational efficiency through technology integration and applied strategies. At Consumer United, a Forbes' fastest-500 growing companies, Mr. Pellisier managed a \$800,000 marketing budget, expanding the company from 3 to 35 FTEs. Consumer United now has 300 employees, and is a leading online insurance provider. The success rises from the organizational foundation Mr. Pellisier helped establish in the start-up of Consumer United. Mr. Pellisier currently sits on the board of several 501C3 non-profits and is the co-director of the Educational Committee for Civic Support, a New Bedford based non-profit that generates \$50,000 in annual revenue providing marketing support and business expertise to other non-profits. Mr. Pellisier's for profit venture, Trestian, LLC, provides technology and business operations consulting to small and medium sized businesses with projected annual revenue of \$100,000, and has grown by 20% since 2012. Mr. Pellisier brings a wealth of knowledge in business start-ups, human resources, strategic planning, operations management, marketing and technology integrations, which will streamline the daily operations of the RMD.

**Aaron Hussey (Cultivation GM)** has led a network of professional caregivers and cannabis cultivators in Rhode Island's Medical Marijuana program (MMP). For the last 4 years this network has established a first-class reputation in Rhode Island's MMP by offering compassionate access to consistently produced medical-grade marijuana. The Caregiver network provides safe, dignified access to licensed patients. To protect patient confidentiality as required by HIPPA, Mr. Hussey implemented and oversaw the first east coast installation of MJFreeway, a seed-to-sale tracking program, for the MMP network. This experience in Rhode Island that will benefit CCI's medical marijuana cultivation and strain selection based on patient feedback and regional and global trends. For the last 7 years Mr. Hussey has owned his own Software consulting service.]

- 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.

[**Mr. Timothy Keogh (ED)** – CCI's executive management team, led by Executive Director Tim Keogh, has begun drafting both its internal accounting policies and internal control framework under the guidelines of the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The internal accounting policies will be drafted by CCI's controller and reviewed, revised and monitored by an external, independent financial consultant to be determined by CCI shortly. The independent financial consultant will have significant experience with COSO. CCI will implement the internal

accounting policies and internal control framework such that CCI may potentially comply with Section 404 of the Sarbanes Oxley Act, although it is under no obligation to do so.

An example of a financial corrective measure highlights Mr. Keogh's involvement with management transition for an existing marina (the "Organization"). The Organization's management team, with the exception of Mr. Keogh, had extremely limited experience, with internal control issues. During the management transition, the on-site management team did not initially inform Mr. Keogh that the local office personnel at the marina collected cash from the Organization's customers but would not remit the cash to the Organization. Instead, the local office personnel held the cash and utilized it for marketing and general operating purposes for their marina. When the Mr. Keogh became aware of this practice, he immediately responded by implementing the following internal control implementation guidelines.

1. All cash, checks and other deposits related to the Organization will be collected as received and deposited into the local bank account controlled by the Organization's headquarters personnel, not the local office personnel. The local office personnel structure will also be revised to include appropriate segregation of duties so the personnel collecting the cash and checks would not be the same personnel depositing the cash and checks. This significantly mitigated the threat of theft and protected the Organization's assets.
2. All proposed expenditures for the Organization must be submitted for approval by the Organization's headquarters personnel. The Organization's headquarters personnel would be the personnel actually submitting for payment any expenditure. No personnel at the local-level will have check writing, or debit or credit banking authorities.
3. A bookkeeper at the Organization's headquarters will complete all accounting and specifically the bank reconciliations for the Organization. No local member of the Organization will have access to the accounting files.

**Shanon St. Pierre (CFO)** – While at The Monomoy Group, Shanon (CFO) was responsible for overseeing the acquisition of two existing mortgage businesses. After acquiring the business and conducting an internal compliance audit, Shanon discovered several loans were out of compliance with Fannie Mae lending guidelines. If the non-compliant loan files were not identified by Shanon and his staff the resulting corrective actions would have imposed steep fines or loss of Broker/Lenders licenses. Once corrected, Shanon took the lead on the establishing the internal controls for reviewing loans to maintain compliance and made the necessary changes to the process for the new offices.

**Richard Roberts (Chief Operations Officer)** – When Richard Roberts was hired at Boston Scientific Corporation (BSC), the company was working under a Corporate Warning Letter from the FDA due to a number of violations, including 8 training-related violations (483s) at the 500-employee Quincy Customer Fulfillment Center (CFC). Because of these violations BSC was unable to bring any new products to market for over 3 years costing the company tens of millions of dollars. After Mr. Roberts implemented the Learning Management System, (LMS), the CFC was re-inspected by the FDA. Mr. Roberts was responsible for all training related audit queries and personally addressed the prior violations, as well as explaining remedies taken to address FDA concerns.

The resulting inspection/audit assured the FDA that all prior violations, including the 8 training related 483's, had been remedied. The successful conclusion of this inspection led to the lifting of the Corporate Warning Letter, which allowed the company to begin releasing new products to market, directly improving the financial performance of BSC.

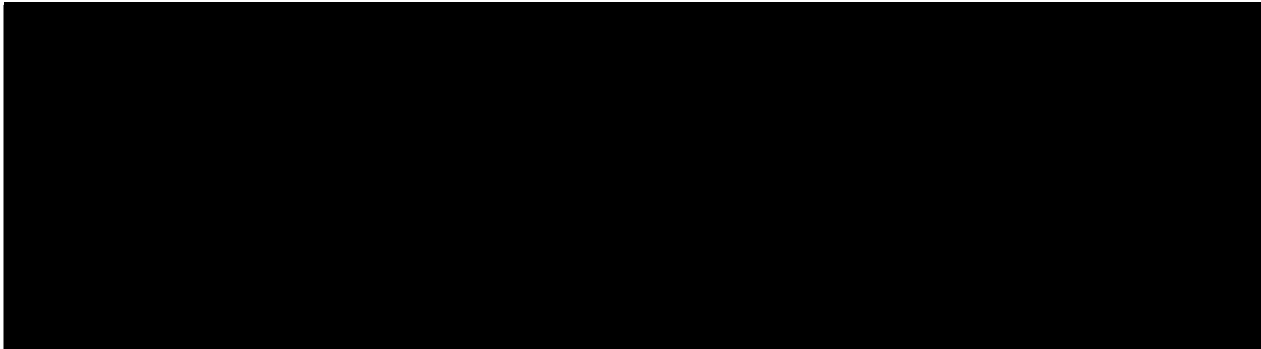
**Darrolyn McCarroll, MD (Medical Director)** – no relevant experience

**Aaron Hussey (Cultivation GM)** – no relevant experience

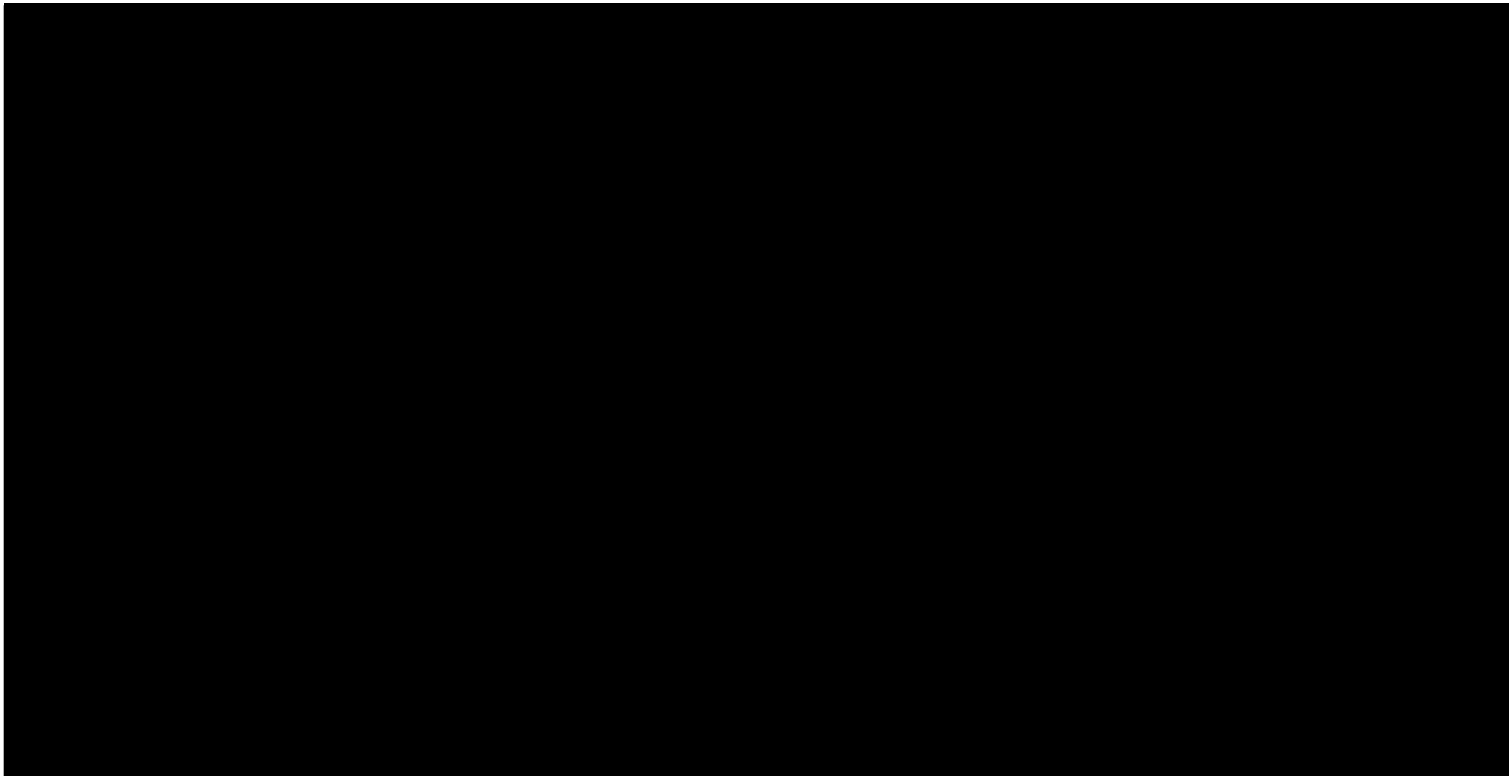
**Kevin Pellisier (Dispensary GM)** – no relevant experience]

**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.

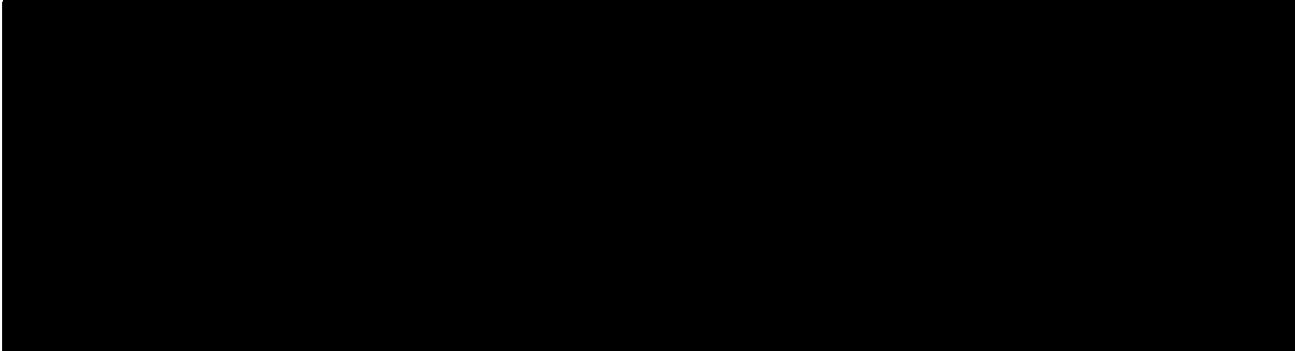


3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board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

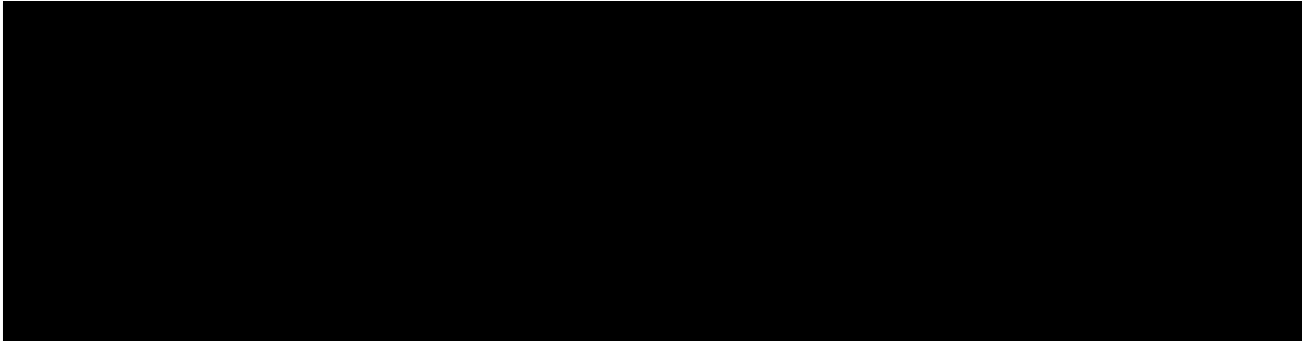




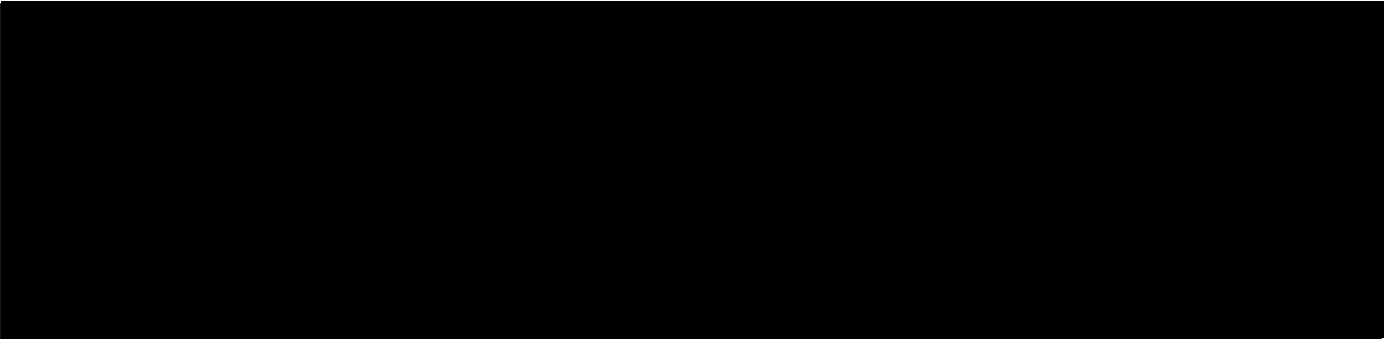
3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but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

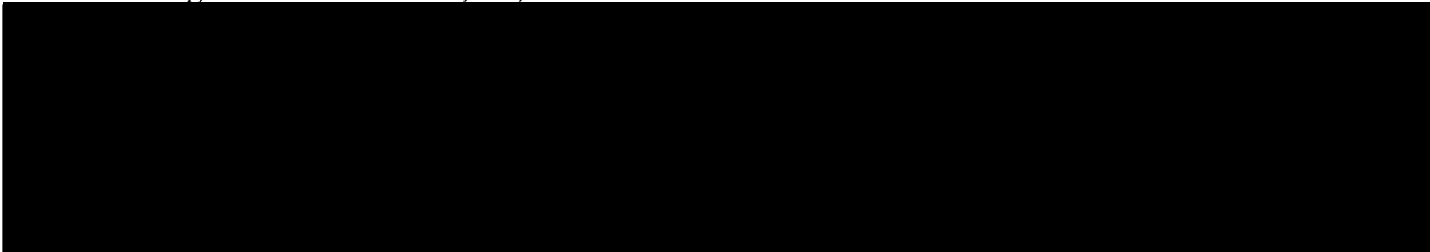
Proof of liquid funds in an account in the name of the corporation or, if applicable, in an account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, plus the Letter of Commitment attached as exhibit 4.1

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

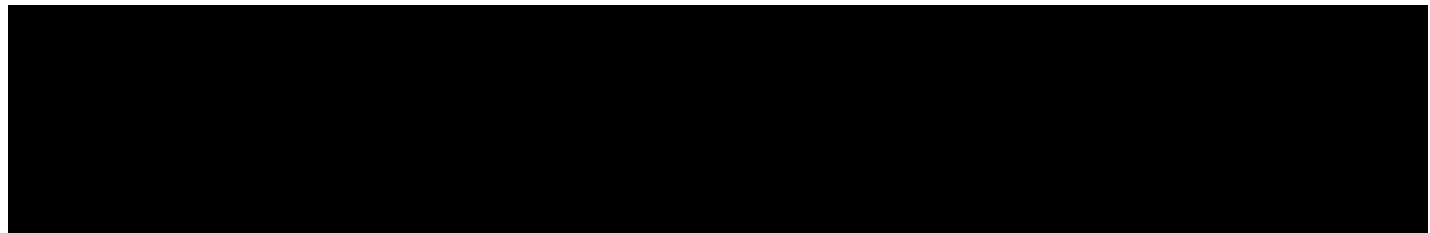
4.3 Provide a narrative summary of projected capital expenses to build out both the proposed dispensary and cultivation or processing facilities, and attach a copy of the proposed capital budget.

[Planning and development costs for the CCI dispensary and cultivation/processing facility include architectural design fees of \$15,000 for an experienced architectural firm. Both the dispensary and cultivation properties have Phase 1 EPA certifications and are clean. Permitting and related expenses for the buildings are estimated at \$3,500, and we estimate the DPH Architectural Review fee will be \$7,419.



We will provide site cleanup and preparation for the mill space, including sandblasting, removing all loose debris, and painting the interior space, budgeting \$16,000 for this expense.

This dispensary will be located in a former bank building (4,086 square feet). The build-out of the dispensary, including all painting and finishes, will cost approximately \$204,300 (\$50 per square foot).



The security access control and monitoring system will cost approximately \$95,000 for both locations.

Phase one cultivation equipment includes lighting, irrigation, monitoring and automation, grow tables and related tools and supplies. We will also install a monitoring and automation system that can send alerts to center personnel and take automated corrective action based on alert conditions. This system

will cost \$30,000 to install. HVAC units for the dispensary and grow rooms will cost approximately \$100,000. Capital expenses for processing are estimated at \$45,000 and include purchase of harvesting, drying, curing, and packaging equipment and supplies.

Our facility will feature a commercial-grade kitchen within the manufacturing and processing area. Capital expenses for the kitchen, which will include CO2 extraction equipment for making infused products, are estimated at \$120,000.

Other equipment costs include the purchase of a delivery vehicle (\$25,000), furnishings, safes, and computers (\$25,000).

Our total budget for the build-out and related development and implementation work is \$1,488,719. With our planning and development budget at \$44,419, our build-out is budgeted at \$899,300, and our equipment at \$545,000.]

Capital expenses attached as exhibit 4.3

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

[The first year operating budget for CCI is for the period starting September 1, 2014 and ending August 31, 2015.

Working with our operations consulting team at 4Front Advisors, we project revenue for CCI using data from the development of other markets with similar approved medical conditions. We expect the MA patient interest to be strong, with statewide registered patients growing to approximately 60,799 (0.91% of the population) by the end of our first year of operations (8/31/2015). To determine how many of these patients our dispensary can expect, we analyzed distances, traffic patterns, potential for dispensaries in nearby cities, and other factors, to define a service area of a 15-minute drive time radius around our location in New Bedford. Of the 221,461 people within this radius, we expect 2,026 to become patients by the end of our first year of operations. We expect that in our first month of serving patients, we will average 22 patients per day, increasing to 229 patients per day by the last month of our first year.

Using an initial average retail price of flowers of \$350 per ounce, before applying discounts from the Compassion Program, an average transaction value of \$75, and average consumption of 0.70 grams per patient per day, we estimate 48,253 patient visits in our first year of operations, resulting in \$3,307,288 of net revenue. We expect gross revenue of \$3,706,211, with discounts for reduced cost and free medicine through our Compassion Program totaling \$398,923, 11.5% of medicine retail sales.

In year one of operations, we expect sales of non-flowers, such as edible marijuana infused products (MIPs), tinctures, and oils, to comprise 10-20% of overall sales. However, as the patient community becomes educated on the health benefits and availability of alternative methods of administering the medicine, we expect this category of sales to approach up to 50% of sales, as reported by operators in other legal markets who have seen this recent trend emerge over the last few years. We also will offer other supplies, such as vaporizers that facilitate medical use without burning by-products; until our educational efforts promote new patient practices, we expect these items will comprise approximately 2% of sales.

We will maintain 30-day inventory levels on hand; if we exceed this level, we will sell excess inventory through the wholesale markets to the dispensaries in critical need of supply, in compliance with 725.105(B)(2)(c). Our financial projections assume that a small wholesale market will exist, generating



\$173,504, or 5.2% of net revenue in our first year of operations. We do not anticipate purchasing medicine on the wholesale market.

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

Our Executive Management Team provides strategic oversight and management of our operation and will be increasingly important as our dispensary grows. In the dispensary's infancy the full time equivalency of our executive management team will be less, but as the operation grows, some team member's roles will be increasingly important to manage the complexities of a larger operation.

The phase one build-out of our cultivation facility will cover approximately 15,000 square foot and will provide enough capacity to support demand for our first 2-3 years of operations. Utilities for our cultivation operation, estimated at \$115,800 in our first year, reflect the energy-intensive nature of medicine production. Other cost of goods sold (COGS) consist of:

- packaging (\$34,634)
- third-party quality testing (\$13,854)
- rent (\$78,000), and
- production costs, such as nutrients (\$42,555), that are not included elsewhere in the budget.

In our first year of operations, we expect our cost to grow medicine at approximately \$1,183 per pound, decreasing slightly to \$1,130 per pound in our second year as we start leveraging our fixed costs, experience, and economies of scale.

For the dispensary-portion of our operation, the largest general and administrative expenses include:

- rent expense (\$54,000)
- professional services (\$40,000)
- security monitoring and services (\$33,000)
- general liability insurance (\$28,862),
- transportation/automotive (\$25,000)
- sanitation and janitorial (\$23,835), and
- utilities (\$15,918).

We expect advertising and marketing expenses to be roughly 2.0% of revenue during our first year of operations. In later years, we expect these expenses to decline as a percentage of revenue as sales grow. Any advertising will comply with the requirements of 725.105(L) and serve to educate the local community on legal access for qualified patients.

We will contribute to charitable activities that support the local community and patient advocacy groups. In our initial year of operations, we have budgeted \$36,000, or 1.1% of revenue toward these contributions.

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

Year-one operating budget attached as exhibit 4.4

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

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

To estimate the patient need and potential use of our dispensary, we have worked with the consulting firm 4Front Advisors to exhaustively analyze the regulatory environment and demographic information in MA as well as precedents in comparable markets. From these analyses, we project the number of registered patients in the state to approach 2.0% percent of the population within the first five years of state dispensary operations, with 60,799 (0.91%) patients by the end of our first year of operations (8/31/2015), 90,656 (1.36%) by the end of year two, and 110,185 (1.66%) by the end of year three.

We have also worked with 4Front Advisors to define our potential service to analyze its population and demographic information in creating our revenue projections. We defined our likely service area as a 15-minute drive-time radius around our location in New Bedford; we will revisit this assumption once DPH awards certificates of registration. With 221,461 people living within this radius, we expect patients using our dispensary to number 2,026 by the end of our first year of operations, 3,021 patients by the end of our second year, and 3,672 by the end of our third year.

To determine our revenue projections, we assumed an average transaction value of \$75, average consumption per patient of 0.70 grams per day, and an average price of medicine of \$350 per ounce, before applying discounts from our Compassion Program, which we expect to reduce gross retail sales of medicine by approximately 11.5% per year. Our pricing will be set at or above the midpoint of the scale to discourage diversion, and because of the higher quality of medicine that we will produce. We conservatively project a 7% annual decline in price for the first four years of operations to account for cost savings from economies of scale that we can pass through to our patients; however, we will actively monitor our pricing to discourage diversion.

Our net revenue projections for the first three years of operations, starting from the first day CCI opens its doors to registered qualifying patients, are \$3,307,288, \$6,924,883, and \$8,111,519, respectively. This 109% revenue growth rate from year one to year two reflects our assumption that the medical marijuana program will be welcomed by patients within our service area. In our third year, we expect year-over-year revenue growth to be approximately 17%.

We are well prepared to handle this growth with a strong executive management team and partnerships with leading industry consultants. We anticipate that our FTE in staffing will grow from an average of 24 during our first year of operations to 40 in our second year and 49 in our third year. A strong foundation in training is vital to our success in building a highly effective organization. Thus, we have an operations reference set to guide virtually every aspect of daily operations for each department. These

documents are the most comprehensive set of training and operational procedures in the dispensary industry, developed over the course of four years by Harborside Health Center, CannBe, and 4Front Advisors. Featuring more than 45 distinct documents totaling more than 1,200 pages of detailed information, the operations reference set provides an unmatched foundation for training, and includes purchasing, processing and storage, information technology, dispensing procedures, bookkeeping and banking, security, and emergency procedures.

In addition to our comprehensive approach to screening and managing staff, we have a phased approach to cultivation to meet the increased demand of our growing patient base, maintain high capacity utilization of our equipment, and optimize cash flow. Our cultivation facility build-out has a modular approach, enabling grow equipment to be added as demand increases.

We target 30 days of inventory on hand, and projected inventory at the end of our first three fiscal years of 62 pounds, 71 pounds, and 78 pounds. As we grow into our cultivation facility, we project utilization of our total available space to be 33%, 60%, and 73% for the first three years of operations. We have budgeted for a phase one build-out, and we plan to expand our cultivation operation to grow with demand. Our financial projections are shown in Exhibit 4.5 using generally accepted accounting principles (GAAP) and therefore do not include these capital expenditures and leasehold improvements, although these line items are shown in our first year in Exhibit 4.4.

Our cost of goods sold (COGS) primarily consists of salaries and benefits of our cultivation team, rent expense, nutrients, and utilities. After conducting a bottom-up analysis of staffing and resource requirements, we expect that our total production costs per pound for the first three years of operations will be \$1,183, \$1,130, and \$1,111, decreasing as we start to leverage our fixed assets and economies of scale. We project our cultivation teams' salaries and benefits to be \$562,635, \$1,029,418, and \$1,296,250 in our first three years, and other production costs to be \$453,901, \$738,424, and \$844,957. In our projections, COGS represents 33% of revenue in our first year and then normalizes to approximately 28% of revenue in years two and three.

We assume that a small wholesale market will exist to serve dispensaries in critical need of supply, in compliance with 725.105(B)(2)(c). We project wholesale sales of medicine to be 5.2%, 2.8%, and 0.7% of revenue in our first three years. We do not anticipate purchasing medicine on the wholesale market.

Our dispensary-related expenses largely consist of salaries and benefits, representing 28.5% of revenue in our first year of operations, 23.6% in our second year, and 24.7% in our third year. Other general and administrative expenses represent approximately 14% of revenue each year. The largest expenses within this category are legal and accounting services, rent, security monitoring and services, consulting fees, sanitation and janitorial, utilities, printing and reproduction, insurance, and transportation expenses. Some of these costs, such as sanitation and janitorial, will remain relatively constant as our organization grows; other expenses, such as insurance, will grow in line with revenue.

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

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

We will contribute to charitable activities that support the local community or advocate for patient access. As our operation becomes cash-flow positive, we will provide additional support, as a percentage of revenue, to these non-profits, with expected expenses for this category at 1.1% of revenue in our first year, 2.9% in our second year, and 3.3% in our third year.

In our financial projections, we have taken a conservative approach in assuming compliance with IRS Code Section 280E. This interpretation of the IRS Code is being actively reconsidered, and we will monitor changes in the IRS's treatment of medical marijuana dispensaries. In our projections, we have assumed that a portion of our gross surplus will be nondeductible, resulting in our reserve for income taxes at 14.1% of net revenue in our first year, and approximately 15% of net revenue in years two and three.]

Three-year projections attached as exhibit 4.5

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

[CCI will obtain and maintain general liability insurance coverage for no less than \$1M per occurrence and \$2M in aggregate, annually, and product liability insurance coverage for no less than \$1M per occurrence and \$2M in aggregate, annually (except when an RMD documents an inability to obtain minimum liability insurance coverage), with the deductible for such a liability policy no higher than \$5K per occurrence.

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

## 5. Location and Physical Structure

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

[The physical address for the proposed CCI dispensary site is 1214 Kempton St. New Bedford, Massachusetts, 02740.]

Evidence of interest attached as exhibit 5.1

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

[The physical address for the proposed CCI cultivation site is 91 Cove Street, New Bedford, Massachusetts, 02744.]

Evidence of interest attached as exhibit 5.2

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

[The physical address for the proposed CCI processing site is 91 Cove Street, New Bedford, Massachusetts, 02744.]

Evidence of interest attached as exhibit 5.3

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

[Coastal Compassion (CC) has demonstrated its commitment to partnering with the greater New Bedford community over the past several months and will continue to not only maintain existing relationships but build new ones with key stakeholders and the community.

Four of the five members of the Board of Directors have strong local ties and roots in the New Bedford community. They have been working hard to reach out to their established network and created new relationships within the community.

In August of 2013, CCI leased an office in downtown New Bedford to establish a base for the outreach to and education of patients, residents, business owners, elected & appointed officials, public safety officers, and community stakeholders. The office has regular hours and has proven to be an effective outreach program.

CCI has also put great effort into attending community association meetings. For the last 3 months, CCI representatives attended all Bullard Street Neighborhood Association and the Cove Street Homeowners Association meetings. At these meetings, residents, business owners, and public safety officials discuss problems within their area of the City, plan community events, and host elected officials for presentations. Before, during, and after the meetings, CCI representatives have answered questions and concerns about the RMD and medical marijuana. Where invited, CCI has made presentations to the association. Besides discussing medical marijuana and an RMD, these meetings have educated CCI about the issues affecting New Bedford.

CCI representatives have regularly participated in Operation Clean Sweep, an all-volunteer anti-litter campaign formed in early 2006 from concern for growing trash and litter throughout New Bedford. Its mission is to raise awareness and educate people about negative effects of litter and trash on our environment. The Operation's vision is to improve the community environment now and for generations to come. Operation Clean Sweep organizes cleanups throughout the city from April – September. In August and September, CCI brought 10 volunteers to the efforts of OCS in cleaning the streets of New Bedford. During these events, CCI worked side-by-side with the community, including patients,

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

students, residents, elected officials, and Assistant District Attorneys. This interaction sparked genuine conversation about the topics of medical marijuana, the RMD, and issues affecting the City of New Bedford.

CCI representatives have actively supported local non-profits. In September, several members of the CCI team participated in the Schwartz Center for Children's 25th Annual walk, raising over \$100,000.00 to support children with disabilities.

CCI has been readily available to the local paper, The Standard Times, and has been commended by its staff for transparency and candor about the application process. CCI has been invited to meet with the editorial board on November 26th, 2013 to discuss our team, our plans, and what an RMD will mean for New Bedford.

CCI has met extensively with City leadership to gain support for our RMD, including City Chief of Police, David A. Provencher; City Health Department Director, Dr. Brenda Weis; City Assessing Department Tax Title Attorney, Blair Bailey; State Representatives Antonio F.D. Cabral, Robert M. Koczera and Christopher M. Markey; City Councilor At-Large John Saunders, and City Councilors Jane Gonsalves, Henry Bosquet and Steve Martins. These stakeholders asked valuable questions about our intentions, and have helped us improve our plans.

From these discussions we have written support from two City Council members, who voted 10-1 against a Moratorium and have vocally supported an RMD in the City. Ward 6 Councilor Joseph Lopes, who was the lone vote for the Moratorium, provided a letter of support to CCI for the RMD in New Bedford. CCI starting working closely with Mr. Lopes to educate him on the benefits of an RMD. Mr. Lopes took the time to educate himself, and the opportunity to visit the CCI team in Rhode Island, and has become a strong supporter of an RMD in the City.

We met with the Mayor of New Bedford and his appointed staff, including the Police Chief and Health Department Director, to solicit and incorporate their feedback. The Mayor & Health Department Director joined us for a tour of a medical marijuana Compassion Center in Rhode Island which we arranged through our network of professional contacts. While the Mayor has recently raised questions about locating a dispensary in New Bedford (but not a cultivation or processing center), we feel that we have addressed most of his substantive concerns.

The position of Mayor Mitchell on locating a medical marijuana dispensary in New Bedford, as expressed in a letter to the Commissioner of DPH, is not the official position of the City of New Bedford nor the position of the City Council. The people of New Bedford voted in favor of legalizing medical marijuana in the Commonwealth with the understanding that New Bedford might host facilities within the city limits.

The New Bedford City Council supports the possibility of locating a Registered Marijuana Dispensary and cultivation operations in the City of New Bedford, without specifically endorsing any particular applicant. On Tuesday, November 19<sup>th</sup>, all 11 members of the City Council signed a letter of unanimous support for all RMD activities (Cultivation, Processing, and Dispensing).

We have regularly attended City Council meetings, community association meetings, and hosted regular office hours to meet with elected officials and community stakeholders at our offices in downtown New Bedford. We have been invited to present to the Committee on Appointments and Briefings at City Hall, and will continue to secure support throughout the application process.]

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

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

Summary chart attached as exhibit 5.5

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

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

The proposed RMD is located at 1214 Kempton Street in the city of New Bedford and will be used solely for dispensary. The proposed off-site cultivation facility is located at 91 Cove Street in the city of New Bedford. The 13,318 square foot dispensary and approximately 37,000 square foot off-site cultivation facility are both located more than 500 feet from a school, daycare center, or any facility in which children commonly congregate, as required by state law.

CCI has completed a review of the applicable Zoning Ordinance and site-specific features in order to determine the suitability of the Kempton Street site for the proposed RMD facility. The subject property is located in a Mixed Use Business District (MUD) which allows a number of commercial uses either by right or through a Special Permit, including nearby pharmacies, banks, a grocery store, and other traditional retailers. The proposed dispensary should be classified as a retail use, similar to a CVS pharmacy or Walgreen's. As such, this use is allowed by right within the district. There are currently no moratoriums in place prohibiting the siting of a dispensary in this district.

In order to protect this current right to locate an RMD facility at the Kempton Street site, we are in the process of filing a Preliminary and Definitive Subdivision plan for the property. Filing of a Preliminary plan will freeze all zoning impacting the property for a period of 8 months. The Definitive plan, which will be filed simultaneously with the Preliminary plan, will set the zoning freeze period for 8 years. Once the RMD facility is operating, the use will be protected beyond the 8-year freeze period as long as the use is not abandoned for a period of more than 2 years.

We have discussed the filing of the Subdivision plans with the City Planner and though not required by State statute, we will file both the Preliminary and Definitive plans to lock the zoning in place.

The facility might be classified as having a medical office or clinic component by the Building Commissioner. If this determination is made and it is determined that this accessory use is a primary component of the facility operation, the use is still an allowed use; however, the project would be subject to a Special Permit issued by the Zoning Board of Appeals.

As long as the parking facility remains unchanged, Site Plan review is not specifically required by Zoning.

CCI has completed a review of the applicable Zoning Ordinance and site-specific features in order to determine the suitability of the Cove Street site for the proposed Cultivation & Processing activity of the RMD. The subject property is located in an Industrial B Zone which allows a number of Manufacturing & Agricultural uses either by right or through a Special Permit. The proposed Cultivation & Processing activity should be classified as a light manufacturing or agricultural use. As such, this use is allowed by right within the district. There are currently no moratoriums in place prohibiting the siting of a Cultivation or Processing facility in this district.

We have met extensively with City leadership to gain support for our dispensary. We have met with the City of New Bedford Chief of Police, David A. Provencher; City of New Bedford Health Department Director, Dr. Brenda Weis; City of New Bedford Assessing Department Tax Title Attorney, Blair Bailey; State Representative Antonio F.D. Cambral; State Representative Robert M. Koczera; Representative Christopher M. Markey; City Councilor At-Large, John Saunders; City Councilor Jane Gonsalves; City Councilor, Henry Bosquet; and City Councilor, Steve Martins. These stakeholders asked good questions regarding our intentions and have helped to improve our plans.

As a result of these discussions, we have obtained written support from three City Council members who collectively voted 10-1 against a Moratorium and have been vocally supportive of an RMD in the City. We have met with the Mayor of New Bedford and his appointed staff, including the Police Chief and Health Department Director, to solicit and incorporate their feedback. The Mayor & Health Department Director joined us for a tour of a medical marijuana Compassion Center in Rhode Island which we arranged through our network of professional contacts. We have been regularly attending City Council meetings, community association meetings, and hosting regular office hours to meet with elected officials and community stakeholders at our offices in Downtown New Bedford. We have been invited to present to the Committee on Appointments and Briefings at City Hall and will continue to secure support throughout the application process. As we proceed with planning & designing our RMD facility, CCI is committed to transparent, open dialogue and interaction with local officials and the community.

CCI will ensure that all required permits, licenses, and/or registrations are obtained prior to construction.]

- 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.

[CCI will continue to work with local non-profits, charities, and civic organizations as we have throughout the application process.

CCI is uniquely positioned to maintain and expand our relationship with the local community due to our ties to the New Bedford area. Four of our five board members and many of the Executive Management Team have grown up, work and currently reside in the New Bedford area, creating a strong bond and commitment to the stability of the community and growth of its economy.

Coastal Compassion is building a foundation and investing in long-term community relations. CCI will create a foundation to provide public education about alcohol, tobacco and substance abuse, crime prevention, public safety, marine environment protection and green energy. Funds from the foundation will be made available to barrier-free applicants for the local community. The foundation will operate with full transparency and local participation, structured for efficient decision-making. The foundation's board of directors will have the final decision on project grants or loans. The foundation's board will be comprised of one (1) member of the Executive Management Team, one (1) member of the Board of Directors, the Community Advisor from the Advisory Board, and two (2) members selected by the Community Advisor.

CCI will continue to build support and education by hosting and sponsoring events and creating strategic community partnerships.



## **Events**

- Coastal Compassion will join a New Bedford sports league as a way to meet other businesses and organizations in an informal atmosphere. Coastal Compassion also hopes to sponsor other local teams in an effort to develop positive relationships.
- CCI will sponsor health fairs focusing on overall wellness for patients and members of the community.
- CCI will work with the local chapter of the American Red Cross to sponsor a blood drive to help patients and other city residents.
- CCI will continue to reach out to local groups established for patients suffering from conditions for which medical marijuana is recommended, such as multiple sclerosis, glaucoma, HIV/AIDS and others.
- CCI will remain involved with the Chamber of Commerce, and participate in business-oriented events and meetings whenever possible.

## **Building Community Partnerships**

### *Law Enforcement*

- To develop and maintain positive community relationships, CCI will meet regularly with law enforcement, to seek input from public safety officials on what systems and procedures are working, and to identify any issues that need to be addressed.

### *Board of Health*

- CCI will be a public health partner with the New Bedford Board of Health because of our mutual missions to serve the needs of patients. CCI will meet with the Board of Health to keep it apprised of any issues that may be of concern.

### *Substance Abuse Groups*

- A top priority of CCI is patient education in all aspects of marijuana administration. Coastal Compassion Patient Education Director Joanne Leppanen will reach out to and work with local substance abuse groups such as High Point and the Jimmy Campo House, to partnering educating patients and the community about preventing substance abuse.

## **Giving Back to the Community**

- Coastal Compassion is committed to giving back to the community it serves, and will create the Coastal Compassion Foundation to award gifts and loans to fund educational projects in the community about alcohol, tobacco and substance abuse, crime prevention, public safety, marine environment and green energy. The Coastal Compassion Foundation will be funded by a percentage of post-tax revenue generated from the RMD. The Foundation's Board of Directors will award the grants, or loans and will be made up of a member of the Executive Management team, a Community Advisor from the Advisory Board and two members to be selected by the Community Advisor.

## **Becoming the Provider of Choice**

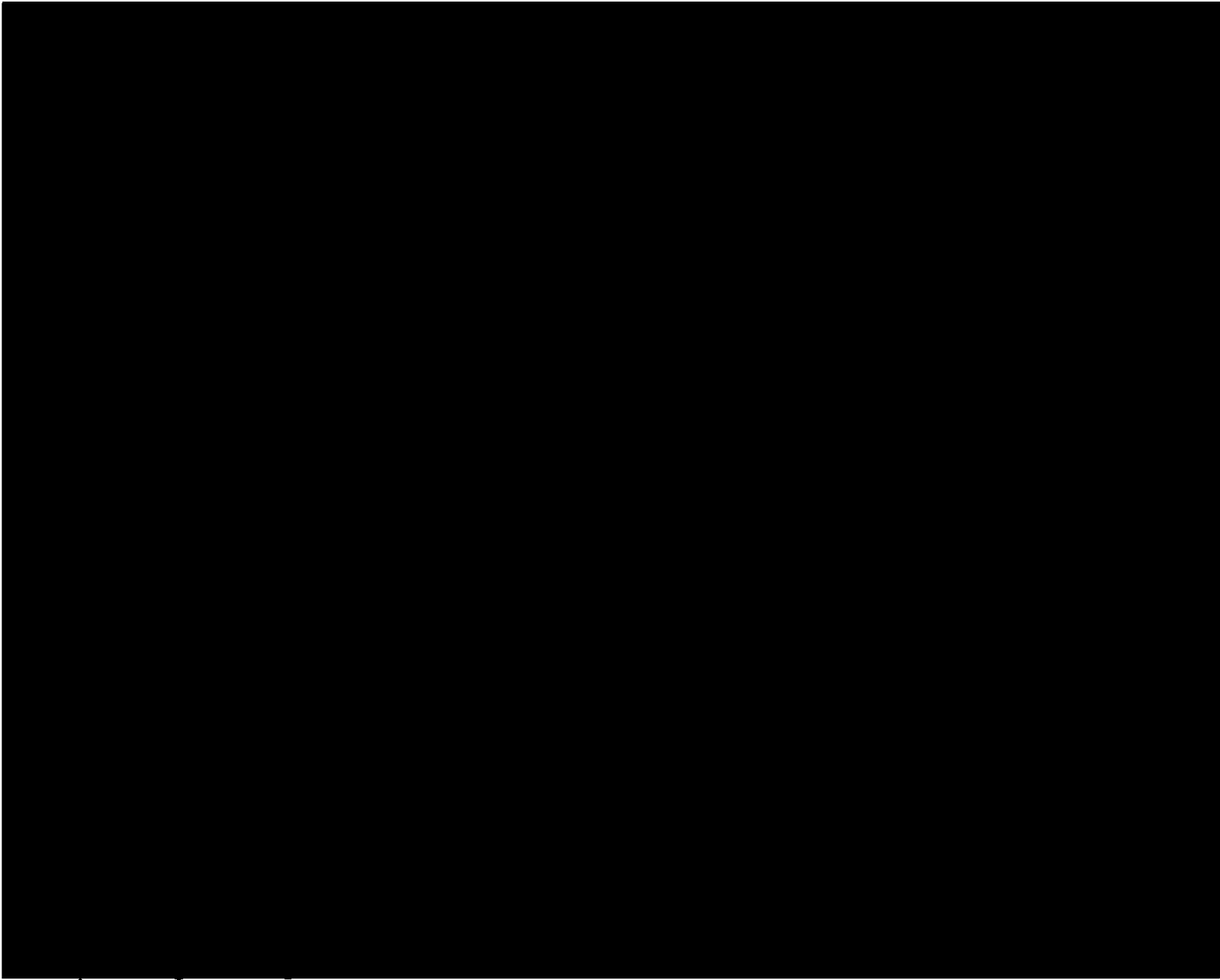
- A goal of Coastal Compassion is to become the provider of choice for medical marijuana for qualifying registered patients in MA. By complying with and going beyond all local and state

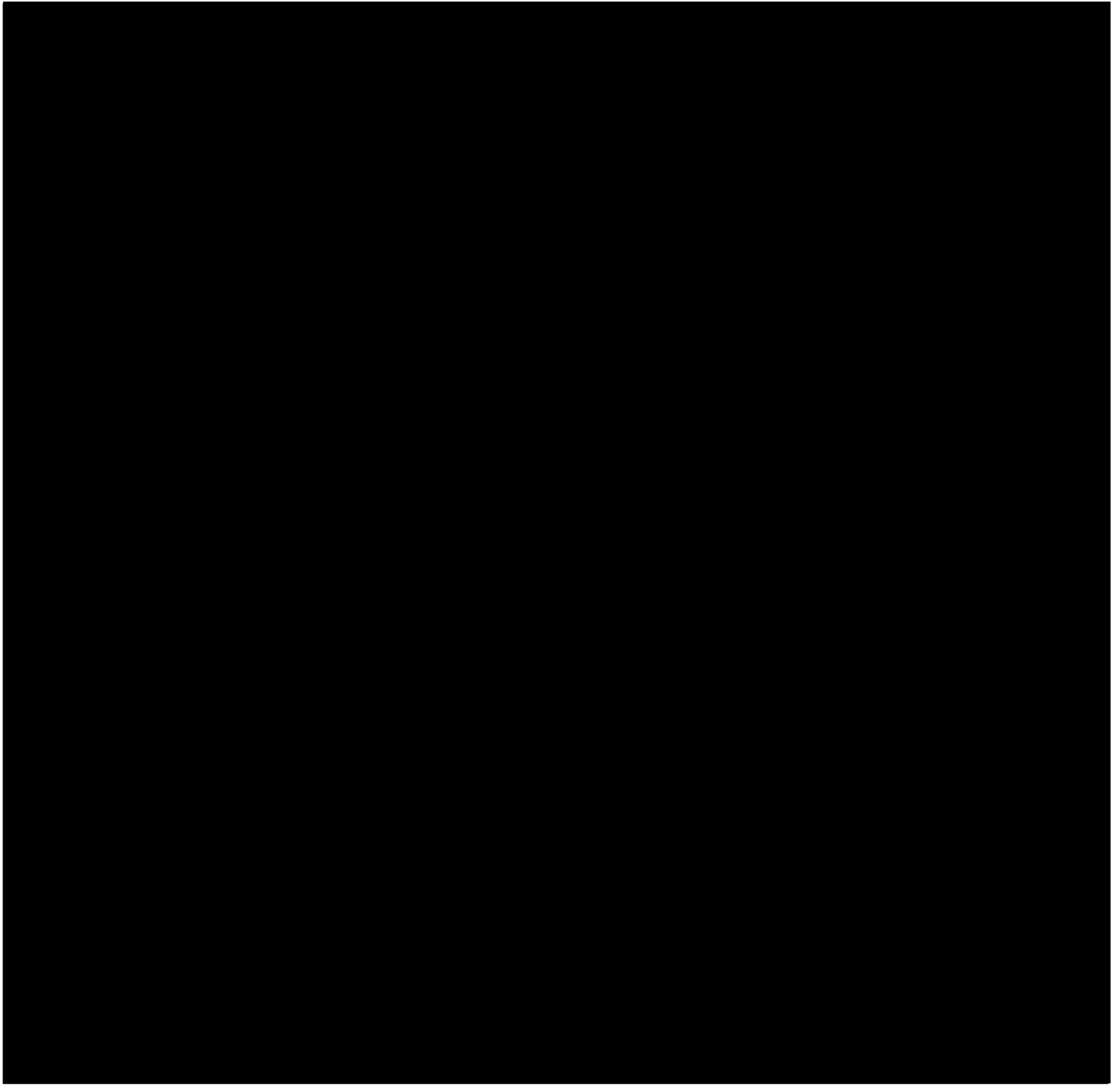
regulations, CCI will develop a solid reputation in the community which is the foundation and sets the stage for ongoing positive relationships.

**Creating Good Jobs at Good Wages**

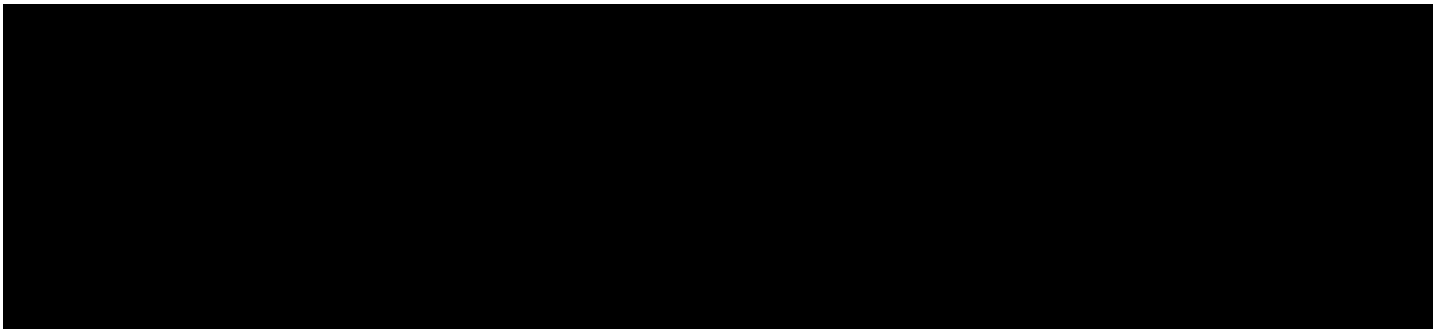
- Coastal Compassion will prefer local talent during the construction phase and after the RMD is opened. CCI will provide training and a benefits package as well as an opportunity to learn a skill in a dynamic, emerging industry.
- Coastal Compassion pledges to be a good neighbor by being transparent, accessible and accountable to the community it serves during all phases of the construction, cultivation and dispensing processes.]

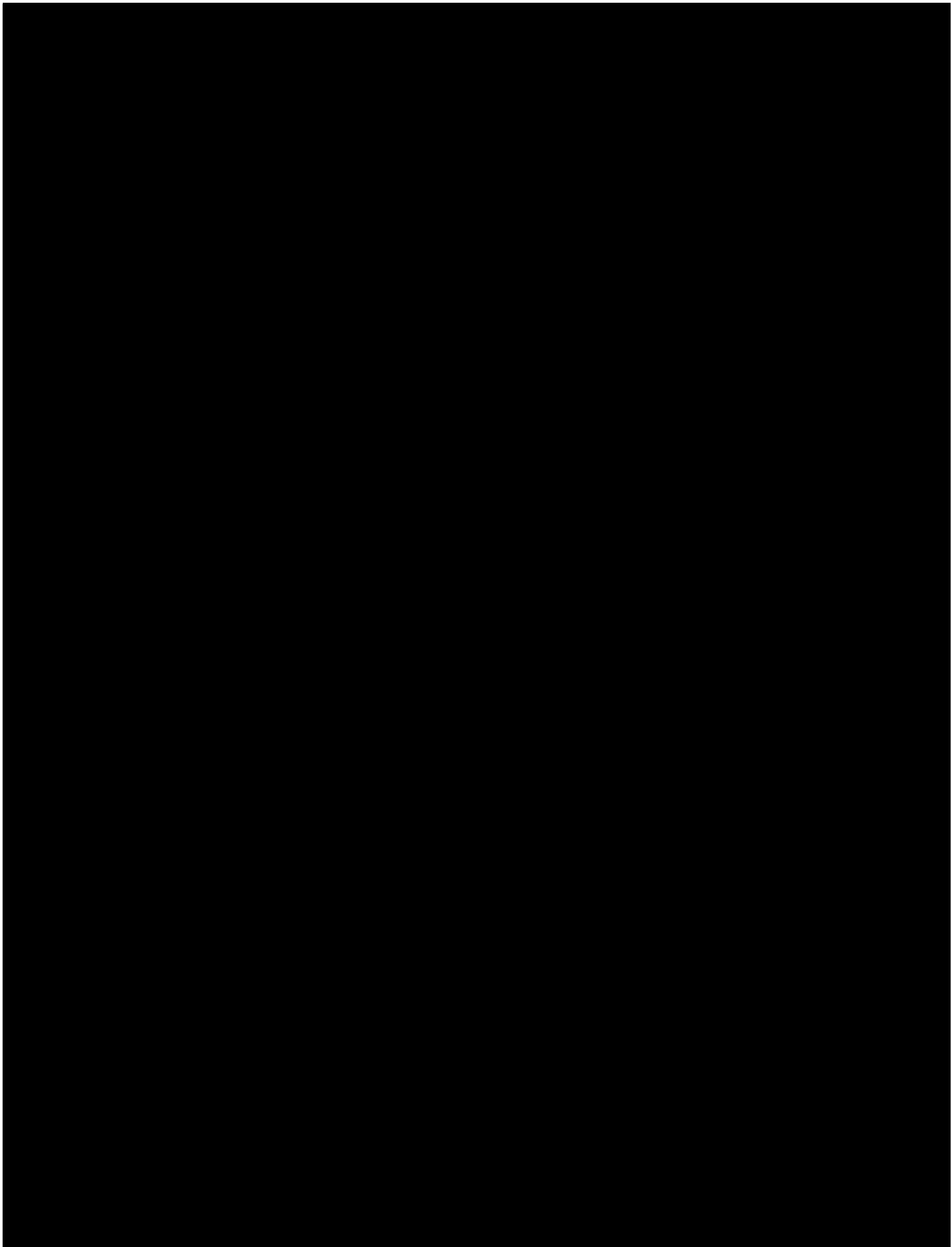
5.8 Provide a description of the proposed enclosed, locked facility that would be used for the cultivation and/or processing of marijuana, including steps to ensure that marijuana production is not visible from the street or other public areas. Note that the security plan will be reviewed as a component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

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

Additionally, DPH has indicated that applications from Massachusetts' residents, women, minorities, and veterans would be preferentially considered. We as an organization and as individuals hold those same values because we believe a diverse workforce best meets the needs of our diverse patient population. To this end, already we have put in place a Board of Directors comprised entirely of local MA residents, two (2) women, with an African American female on our EMT.

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

*President* – presides at all meetings of the directors

*Vice Chair* - fulfills duties and responsibilities of the chairman, if chairman is unavailable for a meeting

*Treasurer* – responsible for the financial affairs of the corporation

*Clerk* – maintains records of all BOD proceedings and copies of all corporate documents; maintains seal

*Directors* – ensure that the corporation fulfills its mission and purpose

**EXECUTIVE MANAGEMENT TEAM** – EMT members will have a FTE of 1 unless otherwise noted below. EMT members report to the ED, and the ED reports directly to the Board.

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

*CFO* – manage all financial tasks for organization; financial accounting and reporting; payroll preparation and administration; budget preparation; project management accounting; information technology; risk management

*Chief Operations Officer (.25)* – oversee all facets of day-to-day cultivation and dispensary operations; supervise dispensary and cultivation GMs; ensure full compliance with CMR 725.000

*Medical Director (.25)* – provide strategic guidance, oversight, and quality assurance as it relates to medical compliance, patient education and care, and medical/scientific research

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

*Cultivation GM* – the senior cultivation expert at the facility overseeing all aspects of the cultivation process from germination through harvest; oversee day-to-day operations of cultivation facility; supervise department managers; ensure proper staffing levels; manage strategies and tasks related to facilities, accounting, sales, PR; develop projected harvests; work with Production Manager to ensure proper production amounts; ensure compliance with state/local laws and regulations; manage P&L

**RMD MANAGEMENT** – The RMD consists of 5 core departments: Inventory (dispensary), Security, Patient Services, Cultivation (growing, harvesting, curing), and Production & Inventory (cultivation – processing, packaging, storing). Department managers (FTE: 1) report directly to the Dispensary GM, except for the Production & Inventory Manager of Cultivation, who reports to the Cultivation GM.

*Inventory Manager (IM)* – oversee dispensary’s Inventory department; oversee inventory and cash control, procurement of quality medicine; ensure full and complete storage, labeling, tracking and reporting of all medicine and cash; receive incoming product; enforce all quality control standards

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

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

*Production & Inventory Manager of Cultivation (PIMC)* – oversee day-to-day activities in Production including trimming, curing, concentrates, and baking/preparations; Inventory management, including bulk storage, packaging and shipments to RMDs; quality control inspections; proper tracking and disposal of unusable medicine based on requirements; execute precise inventory reports

**RMD ASSOCIATES** – Associate level positions (FTE: 1) report to their respective department manager according to details below. Inventory is the only department that does not have associate level positions.

*Security Associate (report to SM)*– work within the RMD’s Security department team to implement security policies and procedures and protect assets, medicine, staff, and patients

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

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

*Gardener (report to Cultivation GM)* – hands-on position for day-to-day indoor cultivation of medical marijuana; support senior cultivator (Cultivation GM) in tasks defined above; track daily treatments of nutrients, pesticides and herbicide

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

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.

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

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

The dispensary agent application process requires submitting a CORI report for that individual to DPH, obtained within 30 calendar days prior to submission. Those CORI reports can be retrieved via the iCORI system, an online criminal history request service through DCJIS, by the individual within the organization who set up the iCORI account. CCI’s Executive Director (ED), Tim Keogh, is the individual who registered with DCJIS on behalf of CCI as an organization user of iCORI and activated the account. We have included the DCJIS account details page showing an “Active” status as proof of account activation.

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

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

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

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

The above qualifications are included in every position's job description. In addition, the following qualifications are required for the various positions in the organization.

*Dispensary & Cultivation Management positions:*

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

*Dispensary Associate positions:*

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

*Cultivation Associate positions:*

- Able to work with minimal supervision



- PAs: 3+ years experience marijuana processing; able to work with minimal supervision; ability to lift 40+ pounds regularly; ability to work in confined space; manual dexterity with ability to perform repeated actions for extended periods
- GARDENER: Associate Degree in Plant and Soil Science, Crop Horticulture, Greenhouse Management, or Land Resource Management preferred, but not required; able to follow instructions; understand pesticide-warning labels and mix and apply them in accordance with legal standards in a safe manner; ability to prune plants effectively; understand principals of horticulture basics

*Executive Management Team*

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

*Board of Directors*

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

Board members must meet one or more of the following qualifications:

- A commitment of at least 12 month's time
- Access to significant capital
- Legal expertise in criminal, corporate, tax, real estate, or land use law
- Medical expertise
- Expertise in the medical marijuana industry
- Significant connections to the local business and/or political community
- Expertise in nonprofit management or development
- Substantial experience in retail business
- Commitment to the corporation's mission
- Ability to listen, analyze, think clearly and creatively, and work well with people individually and in a group.]

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

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

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

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

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

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

**Size of Workforce:** Due to the fact that CCI is being created, it is unclear at this time what the exact composition of its workforce will be. Accordingly, the following information assumes a workforce of 50 or more employees in order to address all applicable state and federal laws and regulations. This assumption was made so that provisions for compliance with all applicable employment laws and regulations are considered. The initial plan for CCI is to have an associate population of 30 associates within the first 12 months and a growth potential of up to 70 within the first 5 years.

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

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

**Benefits:** Associates for CCI will be defined at 40 hour full time equivalents (FTE's) payrolled under CCI. All FTE's will be qualified to participate in CCI benefit programs, as defined below. Part time associates will be defined as any associate working 20-40 hours weekly whom will be eligible for non-company contributed benefit programs.

The benefit programs CCI intends to provide but are not limited to are; Health, Dental, Life Insurance, 403B/401K, Tuition Reimbursement, Flexible Spending Accounts, Direct Deposit, dry cleaning services and a Healthwise Program.

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

**Training:** Training programs will be administrated both on-site and off-site and through the GM. All employees will be required to complete orientation training including but not limited to sexual harassment, discrimination, disabilities, drug/alcohol abuse, company security policies, safety policies, employment rights and laws, Massachusetts Small Necessity Act, workplace violence, client/patient confidentiality, and HIPPA.

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

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

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

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

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

Completed list of known RMD staff attached as exhibit 6.4

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

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

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

The overall training curriculum is comprised of Leader's Guides, which provide scripts for teaching all of the policies and procedures contained in the Operations Manuals and Trainee Workbooks that serve as a resource for each new hire during his or her training period. The training tools reference our

Operations Manuals and operational supplements so that all employees are consistently and properly trained. These training references to official operational content reinforce employees' understanding that all policies and procedures are found in the Operations Manuals and operational supplements should they ever have questions.

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

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

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

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

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

Ideally Medical Training will be conducted by the dispensary's Medical Director or at a minimum will involve the Medical Director with applicable portions of the training. The Patient Services Manager, in collaboration with the Medical Director, may also conduct this training. Medical Training may be conducted at any point in the employee's initial training period so long as it is completed before the employee's Final Performance Test.

Medical Training topics will include:

- Privacy policy and procedures to ensure maintenance of patient confidentiality and proper handling of individual medical data in compliance with HIPAA\*\*
- Rights of and sensitivity toward disabled individuals
- How to identify and interact with a patient having a medical emergency

- Medical Marijuana Risks & Benefits Training
- How to provide support to patients and caregivers related to the assessment of symptoms
- Cannabis Use Patterns & the Detection of Dependence
- How to effectively refuse medical marijuana to patients who appear impaired or abusing marijuana
- How to effectively refuse medical marijuana to patients who appear impaired or abusing marijuana

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

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

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

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

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

## **7. Operations and Programmatic Response Requirements**

- 7.1 Explain the RMD start-up timeline, including evidence that the RMD will be ready to dispense within that proposed timeline if the RMD receives a provisional certificate of registration by the Department. The timeline must detail, by location, the start up period, including key benchmarks, leading up to the Department's final inspection.

[CCI has developed operational policies and procedures prior to the Phase II application submission date. Thus, the startup timeline presented in exhibit 7.1 began in July 2013 and details all steps taken by CCI pre-application.

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

During the pre-application development period, CCI worked with experienced architects and designers to design a facility that will best serve patients in the county. Corresponding security floor and site plans have been developed with the assistance of our qualified security consultant to illustrate our security system features.

In preparing for the Phase II application, CCI worked exhaustively with the industry consultant to create a customized operating plan that applies industry best practices and includes: staffing structure and job

descriptions; employee handbook; HR training programs and support materials; and a full policies and procedures manual that details the mechanisms used to control cash handling and movement of medicine through the facility. Besides the materials previously mentioned, comprehensive department-specific operating manuals and position-based operating checklists have been created. The comprehensive suite of operational materials and the professionally designed architectural plans have created a detailed procurement guide that will be used during build-out to ensure that each department is adequately stocked with necessary equipment, and other materials.

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

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

These items are of high importance and must be completed to proceed to construction. CCI will submit the required architectural plans for Department review before any construction. Construction will not begin until the required plans have been approved by DPH and required building or special use permits have been obtained.

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

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

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

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

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

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

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

[CCI's year-one operating plan will focus on a number of key areas that support the organization's overall mission. Key industry metrics inform business practice improvements for patient service, process, organization and technology.

Before the grand opening all managers and staff will complete formal classroom training and onsite training, and role play exercises. These onsite trainings and role plays will not only provide all departments the opportunity to work together in a low-stress atmosphere, but also serve as a final systems check. This process will be the first major business check-in point, for the Executive Management Team to review available information and assess staff performance and systems.

The grand opening will be announced when the facility is ready and staff is fully prepared. Once open, CCI's management will review the patient database, POS system, and other available information on a regular basis. Besides regular reporting and any ad-hoc analyses, key business check-in points will include: daily in-depth assessments for the first seven days of operations, weekly in-depth evaluations for the first month, monthly management roundtables, in-depth quarterly reviews, and an annual audit.

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

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

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

CCI believes that to provide proper care to the patients, employees must be comfortable with their job. Besides having an employee suggestion box and receiving regular feedback passed through the management channels, CCI will survey employee satisfaction twice a year.

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

These key business check-in points will help the executive management team evaluate the RMD's performance, including how the staff, processes, and technology are working together to serve the

patients, the facilities' neighbors and the public health, while contributing to a sustainable and compliant organization.]

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

[CCI's growing experience rests with Aaron Hussey, Mel Dixon and Tim Keogh, who have led a network of professional caregivers and cannabis cultivators in Rhode Island's Medical Marijuana program. For the last 4 years this network has established a first-class reputation in Rhode Island's program by offering compassionate access to consistently produced medical-grade marijuana. The Caregiver network provides safe, dignified access to licensed patients and as part of the internal diversion prevention protocols all excess medicine is distributed to state licensed dispensaries. The team has designed policies and procedures for all phases of cultivation process including seed-starting, cloning, vegetation, transplanting, flowering, super-cropping, nutrients and watering, quality control, plant inspection, harvesting, trimming, processing, curing, and packaging. The hands-on knowledge and experience gained over the last 4 years uniquely positions CCI's team to provide a consistent supply of medical grade marijuana for the patients of Massachusetts, from facilities in safe neighborhoods.

Besides direct experience cultivating medical marijuana, Aaron's family includes professional growers and farmers. One grandfather raised hothouse tomatoes, while another grandfather operated a 1,100-acre vegetable farm in Delaware. Aaron has years of experience cultivating plants in both the greenhouse and outdoor environments.

The hothouse growing environment, with its reliance on container gardening techniques and supplemental lighting, applies easily to indoor cultivation. The experience as an outdoor vegetable farmer contributes to the ability to recognize the differing needs of plants present when growing a variety of strains with different nutritional demands. These skills and hands-on knowledge have shaped the skills and expertise of the team's ability as indoor cultivators of cannabis.

To help the team transition from the cottage-industry of Rhode Island's Caregiver network to the commercial cultivation program for Massachusetts, CCI has retained Canna Advisors (CA). CA is the nation's leading industrial cultivation expert for the medical marijuana industry. CA was retained to help design and build CCI's cultivation center and will help manage the facility once operational.

CA is led by Jay and Diane Czarkowski who, besides their experience in the efficient design and build-out of large scale cultivation centers (15,000 – 100,000 square feet), have extensive cannabis cultivation experience.

Jay Czarkowski, a Connecticut native with a BS in Electrical Engineering from Norwich University, has over 4 years of experience designing, developing, and operating medical marijuana production facilities. In 2009 he and his wife, Diane Czarkowski, founded Boulder Kind Care (BKC), one of the first vertically-integrated MMJ businesses in Colorado. They began with a single dispensary and 5000 square foot cultivation operation, eventually scaling to a 12,000 square foot state-of-the-art production facility. They focused on producing consistent, high quality, pharmaceutical-grade cannabis, sold through their award winning dispensary. BKC's success in grow operations comes from a unique system design and meticulous attention to detail. Significant adaptations in lighting system design led to greatly increased yields. Jay was also an industry leader in bringing automation to cannabis growing. Automated process will include irrigation, lighting, and environmental controls.

Jay is also a founding member of the National Cannabis Industry Association and a sustaining member of Americans for Safe Access (ASA), which develop and distribute best practices for public safety and patient service.



CCI's cultivation team combines the soilless medium of coconut coir as substrate with an organic line of liquid nutrients for feeding, applied as needed by each plant strain. The use of an inert substrate provides a baseline (of "zero") and, with the liquid organic nutrient, allows for great control over the feeding and care of each plant throughout the course of its life cycle. This technique, after four years of refinement, yields consistent, reliable production of medicinal-quality, organic cannabis flowers.]

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

[The steps taken to ensure the quality of medical marijuana at CCI are based the team's practical experience from Rhode Island. The checks include employee hygiene entry/exit protocols, daily and weekly plant pathogen inspections, organic materials handling procedures, plant harvest and manicure procedural checks, drying/curing protocol checks, facility cleaning protocols, and, finally, independent laboratory analytical checks for the finished product.

CCI's employees must change into professionally cleaned scrubs in the locker room before entering the grow operation. Employees must wash visible skin areas with a sterilizing solution, and walk through a high-pressure air curtain to remove any other loose contaminants. Any new equipment is sterilized before entering the main facility. The cleaning and washing of the entire interior space is continuous. Maintaining a consistently clean environment is the foundation to ensuring consistency in plant production and final product quality.

While no pest management plan can account for every possible plant disease, the overall preventative protocol for training personnel to understand and manage the three legs of the plant disease triad (host, pathogen, environment) factors heavily in the plant health strategy. The most difficult leg to manage is "pathogen". A sacrosanct protocol of regular, careful plant observation, with an eye toward spotting such pathogens, is our most valuable tool.

Each plant is inspected on a daily basis. Notes are kept in the comprehensive cultivation management system and potential problems are addressed immediately. Cultivation will be conducted in a blended growing medium that consists of certified organically sourced components. The substrate will be stored in its original packaging, separate from cleaning chemicals and used to fill nursery pots on specially designated potting benches. No contact with the floor or other surface will occur and potting personnel will be required to wear nitrile gloves during potting. Strict potting protocols help ensure that the organic components do not contact prohibited substances, or other contaminants.

Based on the team's experience in Rhode Island, CCI's cultivation staff will also pay close attention to the drying and curing process of cannabis flowers. Drying flowers too quickly leaves excess chlorophyll, which produces a lower quality medicine. Drying too slowly invites mold. Curing allows the cannabinoid profile to develop and is as important as the growing process itself. During daily drying and curing checks, the drying room hygrometer will be checked and the relative humidity (rH) recorded. A flower sample from each rack will be opened and inspected for signs of mold and insects, and the level of dryness will be noted.

We have contacted several analytical laboratories and are in the process of determining which laboratory is best suited to our needs. All use High Performance Liquid Chromatography (HPLC) to determine amount of cannabinoids present in given samples. HPLC is a non-destructive form of testing and thus is preferred for analysis of plant compounds. HPLC has a decades-long history in the herbal dietary supplements industry of high reliability in the testing of plant compounds. Therapeutic compounds tested include (but are not limited to) CBD (therapeutic), its precursor CBDA, THC (therapeutic), its

precursor THCA, CBG (therapeutic), CBC (therapeutic) and CBN (the compound that results from the degradation of THC). Besides the therapeutic compounds and their precursors, we will also test for mold spores, inorganic chemical contaminants, solvents and insect parts.

The above processes, fully detailed in CCI's Cultivation Policies & Procedures Manual, will ensure that medicine is high quality, consistent, free of contaminants, and meets the needs of our patients.]

- 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.

[CCI has developed a detailed plan for the disposal of excess or damaged plants or products.

We intend to maintain inventory levels of approximately 30 days on hand; if we exceed this level, we will sell excess inventory through the wholesale market to other RMDs. In compliance with MA law, CCI will only provide wholesale sales to another RMD when a documented emergency situation occurs such as loss of crop, vandalism, or theft, or other circumstance as approved by the Department.

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

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

All waste, including waste composed in whole or part of finished marijuana and MIPs, will be stored, managed, and secured in accordance with applicable state and local statutes, ordinances and regulations.

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

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

- Through incineration in a commercial or municipal waste combustor in MA holding a valid permit issued by the Department of Environmental Protection (DEP), witnessed and documented by no fewer than two dispensary agents.
- Disposal in a landfill holding a valid permit issued by the DEP or by the appropriate state agency in the state in which the facility is located, witnessed and documented by no fewer than two dispensary agents.
- Grinding and incorporating the medical marijuana waste with solid wastes such that the resulting mixture renders the medical marijuana waste unusable. Once such medical marijuana waste has been rendered unusable, it will be either disposed of in a solid waste management facility that holds a valid permit issued by the DEP or by the appropriate state agency in the state in which

the facility is located or, if the material mixed with the medical marijuana waste is organic material as defined in 310 CMR 16.02, the mixture will be composted at an operation that is in compliance with the requirements of 310 CMR 16.00.

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

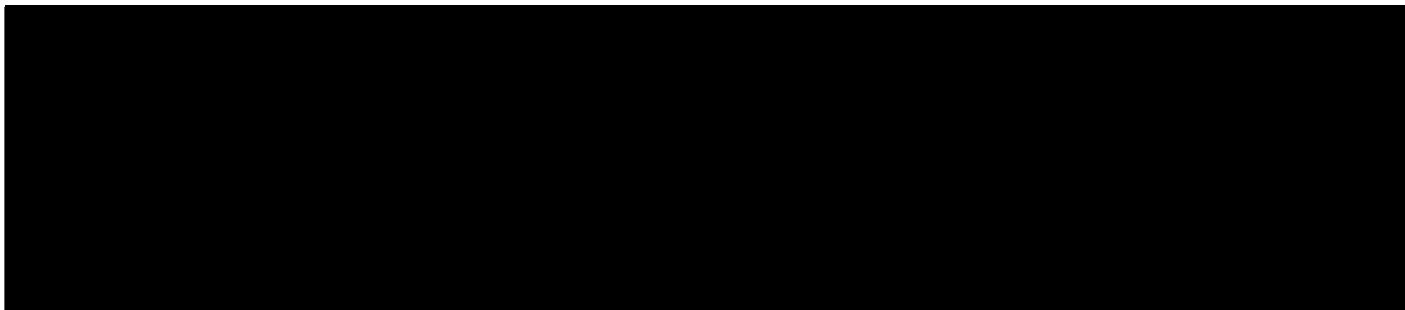
When marijuana or MIPs are disposed of, CCI will create and maintain a written record of the date, the type and quantity disposed of, the manner of disposal, and the name and signature of persons present during disposal. Disposal records will kept for at least two years.]

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

[CCI has chosen a menu of marijuana infused products that are focused on meeting patients' diverse needs. CCI's EMT & BOD have hands-on experience with tailoring MIPS to patients needs from their involvement in Rhode Island's Medical Marijuana Program. Our products can be broken down into 6 categories, each with similar production methods and equipment requirements: low glycemic, gluten free, and vegan goods; blended goods; beverages; topicals; tinctures; and oral sprays. The success of our products will depend on three key characteristics: exceptional flavor, high quality ingredients, and, most importantly, proper dosage.

CCI employees will adhere to the production practices that have been developed in the Current Good Manufacturing Practices for Food Operations Manual. Every employee will be required to demonstrate an understanding of GMPs as a condition of employment, based on review of the Manual and relevant training. They will not be allowed to participate until they have demonstrated full understanding of the procedures.

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



All products will be prepared in a processing facility that complies with the Good Manufacturing Practices for Food and food handlers, as well as the Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements as described below.

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

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

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

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

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

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

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

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

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

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

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

### *Seed-to-Sale Tracking*

For inventory management, among other things, CCI plans to utilize BioTrackTHC. BioTrack is a fully integrated POS, Inventory Control, Growhouse Tracking, and Patient Management system and is one of the only complete seed-to-sale systems available on the market today. This software has been specifically designed to serve registered medical marijuana dispensaries and will be customized to meet the requirements for MA.

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

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

On the cultivation side, with BioTrack, every plant is given a barcode. This barcode allows us to track every strain in our facility. Every grow room also has a barcode and is also associated with growth phase, so the system knows which rooms are for Vegetation, which are for Flowering, etc. If plants are ever moved from one room to another without documentation, a plant room audit can be performed by scanning the plants in each room. This will result in an accurate inventory assessment of that grow room. This allows you to quickly reconcile the inventory. This system enables a complete employee chain of custody tracking for inventory, from seed to sale, allowing management to see which employees have handled the product every step of the way.

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

Should any material reduction in the amount of medical marijuana in the dispensary's inventory occur, CCI will determine where the loss has occurred and take and document corrective action. All losses

and/or disappearances must be reported to the Security Manager to determine whether an Incident Report is required.

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

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

### ***Preventing Diversion***

CCI will prevent diversion in the following ways:

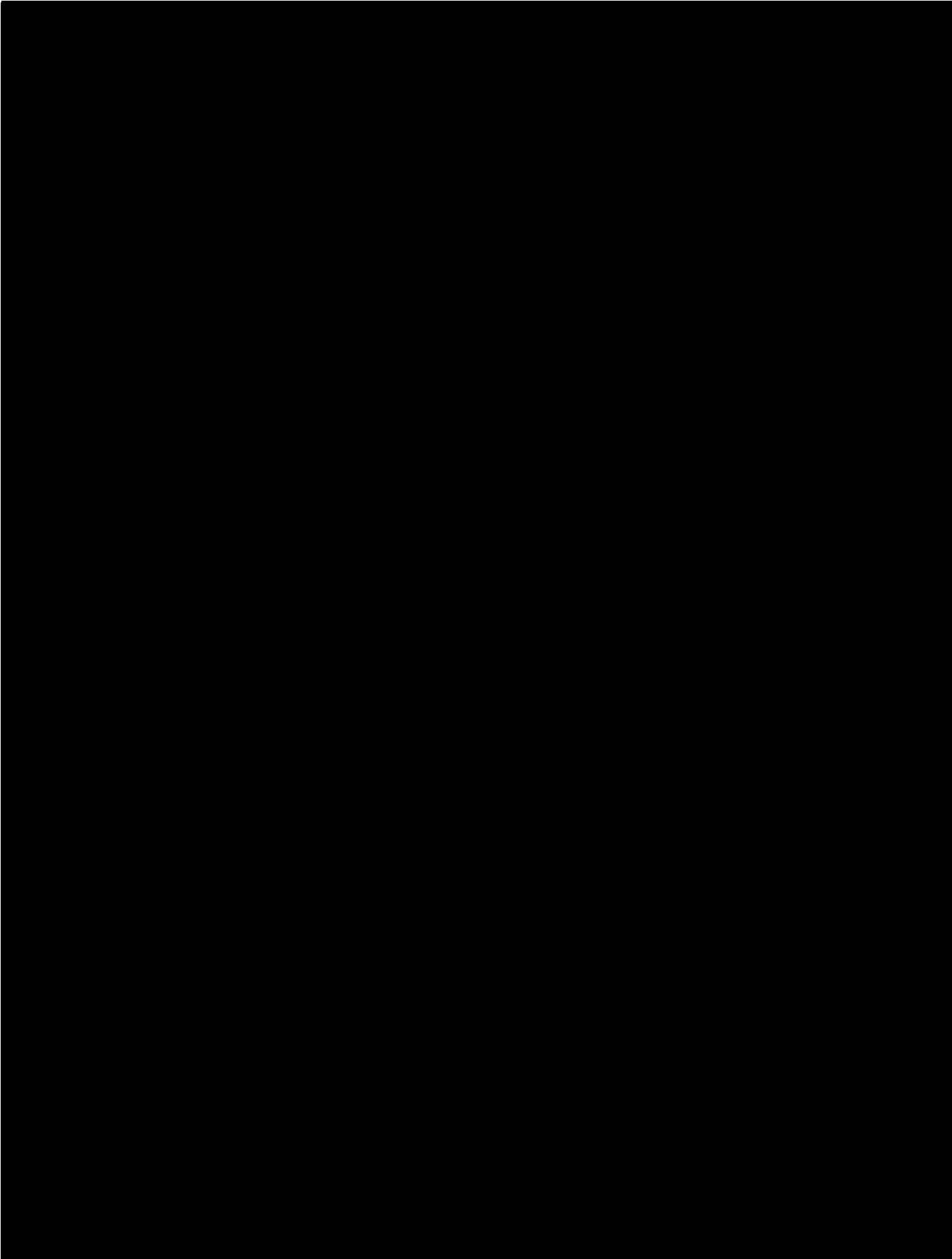
Set Appropriate Pricing – When prices are set too far below the midpoint of current scale, dispensaries may unintentionally open the door to “black market” purchases. Through its responsible pricing practices, CCI will support state law by discouraging diversion.

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

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

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

- 7.8 Describe how the applicant will transport marijuana, whether between the cultivation and dispensing site or between the dispensing site and a patient's home, including provisions for preventing diversion and tracking inventory during transport. Include a description of the RMD's proposed home delivery protocol, including an identification check of the registered patient or registered personal caregiver and record keeping. Note that a copy of the transportation program policies and procedures will be reviewed as a component of the provisional inspection process.



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

[CCI will serve the New Bedford community and surrounding areas. We have conducted several analyses to identify the makeup of our potential patient population and have ultimately defined our service area as a 15-minute drive time radius around our proposed location. To analyze the demographics of our projected patient population we have used US Census data, local market research data, and public health data. We also have compared these findings to market statistics available from Arizona's Medical Marijuana Act Monthly Reports and Colorado's Medical Marijuana Registry, which provide basic insights into the potential patient demographics of populations in Massachusetts.

As seen in other medical marijuana markets, we expect the number of registered patients in Massachusetts to reach approximately 2% of the population, or 130,000 patients, within the first five years of operations. These patients will likely be coping with a variety of conditions for which they seek the help of our dispensary, including cancer (2.6% of patient population), chronic pain (83.5% of patient population), and, in many cases, multiple related conditions (22.1% of patient population). To best serve these patients, we intend to ensure a selection of strains with high CBD-content and a highly trained staff that can help educate each patient in choosing the right medicine for their needs. We will also ensure that our mix of patient services reflects the diversity of the health conditions we that are most prevalent in the community. We think it's extremely important to connect our patients to resources including free services, health information and local health support groups that specialize in the treatment and management of these conditions.

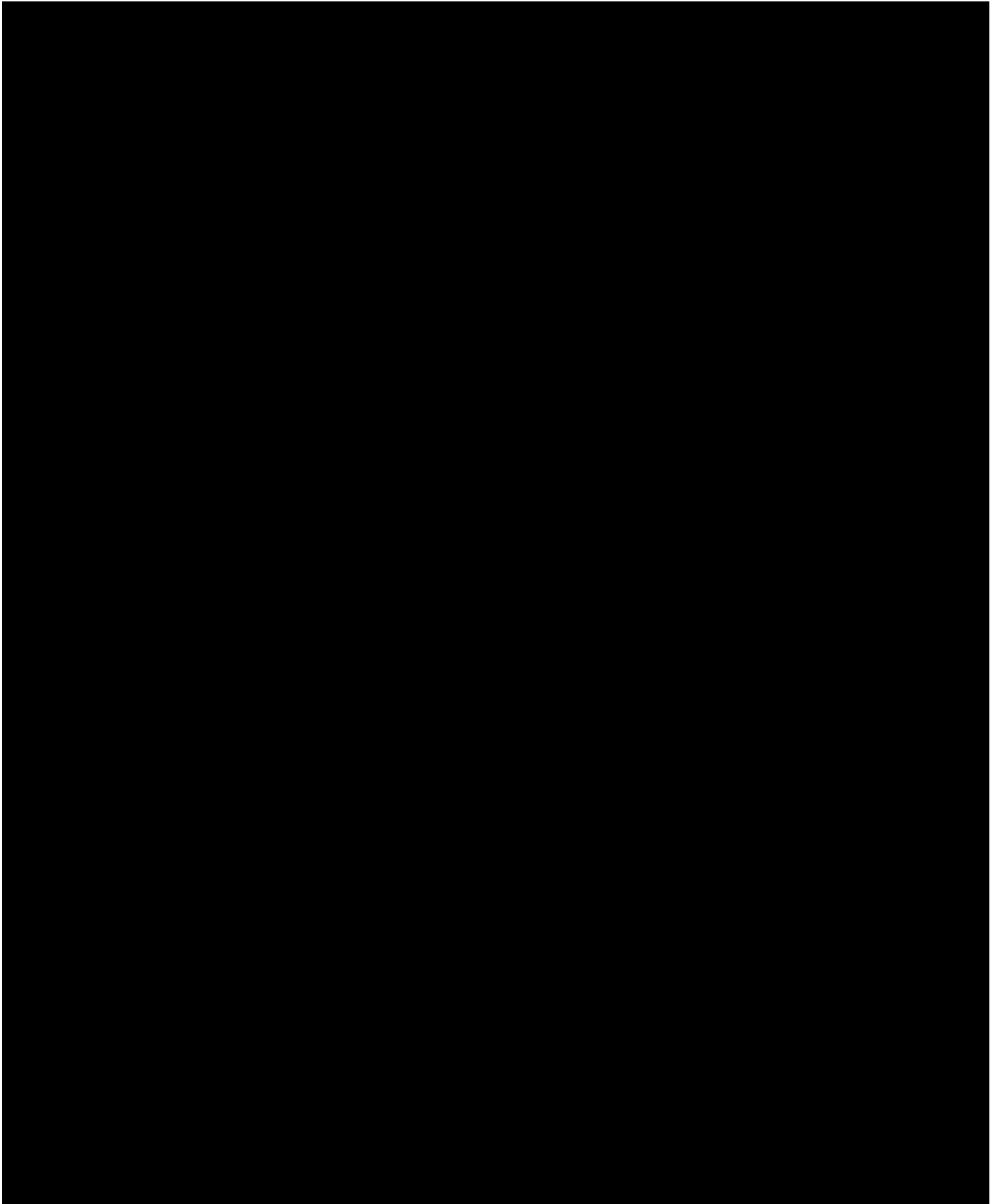
We expect a majority proportion of our patients will be male (70% male) and on average 40 years old. We expect our patients will come from diverse backgrounds; US Census data suggest that within our defined service area of 221,461 people, 82.7% of the population are Caucasian, 4.5% are African American, 10.9% are Hispanic, 1.7% are Asian, and 7.2% are other races. We will meet the needs of our diverse patient population by focusing on diversity within our staffing practices, as patients respond and relate to staff that reflect the patients' characteristics. We will enlist the assistance of culturally-competent medical professionals with expertise in delivering health and wellness services to diverse populations, as cultural beliefs and health philosophies play a large role in determining how best to address patients' chronic conditions and diseases.

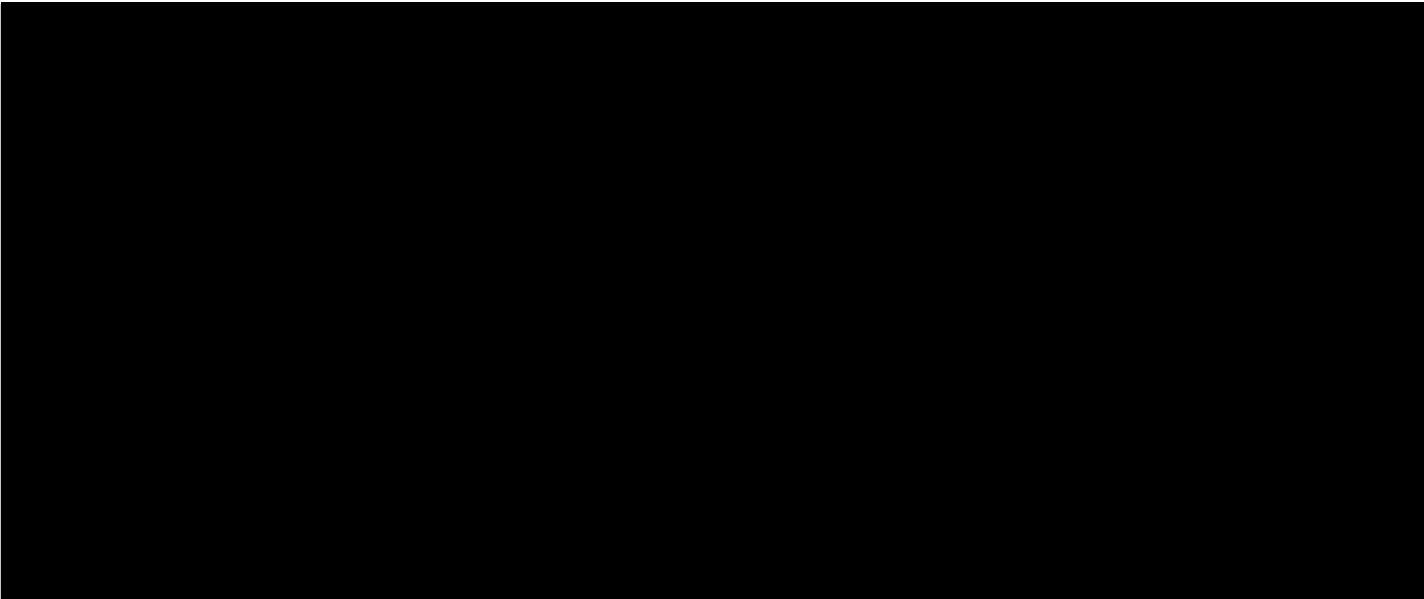
The diversity of this population also suggests a need for culturally competent and multi-lingual services. For example, 37% of New Bedford residents speak a language other than English at home, and 15.9% of residents speak English less than very well. Languages spoken include Spanish, Portuguese & other Indo-European languages, and Asian and Pacific Islander languages. CCI has communicated with the Immigrants' Assistance Center, Inc., located in New Bedford, MA, which will be a key partner assisting with translation services and creating translated patient education materials available to all patients in a timely and respectful manner.

Finally, we expect the economic composition of our patient population will be largely middle-class. The average household income in our community is \$57,354. Therefore, we expect a large proportion of our patient population to require services in the context of their financial hardships. Our Compassion Program, described elsewhere in this application, will help to address these concerns.]



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





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

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

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

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

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

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

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

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

[Our patients suffer from a wide range of conditions that can impair a patient's ability to earn income and afford medicine. We believe strongly in an individual's right to personal health empowerment through access and knowledge. In this spirit, CCI plans to provide free and reduced cost marijuana on a sliding scale to patients with verified documented financial hardship.

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

The Registration Form will be used to determine patient eligibility using standards established by DPH. To qualify for our Compassion Program, a patient must either be a recipient of MassHealth or Supplemental Security Income, or have a gross annual household income of less than 300% of the federal poverty level, adjusted for family size.

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

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

CCI has the following sliding fee scale based on patients' eligibility for discounted medicine: 4 points / patient responsible for 50% of cost for medicine beyond free 1.0 gram of marijuana flowers or the equivalent in non-smoked medicine products every week; 3 points / patient responsible for 70% of cost for medicine beyond free 1.0 gram of marijuana flowers or the equivalent in non-smoked medicine products every week; 2 points / patient responsible for 80% of cost; 1 point / patient responsible for 90% of cost. After analyzing the demographics of the population within our service area, we anticipate that 57% of our patients will qualify for reduced cost marijuana and 19% will be eligible for a free weekly gram of medicine.

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

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

Proposed sliding price scale attached as exhibit 7.12

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

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

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

- Rules and regulations to abide by from state and local laws;
- Research studies on health effects;
- A warning that marijuana has not been analyzed or approved by FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children;
- A warning that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, s. 24, and machinery should not be operated;
- Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms and routes of administration;

- Tools for tracking the strains used by patients and their caregivers and their associated effects;
- Information describing the impact of potency and its role in determining proper dosages and titrations for different routes of administration;
- A discussion of tolerance, dependence, and withdrawal;
- Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs;
- A statement that registered qualifying patients may not distribute marijuana to any other individual, and that they must return unused, excess, or contaminated product to the RMD from which they purchased the product, for disposal; and
- Any other information required by DPH.

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

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

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

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

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

Booklets will be available for these specific conditions:

- Gastrointestinal Disorders and Medicinal Marijuana
- Chronic Pain and Medicinal Marijuana
- Multiple Sclerosis and Medicinal Marijuana

- Cancer and Medicinal Marijuana
- Arthritis and Medicinal Marijuana
- Movement Disorders and Medicinal Marijuana
- Aging and Medicinal Marijuana
- HIV/AIDS and Medicinal Marijuana]

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.

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

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

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

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

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

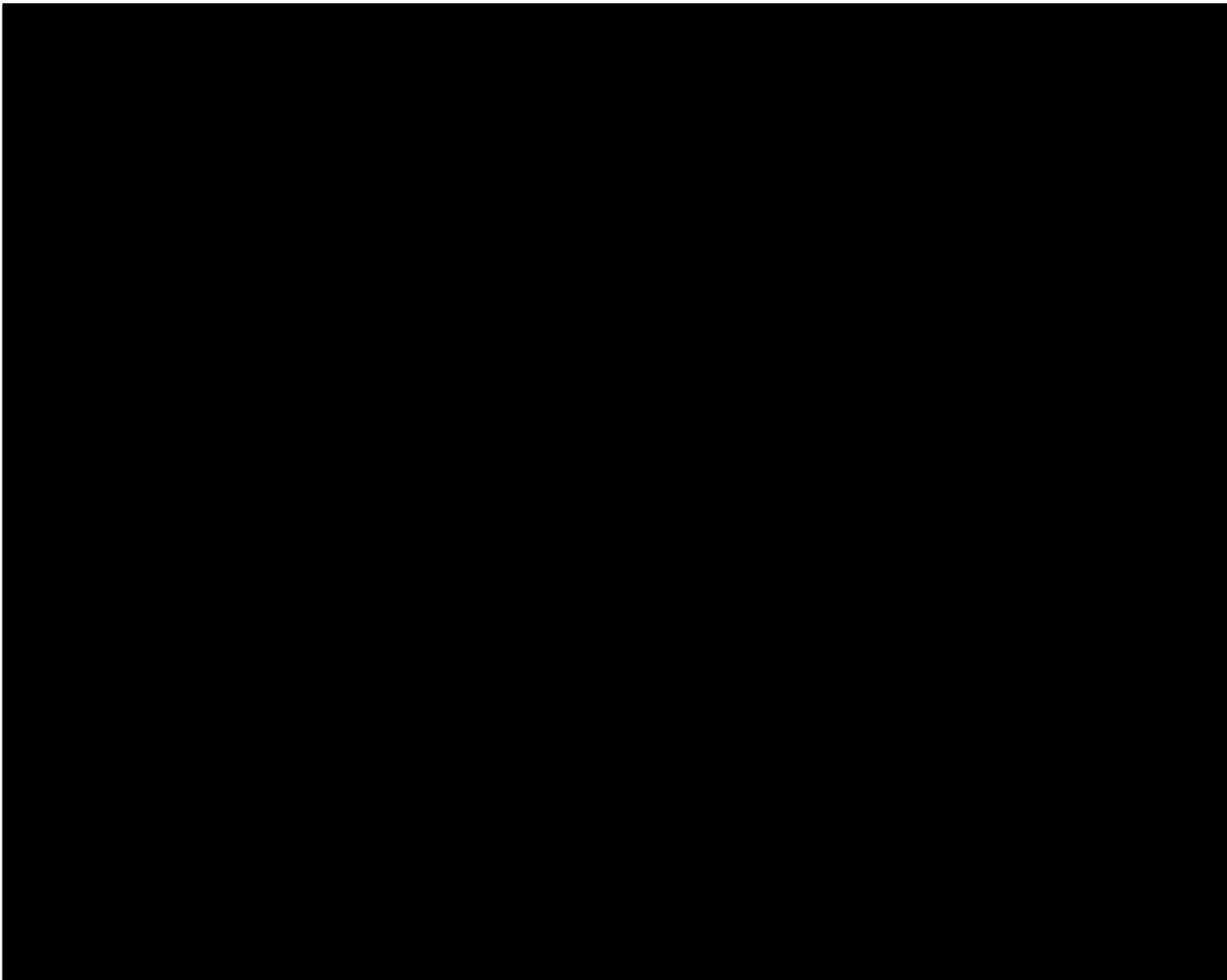
We will focus on increasing membership and patient loyalty by marketing to our patient base using permission-based, low-key marketing. Messaging will include on-site promotional materials, such as signs, flyers, newsletters and bulletins, as well as occasional e-mailed communications to patients who

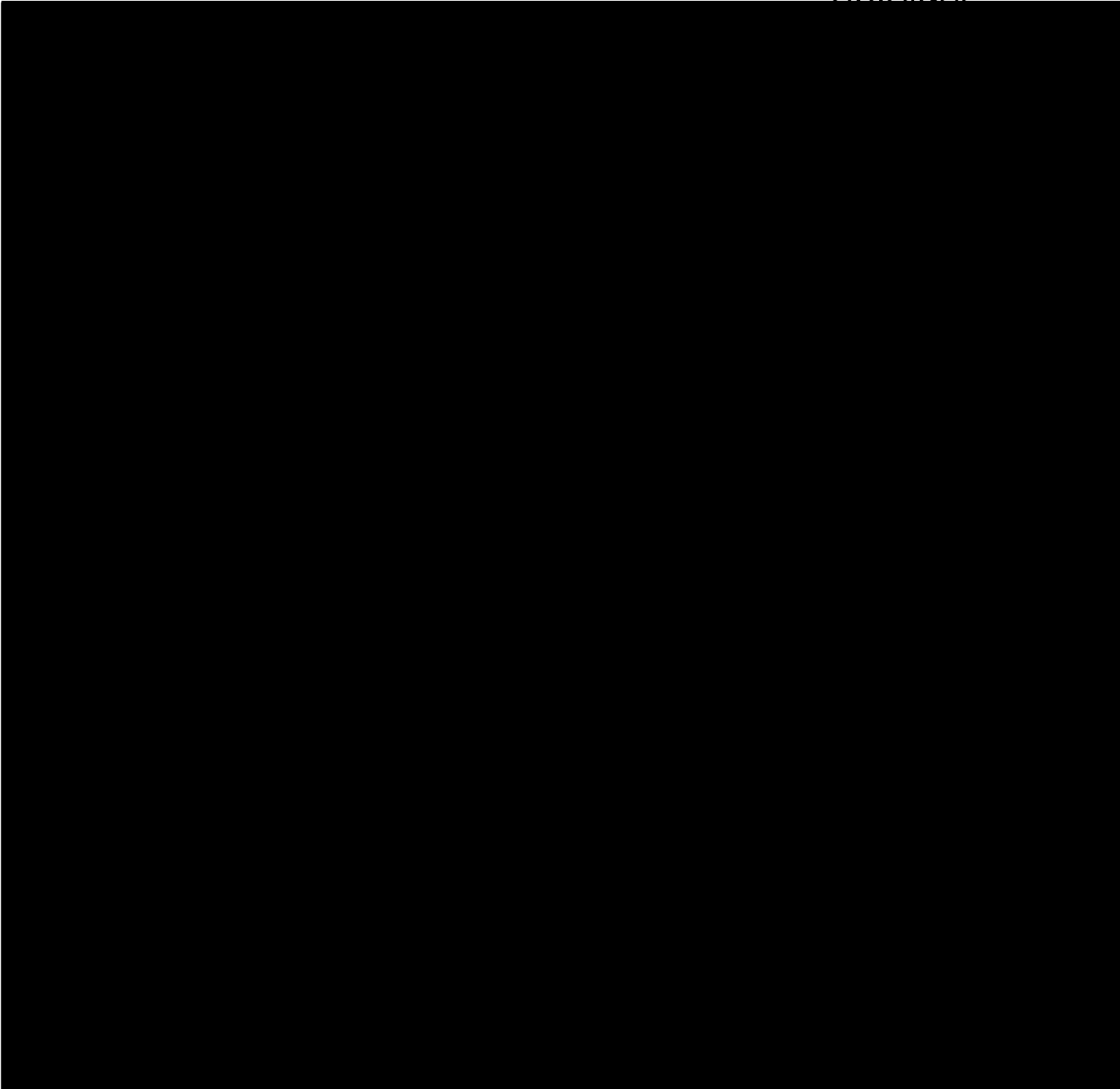
specifically opt-in. All printed materials will closely mirror our brand, which promotes health and healing, and comply with all marketing and advertising regulations.

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

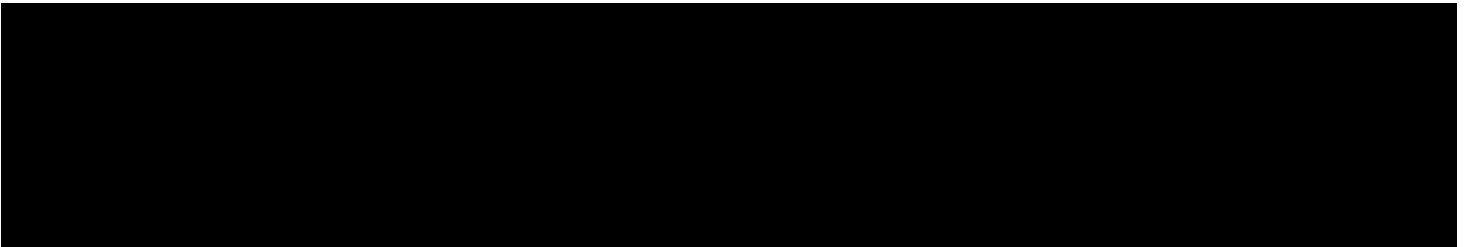
We also will establish alliances with partners who are in contact with prospective patients (e.g., physicians, cancer support groups, hospice organizations, AIDS organizations) to increase awareness and generate a stream of referrals. A key part of this initiative will be educating partners on the benefits,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

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

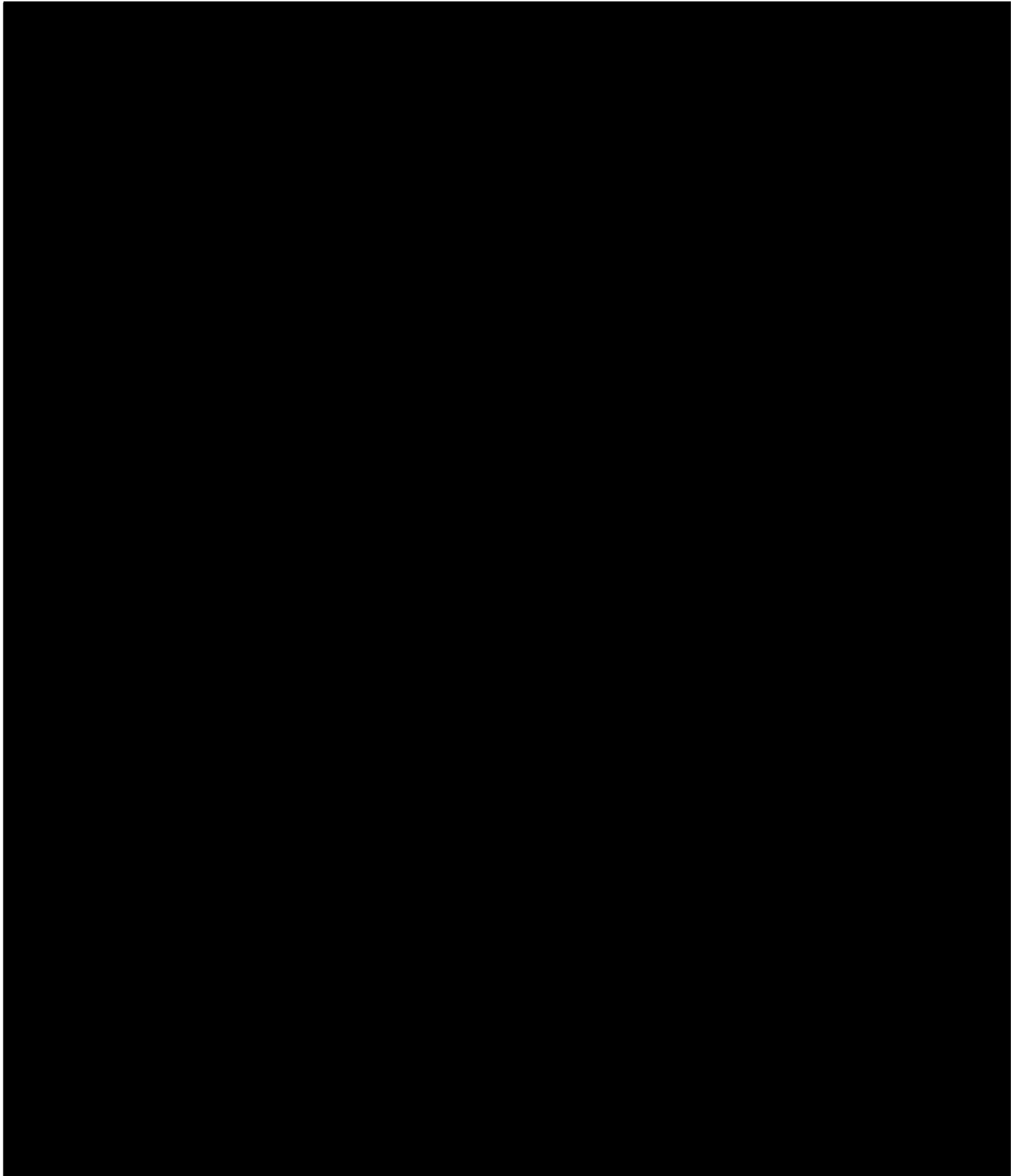




7.16 Describe the RMD's employee security policies, such as an employee ID/badge system and personal safety. Note that a copy of employee security policies will be reviewed as a component of the provisional inspection process.







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

### ***[Incident Management***

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

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

- Prevent violent incidents from occurring.
- Deal appropriately with each threat or violent act on a case-to-case basis.
- Minimize the risk of harm to employees, contractors, visitors, and others on premises.
- Improve the comfort level of employees.
- Communicate to employees our commitment to their safety and security.
- Protect property and assets.
- Prevent the diversion of marijuana.

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

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

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

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

- Discrepancies identified during inventory, diversion, theft, loss, or any criminal action involving the RMD or a dispensary agent;
- Any suspicious act involving the sale, cultivation, distribution, processing, or production of marijuana by any person;
- Unauthorized destruction of marijuana;
- Any loss or unauthorized alteration of records related to marijuana, registered qualifying patients, personal caregivers, or dispensary agents;

- Any alarm activation or other event that requires response by public safety personnel;
- The failure of any security alarm system that is expected to last longer than eight hours and is due to a loss of electrical power or a mechanical malfunction;
- Any other breach of security;
- Any vehicle accidents, diversions, losses, or other reportable incidents pursuant to 105 CMR 725.110(F), that occur during transport.

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

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

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

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

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

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

**ORGANIZATIONAL CHART**  
**(Exhibit 1.3)**

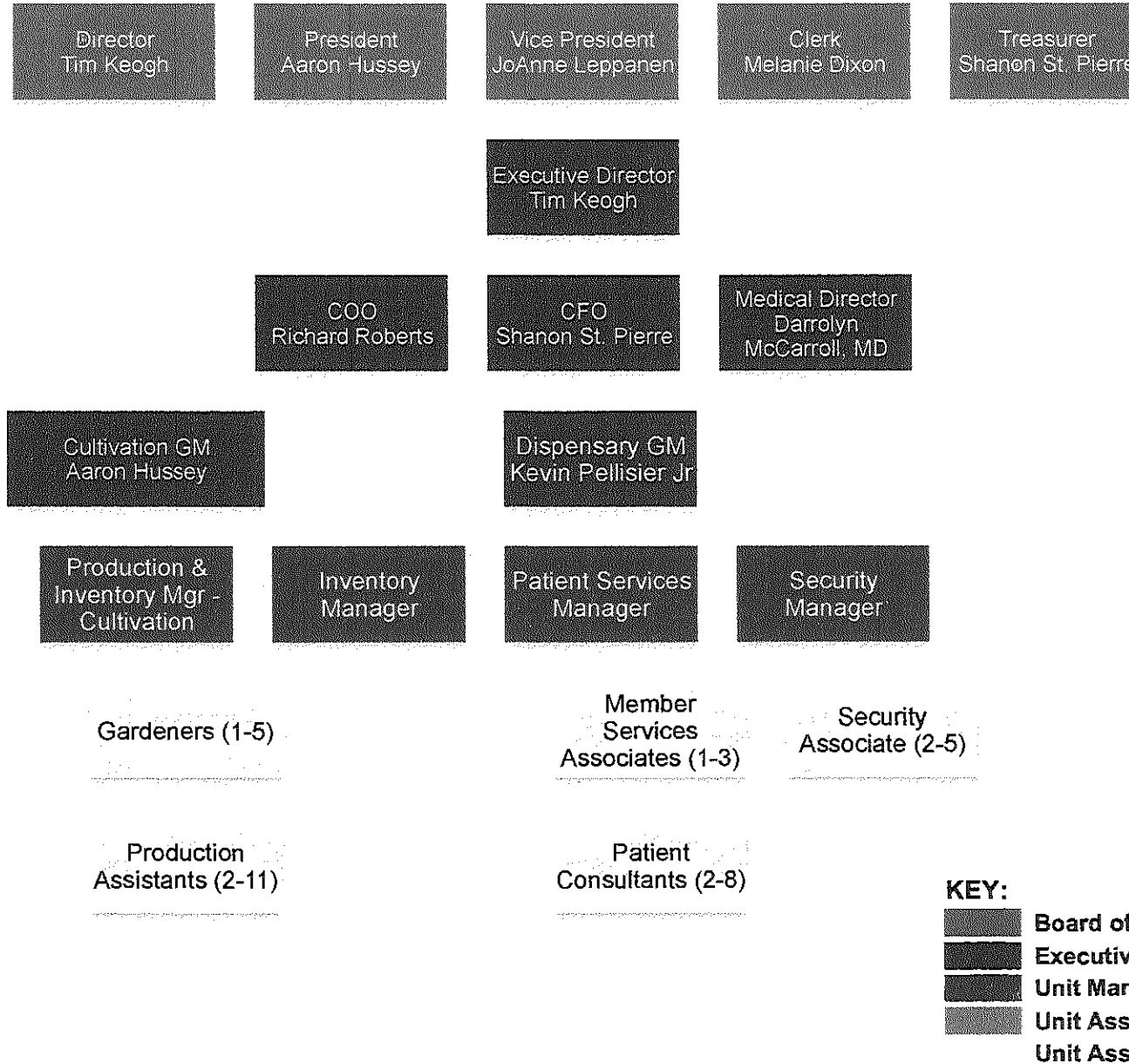
**This exhibit must be completed and attached to a required document and submitted as part of the application.**

Corporation Name: Coastal Compassion, Inc.

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

**Attach organizational chart.**

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**COASTAL COMPASSION, INC. (CCI)**
**Organizational Chart**


**BOARD OF DIRECTORS**  
**(Exhibit 1.4)**

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

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

	<b>Board Role</b>	<b>Name</b>	<b>Date of Birth</b>	<b>Business Email</b>	<b>Business Address</b>
1	President/Chair	Aaron P. Hussey		aaron@coastalcompassion.org	973 Homestead Street. Apt #2, New Bedford MA, 02745
2	Vice President/ Vice Chair	JoAnne Leppanen		joanne@coastalcompassion.org	81 State Street Apt. 1S New Bedford, MA 02740
3	Treasurer	Shanon St. Pierre		shan@coastalcompassion.org	18 Crosstree Hollow North Chatham, MA 02650
4	Clerk/Secretary	Melanie J. Dixon		mel@coastalcompassion.org	52 County Rd. Unit 3 Mattapoisett, MA 02739
5	Director	Timothy R. Keogh		tim@coastalcompassion.org	361 Main Road, Westport, MA 02790
6	Director	Aaron P. Hussey		aaron@coastalcompassion.org	973 Homestead Street. Apt #2, New Bedford MA, 02745
7	Director	JoAnne Leppanen		joanne@coastalcompassion.org	81 State Street Apt. 1S New Bedford, MA 02740
8	Director	Shanon St. Pierre		shan@coastalcompassion.org	18 Crosstree Hollow North Chatham, MA 02650

ORIGINAL



9	Director	Melanie J. Dixon	[REDACTED]	mel@coastalcompassion.org	52 County Rd. Unit 3 Mattapoisett, MA 02739
10	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: Coastal Compassion, Inc. Application # (if more than one): \_\_\_\_\_

**A. Member as Individuals**

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

**B. Member as Corporations**

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



**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: Coastal Compassion, Inc.

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

Attach bylaws.

**BYLAWS**  
**of**  
**Coastal Compassion, Inc.**

**Section 1. MEMBERS**

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

**Section 2. BOARD OF DIRECTORS**

**2.1 Powers.**

The affairs of the corporation shall be managed by the Directors who may exercise all the powers of the corporation.

**2.2 Number and Election.**

The corporation shall have a board of five Directors. A vacancy in the office of director shall be filled as provided in Section 5.3 below. Directors shall serve for a term of five (5) years.

**2.3 Duties.** It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of organization, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**2.4 Committees.**

The Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers, provided that any committee to which the powers of the Directors are delegated shall consist solely of Directors. Unless the Directors otherwise determine, committees shall conduct their affairs in the same manner as is provided in these bylaws for the Directors. The members of any committee shall remain in office at the pleasure of the Directors.

## 2.5 Annual Meeting.

The annual meeting of Directors shall be held within six months after the end of the fiscal year of the corporation on such date and at such hour and place as the Directors or an officer designated by the Directors shall determine. If no date for the annual meeting is established or such meeting has not been held on the date so determined, a special meeting in lieu of the annual meeting may be held with all of the force and effect of an annual meeting.

## 2.6 Regular and Special Meetings.

Regular meetings of the Directors may be held at such places and at such times as the Directors may determine. Special meetings of the Directors may be held at any time and at any place when called by the chairman of the board of Directors, if any, the president or a majority of the Directors.

## 2.7 Notice of Meetings.

Forty-eight hours' notice by mail, fax, email, telephone or word of mouth shall be given for an annual or special meeting unless shorter notice is adequate under the circumstances. No notice need be given for a regular meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization or the bylaws.

## 2.8 Quorum.

A majority of the Directors in person or by proxy shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

## 2.9 Action by Vote.

When a quorum is present at any meeting, a majority of the Directors present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization or the bylaws.

## 2.10 Action by Writing.

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

## 2.11 Presence Through Communications Equipment.

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

#### 2.12 Vote of Interested Directors.

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

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

#### 2.13 Director's Inspection Rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of organization, other provisions of these bylaws, and provisions of law.

#### 2.14 Periodic Report.

The board shall cause any annual or periodic report of this corporation, required under law to be prepared and delivered to a Massachusetts agency office, to be so prepared and delivered within the time limits set by law.

### Section 3. OFFICERS AND AGENTS

#### 3.1 Number and Qualification.

The officers of the corporation shall be a president, treasurer, clerk and such other officers, if any, as the Directors may determine. 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.

#### 3.2 Election.

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

#### 3.3 Tenure.



The president, treasurer and clerk shall each hold office until the next annual meeting of the Directors and until a successor is elected and qualified, and other officers shall serve at the pleasure of the Directors.

#### 3.4 Chairman of the Board of Directors.

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

#### 3.5 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.

#### 3.4 Treasurer.

The treasurer shall be the chief financial officer of the corporation. He or she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He or she shall have such other duties and powers as designated by the Directors or the president.

#### 3.5 Clerk.

The clerk shall record and maintain records of all proceedings of the Directors in a book or books kept for that purpose and shall have custody of the seal of the corporation. 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.

#### 3.6 Other Officers.

Other officers shall have such duties and powers as may be designated from time to time by the Directors.

### Section 4. ADVISORY BOARD

The Directors shall appoint and convene an Advisory Board consisting of respected individuals with close ties and deep roots in Bristol County. Said Advisory Board members may come from the fields of nonprofit management, healthcare administration, security, information technology and may include neighbors, municipal and law enforcement officials.

#### 4.1 Functions. The functions of the Advisory Board shall be

(i) to advise the Directors on subjects within the special expertise of the Advisory Board members, and provide their independent recommendations as to improvements in programmatic or and other matters;

(ii) to provide feedback as to the corporation's standing in the greater Bristol County area, and informal links to other nonprofit organizations and government agencies having a stake in the implementation of 105 CMR 725.000;

(iii) to provide such other support and assistance to the corporation as the Board may reasonably request.

4.2 Authority. The Board of Advisors shall no have no authority or control over the corporation, its operations or its employees.

4.3 Duties and Responsibilities. The duties and responsibilities of the Advisory Board members shall be to exercise good faith sound judgment, and discretion. They shall have no fiduciary duty.

4.4 Rights. Advisory Board members shall have the right to request and receive information from the Directors about any matter properly before them, subject, however, 105 CMR 725.000 and the privacy rights of qualified patients.

4.5. Meetings. The Advisory Board shall meet with the Directors no less often than alternative months, and additionally, together or separately with the Board, as the Directors may request or the Advisory Board may determine.

## Section 5. RESIGNATION, REMOVAL AND VACANCIES

### 5.1 Resignation.

Any Director or officer may resign at any time by delivering his resignation in writing to the chairman of the board, if any, the president or the clerk or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

### 5.2 Removal.

A Director may be removed with cause at any time, by the vote of a majority of the Directors then in office. Any officer may be removed with or without cause at any time by the vote of a majority of the Directors then in office.

### 5.3 Vacancies.

Any vacancy in the board of Directors may be filled by vote of a majority of the Directors then in office. The Directors may exercise all their powers notwithstanding the existence of one or more vacancies in the board. Vacancies in any office may be filled by the Directors.

## Section 6. INDEMNIFICATION

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

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

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

- (i) the payment has been approved or ratified (1) by a majority vote of a quorum of the Directors consisting of persons who are not at that time parties to the proceeding, or (2) by a majority vote of a committee of one or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection Directors who are parties may participate); or
- (ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the Directors or in the manner specified in clauses (1) or (2) of subparagraph (i); or

- (iii) the payment is approved by a court of competent jurisdiction; or
- (iv) the Directors have otherwise acted in accordance with the applicable legal standard of conduct.

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

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

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

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

## Section 7. SEAL AND FISCAL YEAR

### 7.1 Corporate Seal.

The seal of the corporation shall be circular in form with the name of the corporation around the periphery and the year and state of incorporation within or such other form as the Directors may determine.

### 7.2 Fiscal Year.

The fiscal year of the corporation shall end on July 31 in each year or such other date as the Directors may determine.

## Section 8. AMENDMENT



These bylaws may be amended or repealed, in whole or in part, by vote of a majority of the Directors then in office at any meeting of the Directors.

Section 9. EXECUTION OF PAPERS.

Except as provided by law or in the Articles of Organization or as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts, and other documents or instruments to be executed on behalf of the corporation may be signed by the president, by any vice president, or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president or a vice president and the other of whom is the treasurer or an assistant treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, these bylaws, or resolutions or votes of the corporation.

Section 10. COMPENSATION

Unless otherwise provided by law, the Articles of Organization, or these bylaws, a director shall be entitled to receive for such director's services such reasonable amounts, if any, as the directors may determine, which may include expenses of attendance at meetings. A director shall not be precluded from serving the corporation in any other capacity and receiving reasonable compensation for any such services.

Section 11. DEPOSITS

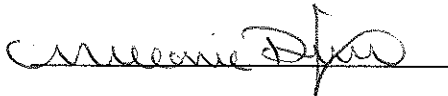
All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 12. CONSTRUCTION AND TERMS

- (i) If there is any conflict between the provisions of these bylaws and the articles of organization of this corporation, the provisions of the articles of organization shall govern.
- (ii) Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
- (iii) All references in these bylaws to the articles of organization shall be to the articles of organization, certificate of incorporation, corporate charter, or other founding document of this corporation filed with an office of Massachusetts Secretary of State and used to establish the legal existence of this corporation.
- (iv) All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

###

I, Melanie J. Dixon, the duly elected Clerk of Coastal Compassion, Inc. hereby attest that the foregoing is a true copy of the bylaws of Coastal Compassion, Inc., that said bylaws have been duly adopted and are in full force and effect.



Melanie J. Dixon, Clerk

Date: November 15, 2013

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.**

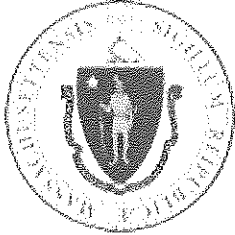
Corporation Name: Coastal Compassion, Inc.

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

Please check box if articles have changed since Phase 1:

YES

NO



**The Commonwealth of Massachusetts  
William Francis Galvin**

Minimum Fee: \$35.00

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

**Restated Articles of Organization**  
(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 463397060 (must be 9 digits)

We, AARON PAINE HUSSEY  President  Vice President,

and MELANIE JADE DIXON  Clerk  Assistant Clerk,

of COASTAL COMPASSION, INC.

located at: 36 N. WATER STREET UNIT 2 NEW BEDFORD, MA 02740 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on: 11/18/2013, by vote of:

0 members, 5 directors, or 0 shareholders,  
being at least two-thirds of its members/directors legally qualified to vote in meetings of the corporation (or, in the case of a corporation having capital stock, by the holders of at least two thirds of the capital stock having the right to vote therein):

**ARTICLE I**

The exact name of the corporation is:

COASTAL COMPASSION, INC.

**ARTICLE II**

The purpose of the corporation is to engage in the following business activities:

ACTIVITIES IN FURTHERANCE OF MEDICAL, EDUCATIONAL, CIVIC AND CHARITABLE PURPOSES, INCLUDING ACTIVITIES AS SHALL PROMOTE THE PUBLIC HEALTH, AND SUCH OTHER ACTIVITIES AND PROGRAMS IN FURTHERANCE OF THE FOREGOING PURPOSES AS MAY BE CARRIED OUT BY A CORPORATION ORGANIZED UNDER MASSACHUSETTS GENERAL LAWS CHAPTER 180 AND DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

**ARTICLE III**

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

**ARTICLE IV**

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its

voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:  
(If there are no provisions state "NONE")

(A) IN ADDITION TO THE POWERS GRANTED TO THE CORPORATION BY GENERAL LAWS, CHAPTER 180, THE CORPORATION SHALL HAVE AND MAY EXERCISE IN FURTHERANCE OF ITS CORPORATE PURPOSES EACH OF THE POWERS SPECIFIED IN SECTIONS 9A AND 9B OF MASSACHUSETTS GENERAL LAWS CHAPTER 156B. (B) THE DIRECTORS MAY MAKE, AMEND OR REPEAL THE BYLAWS IN WHOLE OR IN PART EXCEPT WITH RESPECT TO ANY PROVISION THEREOF THAT BY LAW OR THE BYLAWS REQUIRES ACTION BY THE MEMBERS, IF ANY. (C) NOTWITHSTANDING ANYTHING ELSE HEREIN PROVIDED, THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED EXCLUSIVELY FOR EDUCATIONAL, SCIENTIFIC, OR CHARITABLE PURPOSES, AS SAID TERMS HAVE BEEN AND SHALL BE DEFINED PURSUANT TO SECTIONS 170(E) AND 501(C)(3) OF THE INTERNAL REVENUE CODE. SO LONG AS THE CORPORATION SHALL HAVE RECOGNITION UNDER SAID SECTION, ALL POWERS OF THIS CORPORATION SHALL BE EXERCISED ONLY IN SUCH MANNER AS WILL ASSURE THE OPERATION OF THIS CORPORATION EXCLUSIVELY FOR SAID PURPOSES, AS SO DEFINED, IT BEING THE INTENTION THAT THIS CORPORATION SHALL BE EXEMPT FROM FEDERAL INCOME TAX AND THAT CONTRIBUTIONS TO IT SHALL BE DEDUCTIBLE PURSUANT TO SAID SECTIONS OF SAID CODE, AND ALL PURPOSES AND POWERS HEREIN SHALL BE INTERPRETED AND EXERCISED CONSISTENTLY WITH THIS INTENTION. (D) THE CORPORATION MAY USE AND/OR DISTRIBUTE ALL PROPERTY FROM TIME TO TIME HELD BY THE CORPORATION SOLELY IN THE FURTHERANCE OF ITS NON-PROFIT PURPOSES SET FORTH IN ARTICLE 2 ABOVE, IN SUCH MANNER AS THE BOARD OF DIRECTORS SHALL DETERMINE. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTED TO ITS MEMBERS, DIRECTORS, OFFICERS, PRIVATE SHAREHOLDERS OR INDIVIDUALS. EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES ACTUALLY RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE CORPORATION'S PURPOSES SET FORTH IN ARTICLE 2 OF THESE ARTICLES OF ORGANIZATION. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED IN SECTION 501(H) OF THE INTERNAL REVENUE CODE), AND THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE. (E) EXCEPT AS MAY BE OTHERWISE REQUIRED BY LAW, THE CORPORATION MAY AT ANY TIME AUTHORIZE A PETITION FOR ITS DISSOLUTION TO BE FILED WITH THE SUPREME JUDICIAL COURT OF THE COMMONWEALTH OF MASSACHUSETTS GENERAL LAWS BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE DIRECTORS OF THE CORPORATION THEN IN OFFICE; PROVIDED, HOWEVER, THAT IN THE EVENT OF ANY LIQUIDATION, DISSOLUTION, TERMINATION OR WINDING UP OF THE CORPORATION (WHETHER VOLUNTARY, INVOLUNTARY OR BY OPERATION OF THE LAW), THE PROPERTY OR ASSETS OF THE CORPORATION REMAINING AFTER PROVIDING FOR THE PAYMENT OF ITS DEBT AND OBLIGATIONS SHALL BE CONVEYED, TRANSFERRED, DISTRIBUTED AND SET OVER OUTRIGHT TO ONE OR MORE EDUCATIONAL, SCIENTIFIC, OR CHARITABLE INSTITUTIONS OR ORGANIZATIONS, CREATED AND ORGANIZED FOR NONPROFIT PURPOSES SIMILAR TO THOSE OF THE CORPORATION, WHICH QUALIFY AS EXEMPT FROM INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AS A MAJORITY OF THE TOTAL NUMBER OF THE DIRECTORS OF THE CORPORATION MAY BY VOTE DESIGNATE AND IN SUCH PROPORTIONS AND IN SUCH MANNER AS MAY BE DETERMINED IN SUCH VOTE; PROVIDED, FURTHER, THAT THE CORPORATION'S PROPERTY MAY BE APPLIED TO CHARITABLE OR EDUCATIONAL PURPOSES IN ACCORDANCE WITH THE DOCTRINE OF CY PRES IN ALL RESPECTS AS A COURT HAVING JURISDICTION IN THE PREMISES MAY DIRECT. (F) NO OFFICER OR DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR ANY BREACH OF FIDUCIARY DUTY BY SUCH OFFICER OR DIRECTOR AS AN OFFICER OR DIRECTOR NOTWITHSTANDING AN

Y PROVISION OF LAW IMPOSING SUCH LIABILITY, EXCEPT THAT, TO THE EXTENT PROVIDE D BY APPLICABLE LAW, THIS PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF AN OFFICER OR DIRECTOR (I) FOR BREACH OF THE OFFICER'S OR DIRECTOR'S DUTY O F LOYALTY TO THE CORPORATION (II) FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW OR (II D) FOR ANY TRANSACTION FROM THE OFFICER OR DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT. NO AMENDMENT OR APPEAL OF THIS PROVISION SHALL DEPRIVE AN OFFICER OR DIRECTOR OF THE BENEFIT HEREOF WITH RESPECT TO ANY ACT OR OMISSION OCCURRING PRIOR TO SUCH AMENDMENT OR REPEAL. (G) THE CORPORATION MAY, WITH OUT LIMITATION: (I) MAKE CONTRACTS, GIVE GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS, AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE, PLEDGE OR ENCUMBRANCE OF, OR SECURITY INTEREST IN, ALL OR ANY OF ITS PROPERTY OR ANY INTEREST THEREIN, WHEREVER SITUATED. (II) MAKE DONATIONS, IRRRESPECTIVE OF CORPORATE BENEFIT, FOR THE PUBLIC WELFARE OR FOR COMMUNITY FUND, HOSPITAL, CHARITABLE, RELIGIOUS, EDUCATIONAL, SCIENTIFIC, CIVIC OR SIMILAR PURPOSES, AND IN TIME OF WAR OR OTHER NATIONAL EMERGENCY IN AID THEREOF; AN D (III) HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ANY O R ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS FORMED; PROVIDED THAT NO SUCH POWER SHALL BE EXERCISED IN A MANNER INCONSISTENT WITH CHAPTER 180 OF T HE GENERAL LAWS.

**Note: The preceding four (4) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.**

**ARTICLE V**

The effective date of the Restated Articles of Organization of the corporatoin shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

**ARTICLE VI**

The information contained in Article VI is not a permanent part of the Articles of Organization.

**a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:**

No. and Street: 36 N. WATER STREET  
UNIT 2  
 City or Town: NEW BEDFORD State: MA Zip: 02740 Country: USA

**b. The name, residential street address and post office address of each director and officer of the corporation is as follows:**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	AARON PAINE HUSSEY	973 HOMESTEAD STREET, APT #2 NEW BEDFORD, MA 02745 USA	Directors shall serve for a term of five (5) years
TREASURER	SHANON WRIGHT ST. PIERRE	18 CROSSTREE HOLLOW NORTH CHATHAM, MA 02650 USA	Directors shall serve for a term of five (5) years
CLERK	MELANIE JADE DIXON	52 COUNTY RD. UNIT 3	Directors shall

		MATTAPOISETT, MA 02739 USA	serve for a term of five (5) years
VICE PRESIDENT	JOANNE LEPPANEN	81 STATE STREET APT. 1S NEW BEDFORD, MA 02740 USA	Directors shall serve for a term of five (5) years
DIRECTOR	TIMOTHY RYAN KEOGH	361 MAIN ROAD WESTPORT, MA 02790 USA	Directors shall serve for a term of five (5) years
DIRECTOR	JOANNE LEPPANEN	81 STATE STREET APT. 1S NEW BEDFORD, MA 02740 USA	Directors shall serve for a term of five (5) years
DIRECTOR	AARON PAINE HUSSEY	973 HOMESTEAD STREET, APT #2 NEW BEDFORD, MA 02745 USA	Directors shall serve for a term of five (5) years
DIRECTOR	MELANIE JADE DIXON	52 COUNTY RD. UNIT 3 MATTAPOISETT, MA 02739 USA	Directors shall serve for a term of five (5) years
DIRECTOR	SHANON WRIGHT ST. PIERRE	18 CROSSTREE HOLLOW NORTH CHATHAM, MA 02650 USA	Directors shall serve for a term of five (5) years

**c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:**  
July

**d. The name and business address of the resident agent, if any, of the business entity is:**

Name:

No. and Street:

City or Town:

State:

Zip:

Country:

**We further certify that the foregoing Restated Articles of Organization affect no amendments to the Articles of Organization of the business entity as heretofore amended, except amendments to the following articles. Briefly describe amendments below:**

**SIGNED UNDER THE PENALTIES OF PERJURY, this 19 Day of November, 2013,**  
**AARON PAINE HUSSEY , President / Vice President,**

**MELANIE JADE DIXON , Clerk / Assistant Clerk.**



THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

November 19, 2013 09:26 AM

A handwritten signature in cursive script that reads "William Francis Galvin".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*



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

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

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

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

N/A

**REFERENCES  
(Exhibit 1.9)**

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

Corporation Name: Coastal Compassion, Inc.

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

	Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1	James C. Rehnquist	(617)570-1820 jrehnquist@goodwinprocter.com	Mr. Rehnquist is a Partner at Goodwin Proctor LLP & has been working with Tim Keogh to understand the Medical Marijuana industry.	9/2013 to Present
2	Dennis Reid	401-451-3940 denreid4@hotmail.com	Mr. Reid is in charge of QC & Compliance at Greenleaf Compassion Center in Rhode Island. Dennis and Tim have a professional relationship through RI's MMJ Program.	2/2013 to Present
3	Chuck Schoninger	910-251-6160 chucks@usainvestco.com	Mr. Schoninger is the CEO that hired Tim Keogh as a Consultant for a \$40 Million dollar waterfront redevelopment.	5/2012 to Present

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

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

Corporation Name: Coastal Compassion, Inc.

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

	Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1	Executive Director	Timothy R. Keogh	[REDACTED]	tim@coastalcompassion.org (508) 971-9768	361 Main Road Westport, MA 02790
2	Chief Financial Officer	Shanon W. St. Pierre		shanon@coastalcompassion.org 508-237-5495	18 Crosstree Hollow North Chatham, MA 02650
3	Chief Operations Officer	Richard K. Roberts		Richard@coastalcompassion.org 774-238-8076	81 Sandwich Road Plymouth, MA 02360
4	Medical Director	Darrolyn McCarroll, M.D.		doctor@coastalcompassion.org 508-520-4694	620 Washington Street Franklin, MA 02038
5	Cultivation General Manager	Aaron P. Hussey		aaron@coastalcompassion.org (774) 400-5003	973 Homestead Street Apt #2 New Bedford MA, 02745
6	Dispensary General Manager	Kevin Pellisier, Jr.		kevin@coastalcompassion.org 413-537-6311	533 Horseneck Rd. Westport, MA 02790

<b>RESUMES FOR EXECUTIVE MANAGEMENT TEAM (Exhibit 2.2)</b>
----------------------------------------------------------------

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

Corporation Name: Coastal Compassion, Inc.

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

List the résumés attached:

	Title	Name
1	Executive Director	Timothy R. Keogh
2	Chief Financial Officer	Shanon W. St. Pierre
3	Chief Operations Officer	Richard K. Roberts
4	Medical Director	Darrolyn McCarroll, MD
5	Cultivation General Manager	Aaron P. Hussey
6	Dispensary General Manager	Kevin Pellisier, Jr.

TIMOTHY R. KEOGH

 ORIGINAL

(508) 971-9768

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## INTRODUCTION

A successful leader experienced in business operations, marketing, planning and development, including management of a diverse real-estate portfolio and new project development. Demonstrated achievements in successfully designing and opening new waterfront developments and due diligence to identify solutions for projects throughout North American, Central American and Caribbean markets.

Recognized by Boating Industry Magazine as the “best of the best under 40” in the Marine Industry

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## EDUCATION

Mount St. Mary’s College, Emmitsburg, MD.  
Bachelor of Science in Business Administration – Marketing

## PROFESSIONAL EXPERIENCE

Dock Promotions, LLC; Ft. Lauderdale, FL  
Owner, Managing Director

Nov 2010 – Present

Dock Promotions is an international consulting firm that provides strategic planning and operational support to marinas and nautical destinations. As the Managing Director, Tim:

- Works closely with developers, facility owners, investors, and on-site staff to create and implement strategic development plans & operational programs
- Conducts operational audits, creates training program, and establishes financial controls for mixed-used developments
- Oversees creation of effective collateral materials, website content, social media, unique boat show strategies, and promotional activities.
- Specializes in the Superyacht and transient yacht markets and provides a unique perspective on emerging markets and new destinations.

Marina Management Services, Inc (MMS); Boca Raton FL  
Director of Business Services

Sep 2003- Oct 2010

MMS provides third party management and consulting services for the marina, resort, and boatyard segments of the marine industry. The Director of Business Services is a multifaceted position involving:

- Leadership of a specialized marina consulting division in the areas of financial controls, market analysis, site analysis, financial feasibility, acquisitions, design, and operations for a broad client base;
- Direction and decision-making that maximizes return on investment while maintaining compliance with environmental, operational, and financial regulation
- Oversight management of marina management contracts, budgets and support for a variety of marina operations including dry stack, wet slip, and boatyard operations in seasonal and year-round markets;

**Yacht Club Palmas Del Mar; Humacao, PR  
General Manager**

[www.palmasdelmaryachtclub.com](http://www.palmasdelmaryachtclub.com)

Aug 2008 – April 2010

Directed the opening and on-going operations of a brand new \$40 Million dollar, 168 slip Mega-Yacht marina on the Southeast Coast of Puerto Rico. Designed and implemented site-specific policies and procedures for the entire operation which included financial controls, a customer service orientated Marina Office, 168 wet slips for yachts 40 to 175 feet in length, 35,000 gallons of fuel storage, in-slip fueling, in-slip pump out, fuel dock, pool, and a 16,000 Sq. Ft. Yacht Club Building. Responsibilities included creation of a rental program, hired and trained marina staff of 15 FTEs. Created & implemented an effective marketing program, detailed budgeting, and produced detailed monthly management reports. Managed and marketed a series of local and international events including three sport-fishing tournaments, two sailing regattas, two on-site film productions, and several other events and celebrations. Maintained compliance with all local and federal regulations for workplace safety, environmental protection, and Customs & Border Protection.

**Crown Bay Marina; St. Thomas, USVI  
Operations Manager**

[www.crownbay.com](http://www.crownbay.com)

2001-2003

Managed the day-to-day operations of a 4.5 acre, 99 slip, full-service mega-yacht facility in the U.S. Virgin Islands. A multi-faceted position that included: budgeting & monthly management reporting, management of 20 FTEs, maintenance of the exceptional levels of customer service; inventory controls of 190,000 gallons of fuel stored on site; performing weekly fuel pricing analysis, negotiating volume discounts, establishing a customer incentive program, and surpassing the annual sales benchmark of 1 million gallons. Performed market research and a competitive analysis of neighboring Caribbean island's marina facilities to forecast occupancy, and identify new business strategies. Lead management role as a Ship's Agent for the transient, foreign traveling, mega-yachts and conducted Customs, Immigration and Coast Guard clearance. Responsible for maintaining compliance of all local and federal governmental regulations including EPA, USCG, OSHA, and DHS. Organized, designed and implemented a preventive maintenance program and supervised capital improvement projects throughout the property. Identified and created additional revenue centers for the marina through technological improvements such as wireless internet access and satellite television.

**Town of Marion Harbormaster's Office; Marion, MA  
Assistant Harbormaster**

1998-2001

Assisted in the organization and implementation of a detailed Harbor Management Program for over 1,300 moored vessels in a bustling New England harbor. Patrolled 24 miles of shoreline and promoted teamwork with a diverse group of Harbormasters and assistants. Managed a preventative maintenance program for 5 boats and as well as all town owned docks and piers. Responsible for enforcing the compliance of all local, state, and federal maritime laws and regulations and participated in the Cape and Islands Harbormaster Association.

**Presentations**

"Economic Feasibility & Budgeting" Docks & Marinas II, University of Wisconsin, Dept. of Engineering, May 2013

"Financial Feasibility & Financing" Marina Recreation Association, 2011 Conference, Las Vegas, NV

"Analyzing Market Trends & Financial Programming" Rehabilitating Docks & Marina Facilities, University of Wisconsin, Dept. of Engineering, October 2011

"Economic Feasibility of Dry Stack Storage" 8th Dry Stack Conference 2008, West Palm Beach Florida, Part of the International Marina Institute Training Program

"Planning on Purpose" –2008 International Marina & Boatyard Conference (IMBC) – Water Access Panel

"Future of the Marina Industry" Pacific Coast Congress of Port Managers and Harbormasters, 2006, Newport, OR.

**SHANON W. ST. PIERRE****Chief Financial Officer, Coastal Compassion, Inc.**18 Cross Tree Hollow  
North Chatham, MA 02650508-237-5495  
shanon@coastalcompassion.org**EDUCATION****UNIVERSITY OF MASSACHUSETTS, AMHERST**

B.S. Business Administration

Amherst, MA

**PROFESSIONAL EXPERIENCE****EMERALD OCEAN CAPITAL, INC.**

CEO &amp; CIO, September 2013 – Present

Newport Beach, CA  
Chatham, MA

- Responsible for fundraising and managing multi-million dollar portfolios
- Analysis and evaluation of investment opportunities
- Creates investment funding, monitoring of portfolio company performance, investor relations, firm distributions, and human resources activities of the firm
- Plans, develops, organizes, implements, directs and evaluates the organization's fiscal function and performance

**PLEASANT BAY CAPITAL**

Founder &amp; CFO, May 2010 - Present

Chatham, MA

- Leads financial reporting and analysis, accounting (Quickbooks Online), investor relations, human resources
- Creates revenue opportunities; secured financing of approximately \$1,000,000
- Leads business development initiatives, continually developing successful new relationships
- Establishes financial operation strategies by evaluating trends, initiating critical measurements, designing systems, accumulating resources

**THE MONOMOY GROUP**

Co-Founder &amp; Managing Partner, September 2005 – April 2010

Chatham, MA

- Led fundraising and startup services for private equity and development firm
- Managed a \$200 million line of credit
- Developed business on behalf of investors and conducted due diligence

**BANK OF AMERICA**

VP of Loan Origination – Northeast Region, January 2008 – January 2010

Barnstable, MA

- Provided finance leadership for private banking products (lending, mortgages, deposits and investment portfolios); including all aspects of financial control (financial reporting & analysis, business case creation, budgeting / forecasting, expense management and strategic vendor evaluations)
- Directed staff's financial analysis to support complex performance analysis, evaluate interest rate sensitivities and support decision-making, as well as, prepare and present financial analysis to Investor Relations and Strategy teams
- Coordinated with Legal Entity Controllers and Business Unit Controllers to comply with Corporate and Regulatory Reporting requirements and to improve governance and oversight on the separate legal entities

**CAPE COD & ISLANDS MORTGAGE, LLC**

Loan Officer, 2006 - 2008

Orleans, MA

- Managed lending operations for acquisition and refinancing transactions
- Directed new business development and cross-selling of all bank lending products

**BEDFORD LENDING CORP.**

Commercial Loan Officer, 2003 - 2006

Bedford, NH

- Originated and serviced a commercial real estate lending portfolio that exceeded \$75 million
- Created strategic partnerships with national HUD offices, establishing the company as a top eagle underwriter for all 504B lending programs

**Richard K. Roberts**

Chief Operations Officer, Coastal Compassion, Inc.

(774) 238-8076

WORK EXPERIENCE:**Boston Scientific***Senior Learning & Development Manager***Quincy, Massachusetts  
February 2007 – Present**

- Manage site learning and development at Natick, Quincy and Coventry sites
- Maintain site training compliance
- Assess site training needs, contract vendors to provide training
- Facilitate professional development classes and new hire orientation
- Lead/Participate in regional and corporate wide project teams, including on-boarding and implementation of new LMS while maintaining current LMS
- Site and Corporate training SME
- Front room audit facing responsibilities for multiple 3<sup>rd</sup> party audits, including, FDA, TUV, KEMA, DEKRA, and VAWD

**American Red Cross Blood Services– New England Region***Telerecruitment Supervisor***Dedham, Massachusetts  
February 2007 - January 2008**

- Supervise team of 15-20 telerecruiters
- Maintain performance standards

*Compliance/Regulatory Manager***September 2006–February 2007**

- Oversee Production Lab Training Department
- Assure compliance to FDA regulations
- Manage Department Change Control
- Implement new procedures
- Train new employees in “Documentation Basics”, “You Are the Key” and “Problem Management”
- Manage deviations, execute validations, and maintain compliance in cGMP environment.
- Represent organization at unemployment hearings, wrongful dismissal suits, workers compensation hearings and binding arbitrations

*Operations/Problem Manager-Manufacturing***January 2002 – August 2006**

- Oversee Production Laboratory.
- Manage group of 70+ line staff, 7 supervisors, and various support personnel
- Involved with discipline issues and hiring
- Manage deviations, execute validations, and maintain compliance in cGMP environment
- Contract negotiations: Successfully negotiated contracts with SEIU Local 285
- Represent organization at unemployment hearings, wrongful dismissal suits, workers compensation hearings and binding arbitrations

*Distribution Manager***July 2000 – December 2001**

- Manage department of 30 Teamsters, 2 supervisors, and scheduling coordinator
- Oversee offsite Distribution Department in Manchester, NH
- Project Leader in termination of distribution activities in Manchester, saving organization more than \$400,000 per year
- Negotiated with a variety of vendors resulting in considerable cost savings
- Contract Negotiations: Successfully negotiated Teamster contract resulting in the end of the “2 tier” wage system while freezing pay rates for 3 years
- Represent organization at unemployment hearings, wrongful dismissal suits, workers compensation hearings and binding arbitrations



*Distribution Tech, MACS Trainer*

1989 – June 2000

- Performed distribution technician duties
- Part of project team implementing MACS computer system as a master trainer.

*Distribution Foreman*

1984 - 1989

- Directed workflow and scheduled staff of 30+ teamsters
- Helped plan and coordinate move of Distribution Department from Boston to present location in Dedham
- Aided in the design of the new distribution department and planning the delivery routes and shuttles from the new location

*Distribution Technician*

1980 – 1984

EDUCATION:

**Boston University**

May 1982

- Bachelor of Science, Business Administration

**Darrolyn McCarroll, MD**

**Medical Director, Coastal Compassion, Inc.**

620 Washington Street

Franklin, Massachusetts 02038

(508) 520-4694

doctor@coastalcompassion.org

**Professional Experience**

2009 - Present

**Medical Consultant, Locum**

1992- 2009

**Private Practice, Franklin, MA Private Practice**

1990-1992

**Tri-County Medical Associates, Medway, MA**

Successfully integrated solo practice into group practice affiliated with Milford-Whitinsville Regional Hospital in Medway, MA; maintained internal medicine specialty and served an adult population throughout Medway and surrounding towns

1988 -1990

**Medical Director, Martin Luther King Health Center, Erie, PA**

Directed the daily development and administration of patient care services at this federally funded neighborhood health center; supervised personnel, developed office policies and treatment protocols, as well as practiced clinical internal medicine

1986 - 1988

**Physician, Internal Medicine, St. Vincent's Medical Center, Erie, PA**

Directly responsible for medical and diabetic clinics; chair of ambulatory services committee and member of utilization review committee

**Education**

1979-1983 **New Jersey Medical School, Newark, NJ**

1973-1977 **Wagner College, Staten Island, NY – B.A. Biology**

**Post Graduate Training**

1994-1997 Physician Management Program Mass Medical Society – Certificate of Completion

1983-1986 Physicians Management Program Geisinger Clinic, Susquehanna University, Certificate of Completion

1983-1986 UMDNJ – Robert Wood Johnson Medical School St, Peter's Medical Center, New Brunswick, NJ

**US. Public Health Service**

1986-1990 Commissioned Officer in the National Health Service Corps

U.S. Public Health Service Honorable discharge

**Teacher/Attending Staff**

*Instructor, Third Year Clerkship, University of Massachusetts, Worcester, MA, Longitudinal Preceptorship Program*

*Instructor Physician's Assistant Program, Garmon University, Erie, PA*

*Instructor, Family Practice Program, St. Vincent's Medical Center, Erie, PA*

**Certification/Licensure**

1984 Diplomate Flex

1986 American Board of Internal Medicine

**Medical Licenses**

1990 Massachusetts

**Professional Associations**

2003-2005 Milford Regional Hospital - Board Director, Member at Large

2003-2005 Elected Board Member – Greater Milford Health Alliance, PPO

1990 - Present AMA, MMA, NMA, MMS

**Civic Associations**

Served as Officer/Board Member on various community organizations

Franklin Board of Health 1995-2009

**Aaron Hussey**

**Cultivation General Manager, Coastal Compassion, Inc.**

973 Homestead St., #2  
New Bedford, MA 02745

Mobile: (774) 400-5003

**EDUCATION**

Bristol Community College 1999  
**Associate of Liberal Arts with a concentration in Criminal Justice**

**MEDICAL MARIJUANA EXPERIENCE**

**RI Medical Marijuana Program; Providence, RI March 2010 - Present**

*Medical Marijuana Caregiver*

- Provide safe access to medical cannabis to registered RI patients as part of a network of caregivers
- Manage the caregiver network to maintain compliance with DPH regulations, health and safety standards, and robust security programs
- Research and select medical marijuana strains based on patient feedback, current industry trends, and varying cannabinoid profiles
- Design and implement techniques to aid in the construction of indoor agricultural grow rooms for medical marijuana
- Consistently cultivated medical marijuana from seed or clone through harvest, processing, curing, testing and packaging
- Implement MJ Freeway's "Seed-to-Sale" tracking program
- Controlled quality by lab testing useable medicine for cannabinoid profiles, pesticides, bugs, mold and other contaminants

**PROFESSIONAL EXPERIENCE**

**DEGSoft; New Bedford, MA October 2001 – Present**

*Owner/Operator*

- Operate an internet based software development company
- Specialize in custom-made Microsoft Windows applications

**General Dynamics C4 Systems; Scottsdale, AZ December 2006 – June 2008**

*Contractor*

- Coordinated all internal activities necessary to research and resolve inquiries
- Provided accounts with service solutions
- Contributed to a team effort to meet or exceed service, production and quality goals
- Identified errors and implemented solutions with team members and leaders
- Met and exceeded daily, weekly, and monthly performance goals

**Kevin Pelissier Jr.**

Dispensary General Manager, Coastal Compassion, Inc.

**PROFILE**

- An extremely creative, forward thinker
- A clear and confident communicator; able to deliver presentations with clarity and humor to diverse audiences
- A strong leader and team player; great at supporting team members to achieve personal and professional goals
- Known for motivation, drive, and the ability to get things done
- Dedicated to sustainable and socially responsible business development

**EMPLOYMENT****Educational Committee for Civic Support****June 2011-Present***Co-founder / Director of Marketing and Business Operations*

- Provide technology and business operations consulting to non-profit organizations and small local businesses
- Develop and manage organizational goals and objectives
- Hire and manage staff
- Build partnerships with local businesses and potential clients
- Provide client specific technology, marketing, and operational strategy plans

**Trestian, LLC****January 2012 - Present***Co-founder / Director of Marketing and Strategy*

- Provide technology and business operational consulting to small and medium size businesses
- Developed and manage organizational goals and objectives
- Hire and manage staff
- Manage complex projects including the execution of Web Development, Online marketing, and operational efficiency plans
- Build partnerships with local businesses and potential clients
- Provide client specific technology, marketing, and operational strategy plans

**Consumer United****February 2008 – April 2009***Sales / Customer Service / New product development / Management*

- Customer service and sales for personal lines of insurance
- High volume sales environment utilizing effective lead management tactics
- Contacted business to create strategic partnerships
- Organized a new division of the company, and developed the sales and management strategies
- Implemented and organized the companies customer resource management system (CRM)
- Interviewed and assisted in the hiring and training of over 25 new staff members

**Atlantis Mortgage Corporation****February 2007 – January 2008***Mortgage Loan origination and product sales*

- Direct sales position with high level of customer service and communication

- Created and presented marketing materials to potential clients and referral sources
- Directed and managed the company's internship program

**Monson Savings Bank**

**June 2001 – August 2005**

*Customer Service Associate*

- Assisted customers in processing transactions
- Exhibited precise written and verbal communication skills
- Educated customers on available products and services offered by Monson Savings Bank

**EDUCATION**

2002-2007      University of Massachusetts, Dartmouth, MA  
*Bachelor of Arts and Science with a Concentration in Marketing*

2009-2011      Master of Business and Administration  
*Concentration in Marketing and Sustainable Business Development*

**RELEVANT EXPERIENCE**

**Center For Marketing Research**

- *Marketing Research Consultant for the Center for Marketing Research at UMass Dartmouth*
- Work included survey construction, data collection, data analysis, and writing of a final report

**Entrepreneurial Projects**

- Real Estate Investing and Property Management
- Co-founder of Trestian LLC
- Co-founder of The Educational Committee for Civic Support

**TECHNICAL SKILLS**

- Proficient in Microsoft Word, Excel, PowerPoint, Photo Shop, and various web platforms

**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: Coastal Compassion, Inc.

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

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

Attach one-page bank statement.

COASTAL COMPASSION, INC.

BUSINESS FUNDAMENTALS CHK



Bank of America  
Back Bay  
440 Boylston Street  
Boston, MA 02116-3700

Last Posting Date 11/12/2013

Date/Time Printed 11/13/2013 1:38 PM EST

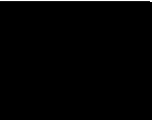
**Since Last Statement Summary**

Last Statement Date 10/31/2013

Balance Last Statement (\$)

Deposits/Credits (+) # 1

Withdrawals/Debits (-) # 0



Holds (-)

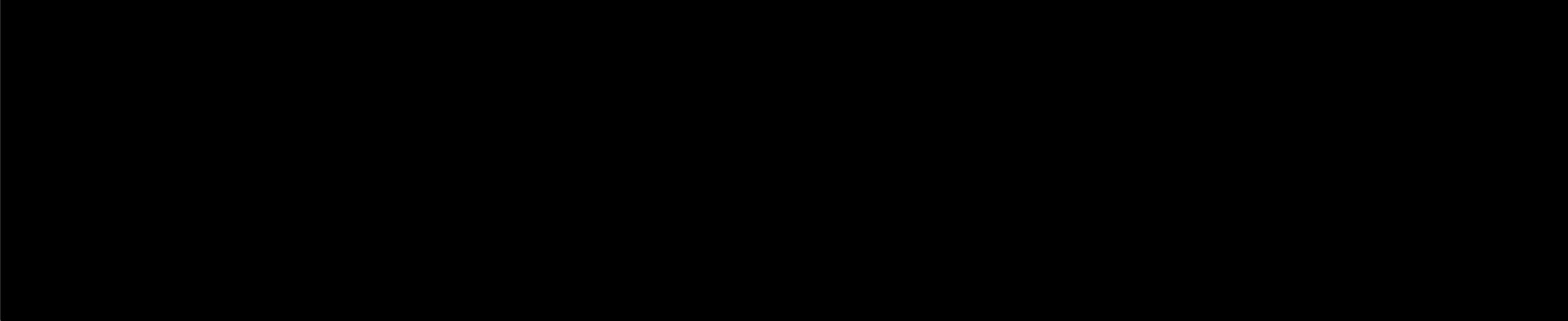
Pending Credits (+)

Available Balance (\$)

\$507,476.00

Some of the information was not available when this page was printed. Please ask your Bank of America banker to assist you  
Balance Last Statement, Deposits/Credits, Withdrawals/Debits may not total to Available Balance.

Date	Description	Type	Amount	Available Balance
	Amount included in Available Balance			



Statement Period as of 10/28/2013

\*\*\*No More Activity For This Account\*\*\*

For additional information or service, please contact the Customer Service Center at 1-800-432-1000

\* = Item(s) included in Previous Statement(s).





**Letter of Commitment**

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

Date:

Name of the Corporation:

Name of CEO/Executive Director of the Corporation:

Name of Account Holder:

N/A

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

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

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

Print Name \_\_\_\_\_

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

**Notary Public**

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

*If applicable, add:*

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

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

**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: Coastal Compassion, Inc.

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

	Individual Name	Business Address	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	Douglas Leighton	50 Commonwealth Avenue, Suite 2 Boston, MA 02116	\$ 1,500,000.00 % 63	Cash	Advisory Board – Business Consultant	Loan at 14% per annum with 5 year term
2	Douglas Leighton	50 Commonwealth Avenue, Suite 2 Boston, MA 02116	\$ 500,000.00 % 22	Cash	Advisory Board – Business Consultant	Letter of guarantee to lease or finance equipment at 7% per annum
3	Douglas Leighton	50 Commonwealth Avenue, Suite 2 Boston, MA 02116	\$ 350,000 % 15	Cash	Advisory Board – Business Consultant	Short-term working capital at 1% per month

	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	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			
2	N/A	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			

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

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

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

	Expense Type	Costs	Explanation of Expense
	<b>Planning and Development</b>		
1	Architect and design fees	\$15,000	Full architectural design and drawings
2	Environmental survey	\$0	Both properties clean (Phase 1 EPA certifications)
3	Permits and Fees	\$10,919	DPH review fee; Building permit fees and related expenses
4	Security assessment	\$2,500	Security analysis through Madison Security & Shanix Tech.
5	Land/building cost	\$0	Leased property
6	Site clean-up and preparation	\$16,000	Sandblast and paint interior of mill space; remove debris
7	Other- describe	\$0	
8	_____		
9	_____		
	<b>Build-out Costs</b>		
1	Construction expenses	\$804,300	Dispensary (\$204,300); cultivation/processing (\$600k)
2	Painting and finishes	\$0	Included in construction expenses
3	Security system	\$95,000	Security controls & monitoring (dispensary & cultivation)
4	Landscape work	\$0	Not applicable
5	Parking facility	\$0	Not applicable
6	Other- describe	\$0	
7	_____	\$0	
8	_____	\$0	
9	_____	\$0	
	<b>Equipment Costs</b>		
1	Vehicles and transportation	\$25,000	Purchase of secure vehicle
2	Cultivation equipment	\$200,000	Phase 1 cultivation equipment (lights, irrigation, etc.)
3	Furniture and storage needs	\$17,000	Furnishings & safes for dispensary & cultivation sites
4	Computer equipment	\$8,000	Computers, tablets, and printers
5	HVAC	\$100,000	Ten 5-ton units of air conditioning for grow rooms
6	Kitchen/food prep equipment	\$120,000	Commercial grade kitchen with extraction equipment
7	Other- describe	\$30,000	Monitoring and automation system
8	Other equipment and supplies	\$45,000	Harvesting, drying, curing, and packaging
9	_____	\$0	
	<b>TOTAL</b>	<b>\$ 1,488,719</b>	

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

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

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

Budget Period: 9/1/14 to 8/31/15

Projected Number of Patients: 2,026 and Number of Visits: 48,253

			Year ONE Budget	Budget Notes
<b>REVENUE</b>				
1	Medical Marijuana sales		\$3,064,515	Retail sales, net of Compassion discounts
2	Other supplies sold		\$69,269	Retail sales of other supplies
3	Other revenue sources		\$173,504	Wholesale sales of medical marijuana
<b>A</b>	<b>TOTAL REVENUE:</b>		<b>\$3,307,288</b>	
<b>PAYROLL EXPENSES</b>				
	<b>Personnel Category</b>	<b># FTE</b>		
1	Executive Management Team	4.5	\$379,000	FTE is average for year
2	RMD Management	4.4	\$221,880	FTE is average for year
3	RMD Associates	14.6	\$558,167	FTE is average for year
<b>B</b>	<b>TOTAL SALARIES</b>	<b>23.5</b>	<b>\$1,159,046</b>	
<b>C</b>	<b>Fringe Rate and Total</b>	<b>30%</b>	<b>\$347,714</b>	Payroll taxes and employment benefits
<b>D</b>	<b>TOTAL SALARIES PLUS FRINGE (B+C)</b>		<b>\$1,506,760</b>	
<b>OTHER EXPENSES</b>				
1	Consultants		\$76,000	Consulting fees for operational support/training
2	Equipment		\$7,915	Miscellaneous computers and equipment
3	Supplies		\$260,399	Supplies used in grow operation & retail sale
4	Office Expenses		\$22,957	Office supplies and expenses
5	Utilities		\$131,718	Utilities for dispensary and cultivation
6	Insurance		\$28,862	General liability insurance
7	Interest		\$273,269	Interest expense in first year
8	Depreciation/Amortization		\$234,935	Non-cash expense; D&A of capex & startup costs
9	Leasehold Expenses		\$18,468	Miscellaneous improvements
10	Bad Debt		\$0	Purchase in cash or credit card
11	Security Services		\$66,000	Security services (dispensary & cultivation sites)
12	Rent Expense		\$132,000	Rent (dispensary and cultivation sites)
13	Advertising and Marketing		\$69,269	Educational info to support RMD awareness
14	Other G&A		\$222,360	Other general & administrative
15	Other COGS		\$43,458	Other production costs and cost of goods sold
16	Charitable Contributions		\$36,000	Community and advocacy support
17	Reserve for Income Taxes		\$464,939	Tax payments as per IRS Code Section 280E
<b>E</b>	<b>TOTAL OTHER EXPENSES</b>		<b>\$2,088,550</b>	
	<b>TOTAL EXPENSES: (D+E)</b>		<b>\$3,595,310</b>	
	<b>DIFFERENCE</b>		<b>(\$288,022)</b>	

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

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

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

Fiscal Year Time Period: 9/1 through 8/31 Projected Start Date for the First Full Fiscal Year: 9/1/14

	FIRST FULL FISCAL YEAR PROJECTIONS 2015	SECOND FULL FISCAL YEAR PROJECTIONS 2016	THIRD FULL FISCAL YEAR PROJECTIONS 2017
Projected Revenue	\$3,307,288	\$6,924,883	\$8,111,519
Projected Expenses	\$3,568,927	\$6,416,081	\$7,570,625
TOTAL :	(\$261,639)	\$508,801	\$540,894
Number of Patients	2,026	3,021	3,672
Number of Patient Visits	48,253	110,463	142,079
Projected % of growth rate annually	N/A	109%	17%
Total FTE in staffing	24 (average)	40 (average)	49 (average)
Projected Medical Marijuana Inventory	62.3 Lbs.	71.3 Lbs.	78.0 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: Coastal Compassion, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
1214 Kempton Street New Bedford, MA 02740	Bristol	Option to Lease

OPTION TO LEASE

Agreement made this 18th day of November, 2013, by and between Michael W. Panagakos of 133 Faunce Corner Road, Dartmouth, MA ("Optionor") and Coastal Compassion, Inc., a Massachusetts non-profit corporation with a principal address of 36 N. Water Street, Unit 2, New Bedford, MA ("Optionee").

It is hereby agreed between the Optionor and the Optionee as follows:

1. Option to Take Lease. In consideration of Five Thousand (\$5,000.00) Dollars per month to be paid by the Optionee to Optionor commencing on the execution hereof and on the same day of each of the next two (2) consecutive months unless the option is sooner terminated or exercised as provided herein, the Optionee shall have the option at any time between the execution hereof and February 16, 2014 of taking a lease of the land and building located at 1214 Kempton Street, New Bedford, MA (building consisting of approximately 4,068 sq. ft.) for a term and for the rent and on the terms and conditions set forth below and other terms and conditions as the parties shall determine and agree to which shall be set forth in a lease to be executed by the parties:

a) Term: Five (5) years with options to extend for two (2) additional five (5) year terms exercisable on 180 days notice prior to the end of the current term or the first option period, as applicable, provided Optionee has not been in default in the twelve (12) months preceding the exercise of the option to extend and is not in default at the time of exercise of the option to extend.

b) Rent: Years 1-5 - \$101,700.00/year  
8,475.00/month

Option years: Years 6-10 - \$122,040.00/year  
10,170.00/month

Years 11-15 - \$146,448.00/year  
12,204.00/month

- c) Security Deposit: Two (2) months rent (\$16,950.00) upon execution of lease; One (1) additional months rent (\$8475.00) upon the 1<sup>st</sup> day of the first month of year two of the lease.
- d) Taxes: One hundred (100%) percent paid by Optionee
- e) Insurance: One hundred (100%) percent paid by Optionee. Optionee to provide liability insurance of One Million (\$1,000,000.00) Dollars with an umbrella of Five Million (\$5,000,000.00) Dollars naming Optionor as additional insured.
- f) Maintenance/Repairs/Improvements: Optionee to be responsible for maintenance and repair of leased premises. Optionor responsible for structural elements of leased premises.

2. Exercise of Option. The option shall be deemed exercised when Provisional RMD License is awarded by the Department of Health (expected on or about January 31, 2014) and Optionee is among the successful applicants at which time the Optionor shall grant and the Optionee shall accept a lease of the said premises for the term, at the rent and upon the terms and conditions set forth herein and other terms and conditions to be agreed upon by the parties and set forth in a lease, the term of which shall commence on the first day of the month next following the award to Optionee of a Provisional RMD registration by the Massachusetts Department of Public Health. In the event the Massachusetts Department of Public Health does not announce said registrations prior to February 18, 2014, the Optionee may extend the period during which this option may be exercised for an additional three (3) months upon payment of an additional Five Thousand (\$5,000.00) Dollars per month commencing on February 18<sup>th</sup> and on the 18<sup>th</sup> of each of the next two consecutive months thereafter. In the event the Optionee is not among the successful applicants for a Provisional RMD Registration, when announced, this



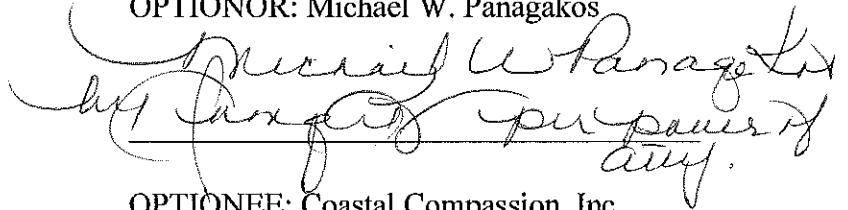
Agreement shall terminate and be of no further force and effect. Any amounts previously paid to Optionor hereunder prior to the termination of this option shall remain the property of Optionor.

3. Execution of Lease. In the event of the option being exercised, the Optionor shall cause a lease containing all of the terms conditions as the parties shall determine and agree to which shall be the binding agreement between the parties and the lease shall be so executed by the Optionor and the Optionee, respectively.

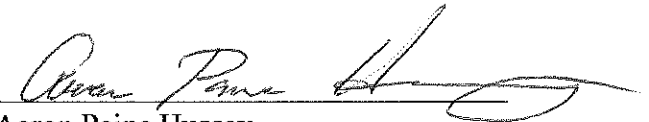
4. Authorization. Optionor authorizes Optionee to include a copy of this Agreement in Optionee's Phase 2 RMD application.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals the day and year first above written.

OPTIONOR: Michael W. Panagakos

  
by Michael W. Panagakos pursuant to  
any.

OPTIONEE: Coastal Compassion, Inc.

By:   
Aaron Paine Hussey  
Its Board President & Member

By:   
Timothy R. Keogh  
Its Executive Director & Board Member

**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: Coastal Compassion, Inc.      Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
91 Cove Street New Bedford, MA 02744	Bristol	Option to Lease

**OPTION TO LEASE**  
Dated November 15, 2013

- 1 PARTIES **JR Mills LLC**, a Massachusetts limited liability company having a principal office at 73 Cove Street, New Bedford, Massachusetts, and owner of the premises at 91 Cove Street, New Bedford, as more particularly described in deed dated November 21, 2006, recorded at Book 8417, Page 314, Bristol South Registry of Deeds ("**LESSOR**"); and
- Coastal Compassion, Inc.**, a Massachusetts non-profit corporation having a principal address of 36 N. Water Street Unit 2, New Bedford, Massachusetts 02740 ("**LESSEE**").
- 2 PURPOSE The purpose of this agreement is to secure to **LESSEE** a location for the operation of a Registered Marijuana Dispensary (RMD) Cultivation Site & Processing Site pursuant to Chapter 369, Acts of 2012, and 105 CMR 725.000, under a lease from **LESSOR**, owner of the building.
- 3 PREMISES Approximately 28,683 square feet on the first floor of the building known as 91 Cove Street, being the westerly section of the entire building, and indicated on the sketch attached below.
- TOGETHER WITH rights in common with others to use the exterior walkways and driveways, parking lots, hallways, stairways, and elevators, necessary for access to the Premises, or otherwise part of the common areas of the building of which the Premises are a part.
- 4 GRANT OF OPTION In consideration of \$500.00, receipt of which is acknowledged, **LESSOR** hereby grant to **LESSEE**, and **LESSEE** accepts, the right and option to lease the Premises on the following terms and such other terms and particulars as the parties shall reasonably determine.
- a. Term: Five years, with options to extend for up to two (2) additional five-year terms exercisable upon 180 days notice prior to the end of the current term, so long as **LESSEE** is not in default.
- b. Commencement date: The first day of the month next following the award to **LESSEE** of a Provisional RMD registration by the Massachusetts Department of Public Health.
- c. Rent:
- First five-year term: \$86,049.00 annually, payable in advance in monthly installments of \$7,170.75 per month. On each anniversary of the Commencement Date during the Initial Lease Term, Rent shall increase by 3% of the rent for the prior lease year.
- At the commencement date of each Option Term, Rent shall increase to the fair market value for the Leased Premises, as reasonably determined by **LESSOR**, provided that the Rent for any lease year shall in no event be less than the Rent for the

prior lease year. In the event that LESSOR fails to notify LESSEE of the Rent for the succeeding lease year prior to the commencement date of an Option Term, LESSEE shall continue to pay then existing Rent with a retroactive adjustment to the increased rent upon receipt of notice of the amount thereof from LESSOR. On each anniversary of the commencement date of each Option Term, Rent shall increase by 3% of rent for the prior lease year.

- d. Security Deposit: Upon the execution of the Lease, the LESSEE shall pay to the LESSOR a security deposit of \$7170.75, which shall be held as security for the LESSEE'S performance as herein provided and refunded to the LESSEE at the end of the Lease subject to the LESSEE'S satisfactory compliance with the conditions and obligations of the Lease.
- e. Occupancy: As between the parties, so long as it is not in default hereunder, LESSEE shall have full possession and exclusive control of the Premises.
  - e.1 Tenant Mix: LESSOR will verify all new tenant's uses with LESSEE to ensure their presence will not jeopardize LESSEE's license with DPH. (Examples: Day Care Facilities, Schools, or place where Children will congregate.)
- f. Real estate taxes: LESSEE shall have no obligation to pay real estate, as LESSOR is paying them out of rents collected.
- g. Insurance: The LESSEE shall maintain with respect to the Leased Premises and the Property comprehensive public liability insurance in the amount of \$1,000,000.00, with property damage insurance in limits of \$500,000.00, and such other commercial available insurance as the LESSOR may reasonably require in responsible companies qualified to-do business in Massachusetts and in good standing therein insuring the LESSOR as well as the LESSEE against injury to persons or damage to property as provided, and naming the LESSOR as an additional insured.

LESSOR shall maintain fire and casualty insurance on the building.

LESSEE shall at its option, maintain fire and casualty insurance on its property, inventory and equipment in such amounts as it shall determine. LESSOR shall have no responsibility to insure or protect LESSEE's personal property, inventory and equipment.

- h. Utilities: The LESSEE shall pay, as they become due, all bills for electricity, water, heat and other utilities that are furnished to the Premises. The LESSOR agrees to provide water and sewer subject to interruption due to any accident, to the making of repairs, alterations, or improvements, to labor difficulties, or to any cause beyond the LESSOR's reasonable control. The LESSOR agrees to separately meter electricity and gas to the Premises. The LESSOR shall have no other obligation to provide utilities or equipment other than the utilities and equipment within the Premises as of the Commencement Date of the Lease. In the event the LESSEE requires additional utilities or equipment, the installation and maintenance thereof shall be the LESSEE's sole obligation, provided that such installation shall be subject to the

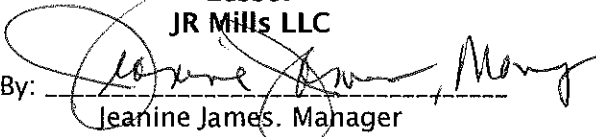
prior written consent of the LESSOR, which consent shall not be unreasonably denied or delayed, nor withheld if LESSEE's plans are not in violation of any applicable building codes or other state or local law.

- i. Maintenance/Repairs/Improvements: The LESSEE agrees to maintain the Leased Premises in good condition. The LESSOR shall provide trash removal facilities and services for not additional charge. LESSOR shall maintain the exterior and common areas in good condition.
- j. LESSOR shall accommodate LESSEE's needs to install security equipment on the exterior of the building, and in hallways and common areas, consenting thereto if required by DPH as a condition of LESSEE's RMD registration.

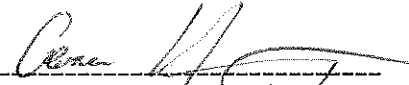
- 5 EXERCISE OF OPTION  
The option shall be deemed exercised when Provisional RMD Registrations are announced by the DPH (expected on or about January 31, 2014), and Lessee is among the successful applicants. If LESSEE is not among said successful applicants, then this agreement shall terminate and all rights and duties between the parties thereupon cease.
- 6 DEPARTMENT OF PUBLIC HEALTH  
LESSOR authorizes LESSEE to include a copy of this agreement in its Phase 2 RMD application, and agrees to assist LESSEE with regard to said application by executing documents and allowing access to the Premises as may reasonably be requested by LESSEE.
- 7 LEGAL EFFECT OF THIS AGREEMENT  
This Option Agreement is intended by the parties as a legally enforceable agreement, establishing and evidencing the right of LESSEE to have, and the duty of LESSOR to provide, a good and marketable leasehold title to the Premises for the LESSEE'S stated purposes, subject to the terms hereof.

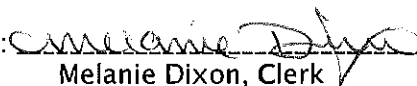
Signed at New Bedford, Massachusetts, this \_\_\_ day of November, 2013.

**Lessor**  
**JR Mills LLC**

By:   
\_\_\_\_\_  
Jeanine James, Manager

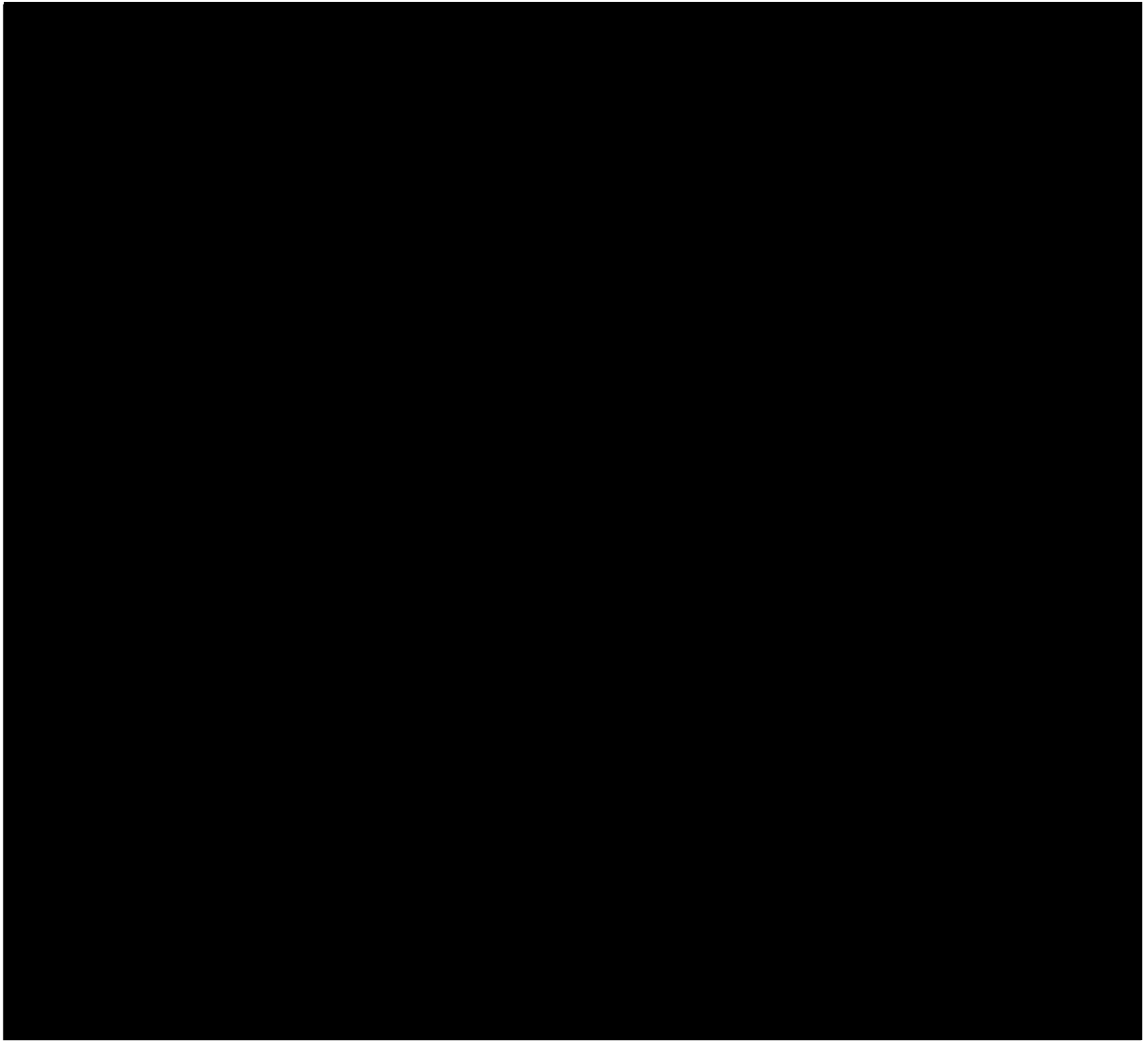
**Lessee**  
**Coastal Compassion, Inc.**

By:   
\_\_\_\_\_  
Aaron Hussey, President

By:   
\_\_\_\_\_  
Melanie Dixon, Clerk

November 15, 2013

November \_\_\_\_, 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: Coastal Compassion, Inc. Application # (if more than one): \_\_\_\_\_

Physical Address	County	Type of Evidence Attached
91 Cove Street New Bedford, MA 02744	Bristol	Option to Lease



**OPTION TO LEASE**  
Dated November 15, 2013

- 1 PARTIES **JR Mills LLC**, a Massachusetts limited liability company having a principal office at 73 Cove Street, New Bedford, Massachusetts, and owner of the premises at 91 Cove Street, New Bedford, as more particularly described in deed dated November 21, 2006, recorded at Book 8417, Page 314, Bristol South Registry of Deeds ("**LESSOR**"); and
- Coastal Compassion, Inc.**, a Massachusetts non-profit corporation having a principal address of 36 N. Water Street Unit 2, New Bedford, Massachusetts 02740 ("**LESSEE**").
- 2 PURPOSE The purpose of this agreement is to secure to **LESSEE** a location for the operation of a Registered Marijuana Dispensary (RMD) Cultivation Site & Processing Site pursuant to Chapter 369, Acts of 2012, and 105 CMR 725.000, under a lease from **LESSOR**, owner of the building.
- 3 PREMISES Approximately 28,683 square feet on the first floor of the building known as 91 Cove Street, being the westerly section of the entire building, and indicated on the sketch attached below.
- TOGETHER WITH rights in common with others to use the exterior walkways and driveways, parking lots, hallways, stairways, and elevators, necessary for access to the Premises, or otherwise part of the common areas of the building of which the Premises are a part.
- 4 GRANT OF OPTION In consideration of \$500.00, receipt of which is acknowledged, **LESSOR** hereby grant to **LESSEE**, and **LESSEE** accepts, the right and option to lease the Premises on the following terms and such other terms and particulars as the parties shall reasonably determine.
- a. Term: Five years, with options to extend for up to two (2) additional five-year terms exercisable upon 180 days notice prior to the end of the current term, so long as **LESSEE** is not in default.
- b. Commencement date: The first day of the month next following the award to **LESSEE** of a Provisional RMD registration by the Massachusetts Department of Public Health.
- c. Rent:
- First five-year term: \$86,049.00 annually, payable in advance in monthly installments of \$7,170.75 per month. On each anniversary of the Commencement Date during the Initial Lease Term, Rent shall increase by 3% of the rent for the prior lease year.
- At the commencement date of each Option Term, Rent shall increase to the fair market value for the Leased Premises, as reasonably determined by **LESSOR**, provided that the Rent for any lease year shall in no event be less than the Rent for the

prior lease year. In the event that LESSOR fails to notify LESSEE of the Rent for the succeeding lease year prior to the commencement date of an Option Term, LESSEE shall continue to pay then existing Rent with a retroactive adjustment to the increased rent upon receipt of notice of the amount thereof from LESSOR. On each anniversary of the commencement date of each Option Term, Rent shall increase by 3% of rent for the prior lease year.

- d. Security Deposit: Upon the execution of the Lease, the LESSEE shall pay to the LESSOR a security deposit of \$7170.75, which shall be held as security for the LESSEE'S performance as herein provided and refunded to the LESSEE at the end of the Lease subject to the LESSEE'S satisfactory compliance with the conditions and obligations of the Lease.
- e. Occupancy: As between the parties, so long as it is not in default hereunder, LESSEE shall have full possession and exclusive control of the Premises.
  - e.1 Tenant Mix: LESSOR will verify all new tenant's uses with LESSEE to ensure their presence will not jeopardize LESSEE's license with DPH. (Examples: Day Care Facilities, Schools, or place where Children will congregate.)
- f. Real estate taxes: LESSEE shall have no obligation to pay real estate, as LESSOR is paying them out of rents collected.
- g. Insurance: The LESSEE shall maintain with respect to the Leased Premises and the Property comprehensive public liability insurance in the amount of \$1,000,000.00, with property damage insurance in limits of \$500,000.00, and such other commercial available insurance as the LESSOR may reasonably require in responsible companies qualified to-do business in Massachusetts and in good standing therein insuring the LESSOR as well as the LESSEE against injury to persons or damage to property as provided, and naming the LESSOR as an additional insured.

LESSOR shall maintain fire and casualty insurance on the building.

LESSEE shall at its option, maintain fire and casualty insurance on its property, inventory and equipment in such amounts as it shall determine. LESSOR shall have no responsibility to insure or protect LESSEE's personal property, inventory and equipment.

- h. Utilities: The LESSEE shall pay, as they become due, all bills for electricity, water, heat and other utilities that are furnished to the Premises. The LESSOR agrees to provide water and sewer subject to interruption due to any accident, to the making of repairs, alterations, or improvements, to labor difficulties, or to any cause beyond the LESSOR's reasonable control.  
The LESSOR agrees to separately meter electricity and gas to the Premises. The LESSOR shall have no other obligation to provide utilities or equipment other than the utilities and equipment within the Premises as of the Commencement Date of the Lease. In the event the LESSEE requires additional utilities or equipment, the installation and maintenance thereof shall be the LESSEE's sole obligation, provided that such installation shall be subject to the

prior written consent of the **LESSOR**, which consent shall not be unreasonably denied or delayed, nor withheld if **LESSEE**'s plans are not in violation of any applicable building codes or other state or local law.

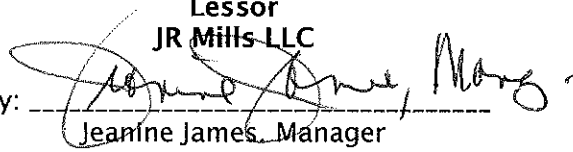
- i. Maintenance/Repairs/Improvements: The **LESSEE** agrees to maintain the Leased Premises in good condition. The **LESSOR** shall provide trash removal facilities and services for not additional charge. **LESSOR** shall maintain the exterior and common areas in good condition.
- j. **LESSOR** shall accommodate **LESSEE**'s needs to install security equipment on the exterior of the building, and in hallways and common areas, consenting thereto if required by DPH as a condition of **LESSEE**'s RMD registration.

- 5 EXERCISE OF OPTION  
The option shall be deemed exercised when Provisional RMD Registrations are announced by the DPH (expected on or about January 31, 2014), and Lessee is among the successful applicants. If **LESSEE** is not among said successful applicants, then this agreement shall terminate and all rights and duties between the parties thereupon cease.
- 6 DEPARTMENT OF PUBLIC HEALTH  
**LESSOR** authorizes **LESSEE** to include a copy of this agreement in its Phase 2 RMD application, and agrees to assist **LESSEE** with regard to said application by executing documents and allowing access to the Premises as may reasonably be requested by **LESSEE**.
- 7 LEGAL EFFECT OF THIS AGREEMENT  
This Option Agreement is intended by the parties as a legally enforceable agreement, establishing and evidencing the right of **LESSEE** to have, and the duty of **LESSOR** to provide, a good and marketable leasehold title to the Premises for the **LESSEE**'S stated purposes, subject to the terms hereof.

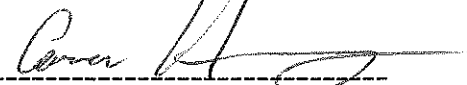
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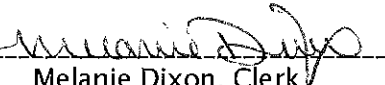
Signed at New Bedford, Massachusetts, this \_\_ day of November, 2013.

**Lessor  
JR Mills LLC**

By:   
\_\_\_\_\_  
Jeanine James, Manager

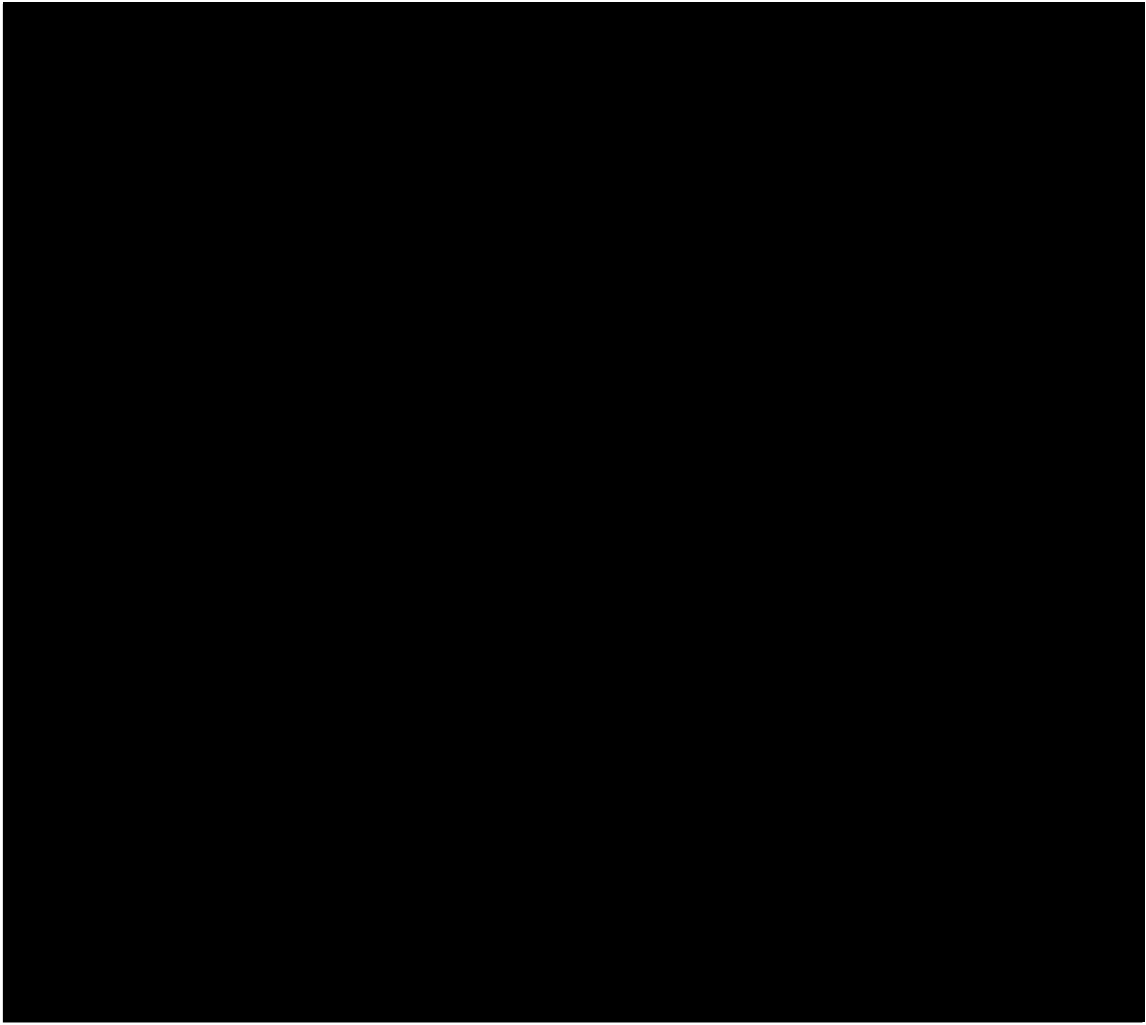
**Lessee  
Coastal Compassion, Inc.**

By:   
\_\_\_\_\_  
Aaron Hussey, President

By:   
\_\_\_\_\_  
Melanie Dixon, Clerk

November 15, 2013

November 15, 2013



**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: Coastal Compassion, Inc.

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

Site	City/Town	County	Type of Support Attached
1	New Bedford, MA	Bristol	Unanimous Support from the New Bedford City Council Henry G. Bousquet, New Bedford City Councilor, Ward Three Joseph P. Lopes, New Bedford City Councilor, Ward Six Steven Martins, New Bedford City Councilor, Ward Two
2	New Bedford, MA	Bristol	Unanimous Support from the New Bedford City Council Henry G. Bousquet, New Bedford City Councilor, Ward Three Joseph P. Lopes, New Bedford City Councilor, Ward Six Steven Martins, New Bedford City Councilor, Ward Two



City of New Bedford  
MASSACHUSETTS

 ORIGINAL

Office of City Council  
133 William Street · New Bedford · Massachusetts 02740  
TEL 508-979-1455 · FAX 508-979-1451

November 18, 2013

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

Dear Commissioner Bartlett:

We, the undersigned members of the New Bedford City Council, wish to express to you our support for the potential location of a registered Marijuana Dispensary and Cultivation operation in New Bedford. It is our opinion that any and all applicants seeking to locate in New Bedford should be provided with the opportunity to make application with your department pursuant to all relevant laws and regulations.

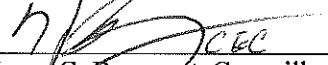
The New Bedford voters supported the law allowing for such operation in Massachusetts by a 2 to 1 margin and we believe that they did so in contemplation of the possibility that such an operation potentially could be located in New Bedford. We further believe that the Massachusetts Department of Public Health is working to implement sufficient health and safety measures to assure the protection of our citizens and will scrutinize each application to evaluate whether an applicant will meet the high standards prior to licensing for any such facility or operation in our or any other area of the Commonwealth.

It is our understanding that the Mayor of New Bedford has written to you with regard to this same subject. Please take into consideration that the City Council voted at its' meeting of November 14, 2013 that the Mayor's policy position with regard to this subject should be construed narrowly as the Mayor's opinion alone and not the official policy position of the City Council or of the people of the City of New Bedford (please see attached vote of the City Council).


Your consideration is very much appreciated.

Truly yours,

  
Bruce Duarte, Jr., Councillor President


  
Henry G. Bousquet, Councillor Ward Three

  
Brian K. Gomes, Councillor at Large

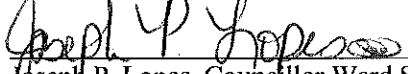
  
Denis Lawrence, Jr., Councillor at Large

  
Steven Martins, Councillor Ward Two

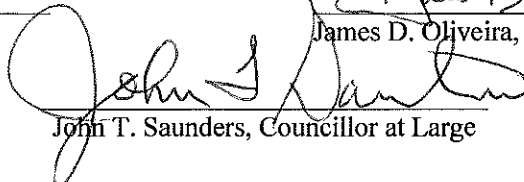
  
David Alyes, Councillor at Large

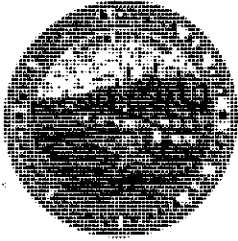
  
Debora Coelho, Councillor at Large

  
Jane L. Gonsalves, Councillor Ward Five

  
Joseph P. Lopes, Councillor Ward Six

  
James D. Oliveira, Councillor Ward One

  
John T. Saunders, Councillor at Large



# CITY OF NEW BEDFORD



ORIGINAL

## CITY COUNCIL

November 14, 2013

### WRITTEN MOTION

Requesting that the City Council declare that the Mayor's position with regard to the location of a medical marijuana dispensary within the City of New Bedford should be considered solely as the policy opinion of the Administrative branch of the Municipal Government and not necessarily the policy opinion of the City Council nor the official policy of the City of New Bedford.

David Alves, Councillor at Large

IN CITY COUNCIL, November 14, 2013

Rule 42 Waived – Yeas 8, Nays 0.

Adopted.

Rita D. Arruda, City Clerk

a true copy, attest:

*Rita D. Arruda*  
City Clerk





# City of New Bedford

## Office of City Council

133 William Street • New Bedford, Massachusetts 02740  
508 979-1455 • Fax 508 979-1451

**Henry G. Bousquet, CEC**

*Councillor Ward Three*

November 10, 2013

Mr. Cullen Roberts  
Massachusetts Department of Public Health  
250 Washington Street  
1st Floor, Lobby Room 1 and 2  
Boston, MA 02108

Dear Mr. Roberts:

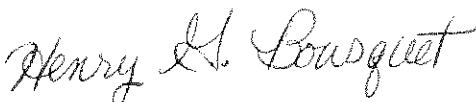
I am writing to express my support for Coastal Compassion, Inc.'s application to operate a Registered Medical Marijuana dispensary in New Bedford, Bristol County, MA. As the Councillor of Ward Three for the City of New Bedford, I have gained an understanding of the mission, goals, and plans for the proposed dispensary. Based on this understanding, I enthusiastically endorse efforts to bring Coastal Compassion, Inc.'s operations to my community.

As an elected official, I appreciate Coastal Compassion's commitment to being an active and responsible member of my community. I am encouraged by the dispensary's commitment to provide a safe, clean environment to meet the needs of community residents who could benefit from the use of medical-grade marijuana and holistic health services. Coastal Compassion has made it clear it intends to work closely with the community, the city and our police department to ensure it is a good neighbor and responsible service provider. I am also encouraged by the dispensary's plans to operate in strict compliance with all applicable regulations, ordinances and laws. Additionally, I welcome the dispensary's efforts to conduct varied and ongoing outreach activities that will help to serve the needs of patients and others in our community. I look forward to the dispensary's involvement in our community through donations to and participation with local charities, community events and nonprofits.

The Citizens of Ward Three have made it abundantly clear to me that they support the mission of medical marijuana. It is important to me that their vote and voices of support be carried by me to you, so that you understand the City of New Bedford and its people have decided overwhelmingly to embrace this industry.

Based on these factors, I want to reiterate my support for Coastal Compassion's application to operate a Registered Medical Marijuana dispensary in New Bedford, MA. I hope that you will consider this endorsement during your evaluation of the application.

Sincerely,



Henry G. Bousquet, CEC  
Councillor Ward Three  
President, Mount Pleasant Street Neighborhood Association

HGB: rrr

cc: File



# City of New Bedford

 ORIGINAL

## Office of City Council

133 William Street • New Bedford, Massachusetts 02740  
508 979-1455 • Fax 508 979-1451

Joseph P. Lopes, MBA  
Councillor Ward Six

November 07, 2013

Mr. Cullen Roberts  
Massachusetts Department of Public Health  
250 Washington Street  
1st Floor, Lobby Room 1 and 2  
Boston, MA 02108

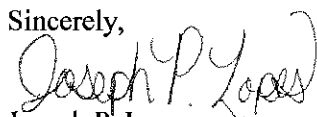
Dear Mr. Roberts:

I am writing to express my support for Coastal Compassion, Inc.'s application to operate a Registered Medical Marijuana dispensary in New Bedford, Bristol County, MA. As the Ward Six Councillor for the City of New Bedford, I have gained an understanding of the mission, goals, and plans for the proposed dispensary. Based on this understanding, I enthusiastically endorse efforts to bring Coastal Compassion, Inc.'s operations to my Community.

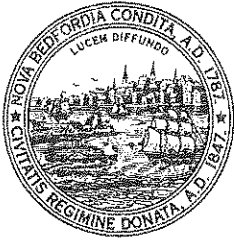
As an elected official, I appreciate Coastal Compassion's commitment to being an active and responsible member of my Community. I am encouraged by the dispensary's commitment to provide a safe, clean environment to meet the needs of community residents who could benefit from the use of medical-grade marijuana and holistic health services. Coastal Compassion has made it clear it intends to work closely with the Community, the City and our Police Department to ensure it is a good neighbor and a responsible service provider. I am also encouraged by the dispensary's plans to operate in strict compliance with all applicable regulations, ordinances and laws. Additionally, I welcome the dispensary's efforts to conduct varied and ongoing outreach activities will help to serve the needs of patients and others in our Community. I look forward to the dispensary's involvement in our Community through donations to and participation with local charities, community events and nonprofits.

Based on these factors, I want to reiterate my support for Coastal Compassion, Inc.'s application to operate a Registered Medical Marijuana dispensary in New Bedford, MA. I hope that you will consider this endorsement during your evaluation of the application.

Sincerely,



Joseph P. Lopes  
Councillor Ward Six



## City of New Bedford

### Office of City Council

133 William Street • New Bedford, Massachusetts 02740  
(508) 979-1455 • Fax: (508) 979-1451

**Steven Martins**  
City Council President - 2012  
Councillor Ward Two  
November 15, 2013

Mr. Cullen Roberts  
Massachusetts Department of Public Health  
250 Washington Street  
1st Floor, Lobby Room 1 and 2  
Boston, MA 02108

Dear Mr. Roberts:

I am writing to express my support for Coastal Compassion, Inc.'s application to operate a Registered Medical Marijuana Dispensary in New Bedford, Bristol County, MA. As the Councillor of Ward Two for the City of New Bedford, I have gained an understanding of the mission, goals, and plans for the proposed dispensary. Based on this understanding, I enthusiastically endorse efforts to bring Coastal Compassion, Inc.'s operations to my community.

As an elected official, I appreciate Coastal Compassion's commitment to being an active and responsible member of my community. I am encouraged by the dispensary's commitment to provide a safe, clean environment to meet the needs of community residents who could benefit from the use of medical-grade marijuana and holistic health services. Coastal Compassion has made it clear it intends to work closely with the community, the City and our Police Department to ensure it is a good neighbor and responsible service provider. I am also encouraged by the dispensary's plans to operate in strict compliance with all applicable regulations, Ordinances and laws. Additionally, I welcome the dispensary's efforts to conduct varied and ongoing outreach activities that will help to serve the needs of patients and others in our community. I look forward to the dispensary's involvement in our community through donations to and participation with local charities, community events and nonprofits.

Based on these factors, I want to reiterate my support for Coastal Compassion's application to operate a Registered Medical Marijuana Dispensary in New Bedford, MA. I hope that you will consider this endorsement during your evaluation of the application.

Sincerely,



Steven Martins,  
Councillor Ward Two

SM: rrr

cc: File

**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: Coastal Compassion, Inc.

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

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	Dispensing	1214 Kempton Street New Bedford, MA 02740	Option to Lease	Henry G. Bousquet, New Bedford City Councilor, Ward Three Joseph P. Lopes, New Bedford City Councilor, Ward Six Steven Martins, New Bedford City Councilor, Ward Two
2	Cultivation	91 Cove Street New Bedford, MA 02744	Option to Lease	Henry G. Bousquet, New Bedford City Councilor, Ward Three Joseph P. Lopes, New Bedford City Councilor, Ward Six Steven Martins, New Bedford City Councilor, Ward Two
3	Processing	91 Cove Street New Bedford, MA 02744	Option to Lease	Henry G. Bousquet, New Bedford City Councilor, Ward Three Joseph P. Lopes, New Bedford City Councilor, Ward Six Steven Martins, New Bedford City Councilor, Ward Two

**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: Coastal Compassion, Inc.

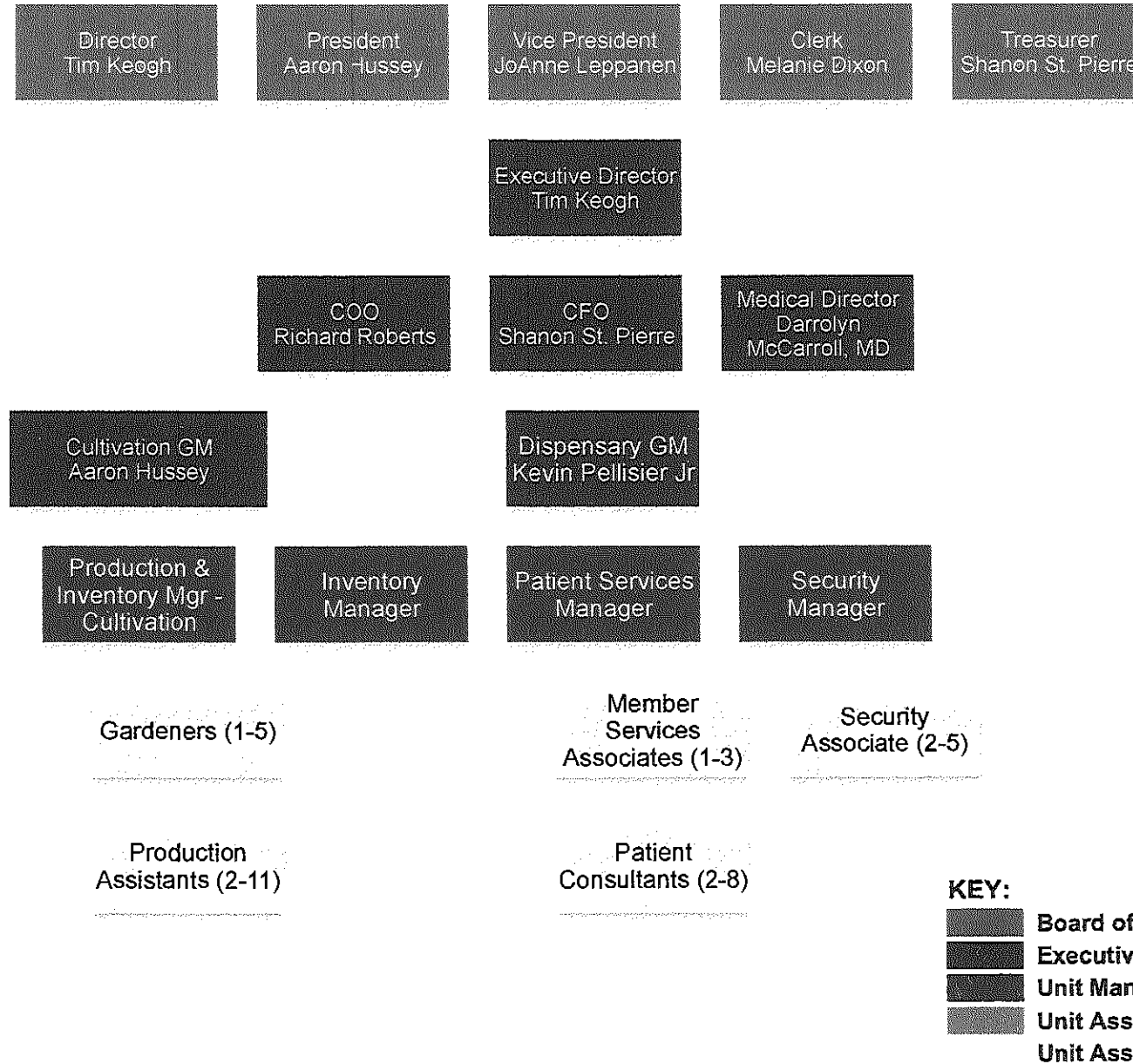
Application # (if more than one): \_\_\_\_\_

Attach organizational chart.

---

**COASTAL COMPASSION, INC. (CCI)**

**Organizational Chart**



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

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

Corporation Name: Coastal Compassion, Inc.

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

Attach evidence of enrollment.



**iCORI**  
Commonwealth of Massachusetts  
Department of Criminal Justice Information Services

[Home](#)

[Add Request](#)

[View CORI Results](#)

[Manage Account](#)

[iCORI Cart \(0\)](#)

**Coastal Compassion, Inc. RMD**      Status: Active  
Account Type(s): Employer

**Account**

[Account Details](#) | [Representatives](#) | [Users](#) | [Authorized Consumer Reporting Agencies](#)

**Account Details**

[\[Cancel Account\]](#)

**Account Status**

Account Status: Active  
Date First Registered: 08/16/2013      Date Last Renewed:

**Organization Details**

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

Account Type(s): Employer  
Organization Name: Coastal Compassion, Inc.  
RMD      Organization ID: [REDACTED]  
Address: 36 N. Water Street Unit 2, New Bedford, MA 02740  
Phone No.: 508-971-9768  
Website: coastalcompassion.org



**RMD STAFF  
(Exhibit 6.4)**

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

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

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

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

Corporation Name: Coastal Compassion, Inc.

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

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

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

Construction Begins at Cultivation Location	2/11/14	General Contractor	High
Construction Begins at Dispensary Location	2/18/14	General Contractor	High
Website Developed	2/26/14	Web Consultant	High
Hire Managers, Cultivation Site	3/14/14	Executive Director	High
Complete Construction & Building Inspections (Dispensary Site)	4/2/14	General Contractor	High
Complete Manager Training for Cultivation Departments	4/7/14	Operations Consultant	High
Print all Operations Manuals	4/9/14	Operations Consultant	Medium
Order Furniture	4/12/14	General Manager	Medium
Establish services/utilities (if not already on)	4/13/14	General Manager	High
Set Up Finance & Accounting	4/13/14	CFO	High
Director of Medical Operations or Exec. Dir. Signs-off on patient education materials & processes	4/15/14	Chief Medical Officer	High
Hire Associate-level Staff for Cultivation Site	4/17/14	Executive Director	High
Complete Construction & Building Inspections	4/27/14	General Contractor	High
Complete Construction & Building Inspections (Cultivation Site)	4/27/14	General Contractor	High

Set Up IT	4/28/14	IT Contractor	High
Order Office Supplies & Services	4/29/14	General Manager	Medium
Security Monitoring Goes Live	4/29/14	Security Contractor	High
Opening Preparations	4/30/14	Opening Preparations	High
Provisional Inspection / Approval to Operate	5/1/14	Executive Director	High
Complete Associate-level Training for Cultivation Employees	5/5/14	General Manager	High
Cultivation Begins	5/6/14	Master Grower	High
Hire Remaining Department Managers for Dispensary	6/14/14	Executive Director	High
Complete Manager Training for Dispensary (MIT Program)	7/5/14	Operations Consultant	High
Hire Associate-level Dispensary Staff	8/4/14	General Manager	High
First Harvest	8/9/14	Master Grower	High
Complete Associate-level Training for Dispensary Employees	8/18/14	General Manager	High
Medicine is Available / Dispensary Ready to Open	8/23/14	General Manager	High

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 i Insert more rows if needed

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

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

Corporation Name: Coastal Compassion, Inc.

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

Attach sliding price scale.

### CCI Compassion Program Sliding Fee Scale

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

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

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

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

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

**APPLICATION RESPONSE FORM SUBMISSION PAGE**

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

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

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

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

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

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

**Authorized Signatory (as designated in exhibit B):**

**First Name:** [Timothy] **Last Name:** [Keogh]

**Title:** [Executive Director]

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

