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LIST OF AUTHORIZED SIGNATORIES
(EXHIBIT B)

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

Corporation Name: Commonwealth BioPharm, Inc.

Application # (if more than one): _____

	Name	Role within the Corporation
1	Matthew Clark	President/CEO
2	Jonathan Selden	COO
3		
4		
5		

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

Corporation

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

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

Address:
[19 National Drive]

[ ]

City: [Franklin] **State:** [MA] **Zip:** [02038]

CEO (Chief Executive Officer)/Executive Director (ED)
First Name: [Matthew] **Last Name:** [Clark]

FEIN: [463416242]

Contact Person

First Name: [Jonathan] **Last Name:** [Selden]

Title: [Business Manager]

Telephone: (508) 966-6048 **FAX:** (508) 966-4861 **E-Mail:** [jselden@cwbiopharm.org]

Contact Person Address (if different):
[ ]

[ ]

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

Authorized Signature

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

Background Check Authorization

The Department will conduct a background check on:

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

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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: Matthew Clark
Title: President / CEO

11/20/2013
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: Matthew Clark
Title President / CEO

11/20/2013
Date

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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.

[Commonwealth BioPharm, Inc. - Incorporated August 14, 2013]

1.2 Describe the organization's mission and vision.

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[Changed from Phase 1 - The mission of Commonwealth BioPharm, Inc. is to operate a dispensary on a patient-centered care model, collaborating with community stakeholders to provide quality and affordable relief to qualifying patients.

Our key objectives in pursuing this mission are to: (1) provide safe, legal access to cannabis therapies for qualified patients regardless of ability to pay; (2) improve access to medical cannabis and promote its benefits, including its potential to reduce health disparities in underserved and minority populations; (3) continue the growth of our neighborhood and contribute to the Commonwealth's wider economic development through job creation, increased tax base, and philanthropy.

Our vision is to provide patients with safe products that are professionally packaged, and presented by well-trained staff in a state of the art, compassionate, service-focused setting. We will provide an array of wellness and support services including education on available therapies, transportation support, care advocates and interpreters. Our leadership has experience in management, healthcare, local government, and related fields that will help us deal with the issues facing the emerging medical cannabis industry.]

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.

[N/A]

☒ 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)

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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.

[Matthew Clark - Commonwealth BioPharm, Inc. is headed by CEO Matthew Clark, who has a long history of operating successful environmental and property development businesses. Primary among these business endeavors is TMC Environmental, an environmental remediation, construction and emergency response company headquartered in Franklin, Massachusetts. The environmental services industry, like the medical marijuana industry, is subject to heavy governmental regulation and requires an intense focus on safety and security. TMC has thrived in its nearly two decades in business, satisfying the needs of both public and private clients for necessary and vital environmental services.

Under Mr. Clark's leadership, TMC has vastly expanded its both the scope of its services and its geographical reach, supplanting former industry leaders in key areas of operations. Now with offices in seven states and offering services in dozens, TMC has grown while maintaining an excellent record of safety and governmental compliance. This experience will prove instrumental in ensuring that Commonwealth BioPharm, Inc. remains compliant at all times with all applicable laws and regulations, while Mr. Clark's management experience will ensure that it is financially stable and able to continuously offer its services for all the citizens of the Commonwealth.

In addition to his success in these businesses, Mr. Clark has served on the Board of Directors for various medical, non-profit and charitable organizations. Two notable examples are the Milford Regional Medical Center and the Environmental Business Council of New England. Mr. Clark has acted as a Foundation Board Member for the Milford Regional Medical Center and has been a major fundraiser for that organization.

Jonathan Selden – Commonwealth BioPharm, Inc.'s COO, Jonathan Selden is a Massachusetts-admitted attorney with both legal and business experience which will be invaluable to Commonwealth BioPharm's operations. Mr. Selden has served in multiple roles in the environmental services industry, gaining legal, risk management, IT/MIS and real estate experience. The environmental services industry requires concurrent strict compliance with the laws and regulations of multiple states and experience in supervision these complex compliance issues will be highly important to ensure the integrity of Commonwealth BioPharm, Inc. Additionally, his broad range of past roles will ensure the success of Commonwealth BioPharm, Inc.'s operations.

Mr. Selden has also served multiple non-profit and charitable entities, most importantly serving as legal advisor to a Massachusetts organization which provides care packages and support for American troops serving abroad. In working with this organization, he has gained important practice in managing and advising on the affairs of a Massachusetts non-profit entity.

Sandra Clark – Sandra Clark, Commonwealth BioPharm Inc.'s Medical Director, possesses a long history of serving in a charitable and medical role. Her years of work as a hospice and palliative care nurse will

prove immensely helpful in supporting the success of Commonwealth BioPharm, Inc. Home and hospice care requires immense attention to detail and time management, business skills which will be quite useful for our RMD.]

☒ 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.

[Sandra Clark - Our Medical Director, Sandra Clark, has extensive experience providing hospice and palliative care for a wide range of patients. Mrs. Clark is a Registered Nurse and Certified Hospice and Palliative Care Nurse. Since 2006, she has not only practiced as a nurse, manging caseloads of 25-35 patients at a time, but has also served to train other nurses and caregivers. This experience would be incredibly valuable in training other members of the Commonwealth BioPharm, Inc. staff in the demeanor and care needed to serve medical marijuana patients. Mrs. Clark possesses a keen appreciation for the pains and struggles of critically ill patients and can provide comfort and knowledge for the patients served by Commonwealth BioPharm, Inc.

Matthew Clark – Our President and CEO, Matthew Clark has been a strong supporter of the Milford Regional Medical Center, serving on its Foundation Board of Directors and mounting numerous fundraisers for that organization. A recent event hosted by Mr. Clark raised over $600,000 for the Medical Center. With a strong history of supporting medical organizations, Mr. Clark will be a powerful leader to make Commonwealth BioPharm, Inc. an excellent and professional medical marijuana dispensary.]

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.

[Matthew Clark - As noted above, Mr. Clark is also President and CEO of TMC Environmental, a large environmental services corporation with a budget of over $25 million. TMC has been in business for almost 20 years and has grown substantially, now with locations in 7 states and offering services to almost the entire east coast. Under Mr. Clark's leadership, Commonwealth BioPharm will have a wealth of business acumen at the head of the organization and his financial management skills will ensure that the RMD is financially stable and operated with the highest level of integrity and in compliance with all laws and regulations.]

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.

[Matthew Clark - As a natural part of Mr. Clark's years as President and CEO of TMC Environmental and various other property development ventures, he has developed extensive familiarity with financial corrective measures. TMC's various business lines include construction work, hazardous material abatement and emergency response, each of which poses difference financial management challeneges.

For many years, Mr. Clark has been the de facto CFO of TMC Environmental and has at all times kept a keen eye on the corporation's finances. Financial reviews and forensic analysis of financial data has become a regular part of Mr. Clark's role as CEO.

Jonathan Selden - As an attorney often brought into complex construction or remediation projects at the pre-litigation phase, Mr. Selden is well-versed in forensic accounting of large projects and often uses the

lessons learned from these post-facto investigations to drive corporate policy and best practices going forward.

]

3. Applicant's Evidence of Suitability

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

[redacted]

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

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[redacted]

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[redacted]

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

[redacted]

3.4 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, has been the subject of any past discipline, or a pending disciplinary action or

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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.

[redacted]

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.

[redacted]

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.

[Commonwealth BioPharm, Inc. has sufficient capital available to build, secure and start up the proposed facility. Such costs incorporate the state's permit fee. Commonwealth BioPharm, Inc. believes that $1,227,500.00 is more than sufficient capital to cover estimated costs of build, operation, compensation of employees with fringe benefits, equipment costs, utility costs, legal compliance, and other O&M as needed.

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- Edible & Concentrate Sales – $45,000.00

The proposed year-one line item operating expenses include:

- Clean-Up – $5,000.00
- Fire and Security 3rd Party Costs – $15,000.00
- Insurance – $11,800.00
- Interest Expense – $63,300.00
- Lab Testing Fees – $12,000
- Legal Fees – $6,600.00
- Maintenance – $6,700.00
- Meals and Entertainment – $6,000.00
- Miscellaneous – $3,500.00
- Nutrients, Mediums and Other Growing Supplies – $78,100.00
- Office Supplies – $5,000.00
- Other Licenses – $2,000.00
- Packaging and Supplies – $2,000.00
- Permit Fees – $18,400.00
- Professional Fees – $8,000.00
- Rent – $66,600.00
- Real Estate Tax – $5,300.00
- Software and Inventory Control – $2,000.00
- Telephone – $5,000.00
- Transportation Expense – $2,600.00
- Travel – $5,000.00
- Utilities – $162,000.00

The proposed year-one line item staffing expenses include:

- Chief Executive Officer – $125,000.00
- Chief Financial Officer – $108,000.00
- Chief Operations Officer – $100,000.00
- Medical Director / Medical Staff – $80,000.00
- Director of Security – $68,400.00
- Clerical Staff – $45,000.00
- Sales Staff – $90,000.00
- Horticulturalists/Growers – $90,000.00
- Trimmers – $90,000.00
- Staff Security – $90,000.00
- Employee Benefits - $142,700.00
- Payroll Taxes – $114,200.00
- Workman's Compensation – $76,100.00

Commonwealth BioPharm, Inc. anticipates by the end of year 1 having gross sales in the amount of $3,916,900.00. The gross sales include discounting 10-30% for patients with financial hardships, or $184,400.00. Our cost of sales includes nutrient costs in the amount of $78,100.00 and utilities in the amount of $162,500.00. After deducting our cost of sales from our gross sales our gross profit is estimated to be $3,676,300.00 at the end of year 1. After deducting the total reoccurring expenses as described above, we are left with a total net income before tax of $1,559,600.00. Income tax is calculated based on gross profit, and we anticipate paying $1,286,700.00 in federal income taxes and $77,200.00 in state income taxes, leaving a projected net income tax of $752,800.00 at the end of year 1.

As a not-for-profit, we intend to give away what would ordinarily be considered profit for our operation. We intend to accomplish this by re-investing money into philanthropy, patient services, research & development, community improvements and medicinal discounts. Medicinal discounts are factored into a

reduction in cannabis sales while all other categories are fixed line items. To comply with our not-for-profit requirements, we intend to distribute our would-be profit to philanthropic causes, patient services, research and development and community improvements. After redistributing revenue to these areas we intend to have a break-even net income after tax.]

☒ 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.

[Commonwealth BioPharm, Inc. has sufficient capital available to build, secure and start up the proposed facility. Such costs incorporate the state's permit fee. Commonwealth BioPharm, Inc. believes that $1,559,000.00 is more than sufficient capital to cover estimated costs of build, operation, compensation of employees with fringe benefits, equipment costs, utility costs, legal compliance, and other O&M as needed. The funds for this project are readily available and have been set aside for our project, pending approval of our permit. Additional sums remain available, if necessary, to fund Commonwealth BioPharm, Inc.'s longer term financing needs until it becomes self-sustaining.

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

Commonwealth BioPharm, Inc. has based the projected capital needs on maintaining a reserve of cash that is never less than $500,000. However, if there is a need for additional capital, additional funds will be made available at that time.

Attached you will find the following documents:

- 3 year Pro-forma Income Statement
- 3 year Pro-forma Balance Sheet
- 3 year Pro-forma Cash Flow Statements
- 3 year Pro-forma Production Schedule
- 3 year Pro-forma Salary Schedule
- 3 year Pro-forma of Revenues
- Summary of Assumptions used for the pro forma Statements]

☒ 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).

[Commonwealth BioPharm, Inc. has reached out to Statewide Insurance Services MMD Insurance Group. Statewide Insurance Services MMD Insurance Group leads the way in setting underwriting standards for the medical cannabis industry. They have insurance licenses in states permitting dispensaries, collectives or cooperatives and provide insurance coverage for commercial operations in the medical cannabis industry. Coverage in the medical cannabis industry includes:

- General Liability

• Workers Compensation
• Commercial Building Coverage
• Builders Risk
• Business Personal Property
• Employment Practices Liability
• Live Plant Coverage

Commonwealth BioPharm, Inc. has completed an insurance application and has asked Statewide to review our application with underwriters for insurance coverage. We have received an APPROVAL for the coverage's requested as listed below. If we are approved to operate a RMD, Commonwealth BioPharm, Inc. will meet the requirements of 105 CMR 25.105(Q) either:

• Obtaining and maintaining a general liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, and product liability insurance coverage for no less than $1,000,000 per occurrence and $2,000,000 in aggregate, annually, except as provided in 105 CMR 725.105(Q)(2). Our deductible for such a liability policy shall be no higher than $5,000 per occurrence.

• Placing in escrow a sum of no less than $250,000, to be expended for coverage of liabilities. Any funds will be replenished within 10 business days of any expenditure.

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

5. Location and Physical Structure

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

[19 National Drive
Franklin, MA 02038]

☒ Evidence of interest attached as exhibit 5.1

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

[19 National Drive
Franklin, MA 02038]

☒ Evidence of interest attached as exhibit 5.2

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

[19 National Drive
Franklin, MA 02038]

☒ Evidence of interest attached as exhibit 5.3

5.4 Describe efforts to obtain assurances of support or non-opposition from the local municipality(ies) in which the applicant intends to locate a dispensary, cultivation site, and/or processing site and indicate whether the municipality expressed any opposition. If the sites are in different municipalities, provide information related to each community. If available, include a demonstration of support or non-opposition furnished by the local municipality, by attaching one or more of the following:

- A letter from the Chief Administrative Officer, as appropriate, for the desired municipality, indicating support or non-opposition;[1]
- A letter indicating support or non-opposition by the City Council, Board of Aldermen, or Board of Selectmen for the desired municipality; or
- A letter indicating support or non-opposition by the Board of Health in the desired municipality.

[Commonwealth BioPharm, Inc. has spoken and met with the Town of Franklin several times, including a meeting which included the Town Administrator, Planning Board, Board of Health, Town Attorney and Building Commissioner. At this meeting, our plans to operate our RMD were described to the town in detail and the members of the various boards and committees were given an opportunity to voice their concerns and hear how we plan to alleviate those concerns. The members of the Town's government present at the meeting were satisfied with our responses and believed that Commonwealth BioPharm, Inc. would be a good fit for the Town of Franklin. As a result of this meeting, Commonwealth BioPharm, Inc. was given the attached letter from Town Administrator Jeffrey Nutting.]

☒ 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.

[Our proposed RMD 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 any additional locations where marijuana will be cultivated or processed. The Town of Franklin passed zoning regulations for the siting of RMDs and 19 National Drive is located within the applicable zoning overlay district. An RMD is a by-right use within the Town of Franklin's Medical Marijuana Dispensary overlay district.

Under no circumstances shall our RMD facility be sited within a radius of five hundred feet of a school, daycare center, or any facility in which children commonly congregate. We understand that the five hundred feet distance under this section is measured in a straight line from the nearest point of the facility in question to the nearest point of our proposed RMD.

To understand and budget for any unforeseeable issues with our facility, we took the initiative of requesting a historical audit of this property. Our design and architectural team worked with the Town's Inspections & Building Department to research outstanding code violations, abatements, permits and any other documents and project specific information related to the history of this site. By requesting these public

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

documents, we were able to ensure that all current building code standards are being met, and we also were able to investigate any prior or existing code compliance violations or any outstanding infractions pending abatement.]

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.

[Commonwealth BioPharm, Inc. believes that by having a combination of nuisance mitigation and community building we can develop a strong relationship with our neighbors. We have a unique opportunity as a not-for-profit to make a tremendous change within our local surroundings.

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

• Appointing a neighborhood liaison – A neighborhood liaison within our organization will be responsible for reaching out to neighbors and dealing with community concerns. We understand that the government has limited resources and we would like to address community issues proactively. To make sure neighbors have an additional resolution outlet and to conserve our public sector's limited resources, we will place signage on the exterior of the building with the name and contact information of our on-site liaison so that we can respond to community concerns proactively. Our neighborhood liaison will be able to communicate with community stakeholders and work to build a strong relationship with our neighbors.

• Investing in public improvements – We will work to improve our surroundings by re-investing earnings in transportation improvements, landscape beautification projects, sidewalk maintenance, lighting improvements, code compliance and neighborhood security measures.

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

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

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

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

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

• Limiting Waste & Water Production - Bulk trash will not be placed on the sidewalk for pickup earlier than forty-eight (48) hours before the start of scheduled bulk trash collection. Our solid waste carts and recycling containers will be placed at the locations designated before 7:00 a.m. and removed immediately following collection.

ORIGINAL

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

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

[redacted]

[redacted]

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.

[redacted]

ORIGINAL

[redacted]

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.

[Commonwealth BioPharm, Inc. believes having a skilled, knowledgeable and well-trained staff is paramount to a successful business operation. An integral part of our implementation strategy is to have a

comprehensive staff selection process, employing a knowledgeable staff team and focusing on employee training and development. Our staff will be responsible for important health and safety measures such as cultivating medical marijuana, advising patients on effects and side effects of various strains and delivery methods and working with the DPH for oversight of the medical marijuana program.

To operate our RMD, the anticipated key directors and staff members of our organization include:

- Board of Directors – The Board of Directors are the persons responsible for governing the RMD. All board members jointly oversee the activities of the RMD.
- Chief Executive Officer - Establishes credibility throughout the organization and with the Board as an effective developer of solutions to business operations and challenges. Provides leadership and management to ensure that the mission and core values of the company are put into practice. Responsible for driving the company to achieve and surpass business goals and objectives.
- Chief Financial Officer - Responsible for directing the fiscal functions of the corporation in accordance with generally accepted accounting principles issued by the Financial Accounting Standards Board, the Securities and Exchange Commission, other regulatory and advisory organizations and in accordance with DPH rules and regulations. The CFO furnishes reports for the Board of Directors to review.
- Chief Operating Officer – Responsible for the overall management of all dispensary operations. The Director of Security, Dispensary Manager and Manufacturing Director all report directly to the COO.
- Medical Director - Drives the advancement of patient safety by applying his or her scientific and medical expertise. A medical director uses his or her credibility to inform and influence healthy growing practices, perform clinical studies, lead strategic research activities on cannabis, research and develop new strains and ensuring patient's overall health goals are achieved.
- Cultivation Director – Responsible for the day-to-day operations of the cultivation facility. The cultivation director oversees the processes for planting, growing, transplanting, harvesting, manicuring and packaging medicinal plants. He or she oversees all horticulturalists, makes decisions about hydroponic growing techniques, manages inventory control, oversees security functions, ensures product safety standards are being met and mitigates risks to employees and the environment.
- Dispensary Manager - Responsible for overseeing the day-to-day operations of the dispensary. Responsibilities include hiring and training dispensary staff members, inventory control, dispensary security, overseeing dispensary staff performing the responsibilities assigned by the executive team and Board of Directors, and ensuring a professional, friendly, respectful and hospitable dispensary environment is provided for patients.
- Horticulturalists and Trimmers – The horticulturalists are growers that tend to cannabis plants. They are responsible for planting, growing, transplanting, harvesting, manicuring and packaging medicinal plants. All nursery workers must carefully care for the plants and the cultivation facility to ensure highest health and safety conditions are being met. Trimmers manicure dried cannabis flowers to prepare them for curing and packaging.
- Budtenders – Responsible for assisting patients to advise them on medicinal strains, health effects and absorption methods. Budtenders handle medical cannabis and deal with operational responsibilities such as weighing, packaging and dispensing to patients.
- Security – Responsible for monitoring the surveillance of the facilities, guarding our buildings and ensuring the overall safety of employees, products and patients.
- Receptionist and Administrative Assistance – Responsible for the clerical responsibilities involved in operating a dispensary and cultivation center. Responsibilities include answering phone calls, bookkeeping, filing, assisting the executive team, etc.

Commonwealth BioPharm, Inc. has 4 Directors and intends to have 3 executives and at least 10 staff members. We intend to grow our organization over time as the patient population in Massachusetts' increases.

Commonwealth BioPharm, Inc. intends to have an organized corporate governance and reporting structure to efficiently operate. The Board of Directors will monitor the executives as managers, set company-wide goals and benchmarks and ensure patients' and community stakeholder's interests are well served. The

Board will have a chair that is responsible for running the Board. The term limits, powers and responsibilities of the chair may change from time to time.

The key executives that report to the Board of Directors include the Chief Executive Officer, the Chief Financial Officer, the Chief Operating Officer, the Cultivation Director and the Dispensary Manager. These executives may or may not be, with the DPH's consent, board members from time to time. Another name for the executives is the Management Team.

The remaining staff members include horticulturalists, budtenders, receptionists, administrative staff and security staff. As the organization grows, additional staff may be added over time. Staff members receive instructions from the management team.

A comprehensive staffmg plan which includes job descriptions, skill requirements, experience requirements and education requirements, and is in compliance with 105 CMR 725.105(I)(4)(c) is available upon request by the DPH.]

☒ 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.

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

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

Commonwealth BioPharm, Inc. has developed a plan for RMD operations and drafted a qualifications and experience list by position. The qualifications and experience requirements for initial staff members are summarized below:

• Chief Executive Officer – Strong problem solving and communication skills, and an ability to identify and solve problems. Leadership skills and experience in decision-making, process improvements, effective delegation and performance review. Ability to train and develop skills of subordinates. Record of sound and

accurate judgment. Previous experience of five years as a CEO or general manager. Education requirement includes an MBA, equivalent or ten+ years of related experience and/or training.

• Chief Financial Officer – Ability to plan, implement, direct and evaluate the organization's fiscal operations. Record of participation in the development of corporate plans and programs. Strong ability to produce accurate analyses of budgets, financial reports and financial trends in order to assist the CEO and Board in performing their duties. Able to provide financial input for use in decision-making. Ability to advise on contracts and help oversee maintenance of the not-for-profit status. Must have ten+ years of recent controllership experience. Education requirement includes a BS in accounting or finance, MBA and/or CPA designation.

• Chief Operating Officer - Ability to manage people and the operations of the dispensary. Should be a strong leader with a history of successful business operations. Is responsible for providing the Board of Directors with regular updates on the growth, security and stability of the RMD.

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

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

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

• Commonwealth BioPharm, Inc. has prepared qualifications and experience requirements for other positions including horticulturalists, budtenders, security, reception and administrative staff. Due to character limits this information is available upon request.

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

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

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

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

The goal of our competitive wage philosophy is to attract, retain, and motivate employees. If we take care of our employees, they will in turn take care of our patients. We plan to competitively compensate our employees and allow for annual raises of at least 5% each fiscal year. Our proposed wages our first year of operation is as follows:

- Chief Executive Officer: 40 hours/week; $10,417/month; 1 position
- Chief Financial Officer: 40 hours/week; $9,000/month; 1 position
- Chief Operating Officer: 40 hours/week; $8,333/month; 1 position
- Medical Director: 40 hours/week; $6,667/month; 1 position
- Director of Security: 40 hours/week; $5,700 /month; 1 position
- Cultivation Director: 40 hours/week; $5,417/month; 1 positions
- Dispensary Manager: 40 hours/week; $5,417/month; 1 position
- Sales: 40 hours/week; $3,750/month; 2 positions
- Horticulturalists and Trimmers: 40 hours/week; $3,750/month; 2 positions
- Budtenders: 40 hours/week; $3,750/month; 2 positions
- Security: 40 hours/week; $3,750/month; 2 positions
- Receptionist and Administrative Assistance: 40 hours/week; $3,750/month; 1 positions

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

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

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

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

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

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

Example of optional benefits we will offer our employees include:

- Leave Benefits - These leave benefits include holiday/vacation, jury duty, personal and sick leave and funeral/bereavement leave. We will offer our employees a minimum of 12 days of leave benefits annually.
- Health Benefits – These health benefits include vision, dental, prescription and disability options. As a hopeful member of the healthcare industry we know that keeping employees healthy is important to our operations. We want to provide several options based on coverage and expense. We will be offering HMO and PPO options from multiple providers.
- Retirement Savings - A retirement savings plan (commonly known as a 401k) allows a worker to save for retirement, and have the savings invested while deferring current income taxes on the saved money and earnings until withdrawal. We will match the funds of whatever an employee contributes from each of his or her paychecks, and provide options for how to invest including stocks, bonds, mutual funds or other securities

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

We have prepared a comprehensive staff development plan that enumerates our plans in greater detail. Other provisions include paying a livable wage, never under Massachusetts' minimum wage, conducting salary surveys to provide comparable earning information, and compensating all employees according to equal opportunity and non-discrimination policies. We will comply with the Americans with Disabilities Act and adopt policies, practices and procedures that ensure non-discrimination and equal access to our facility. Our employee development plan is available for review upon request by the Department.]

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.

[Commonwealth BioPharm, Inc. believes staff development is a critical component of success. Staff development includes activities and programs that we will employ to help staff members learn their responsibilities, develop required skills and competencies, and grow personally and professionally. Because job descriptions and organization goals may change from time to time, our staff development plan will be reviewed regularly. Our executives will work to make changes to our staff development plan as needed.

The goals of our staff development policy include the following objectives:

- Define expectations for continued professional education of employees
- Outline options available for staff improvement
- Communicate the connection between continuous professional development and organizational rewards
- Ensure adequate funding for staff development activities
- Learn from patient and community input and implement these concerns into our staff development program

Staff development activities can include orientation, seminars, conferences, on-the-job training, workshops and other programs. All members of our RMD will participate in an ongoing process of staff development. All dispensary agents shall complete training prior to performing duties. Training shall be tailored to the roles and responsibilities of each dispensary agent. At minimum, staff shall receive 8 hours of on-going training annually.

Specific training programs we have already developed for include:

- Legal Training – This will cover Massachusetts and Federal law relating to cannabis, patient rights, health information privacy laws to protect the privacy of patients (HIPAA), sexual harassment, laws

surrounding operations of the RMD, and interaction with law enforcement. Confidentiality of patient records will be emphasized.

• Medical Training – This will involve procedures for responding to medical emergencies, disability sensitivity, blood borne pathogens, ADA compliance, and effective communication with medical patients. Our Medical Director will oversee and improve our medical training protocols. Employees will also be briefed in the various medicinal properties of cannabis and the strains available.

• Customer Service and Sales Training – Each employee will educated in health science, methods of ingestion, medical cannabis varieties, cannabanoid profiles, and understanding patient needs. Sales training will emphasize product knowledge and how to communicate with patients. Staff will be taught to encourage patients to purchase the smallest amount possible, and only increase quantities over time if necessary.

• Product Safety Training – This will include pertinent aspects of product safety so health threats can be detected and eliminated early on. This training will be designed specifically to enable employees to recognize superficial indicators of health and safety risks. This program will be emphasized with those that manage the production process.

• Security Training and Security Drills – Employees will be trained on site in the proper procedures in case of an emergency and receive basic training on personal safety/security. All new employees will be required to attend off-site safety/security trainings that must be completed during the early stages of employment. [redacted] We will work with the local police to develop appropriate ongoing training for all employees.

• Fire Safety and Training Drills – Employees will receive continuous training on fire prevention. Employees will be trained generally on fire hazards, with an emphasis on department specific hazards. For example cultivation areas will have different and arguably greater risks than the administrative department, thus employees in cultivation areas will receive fire prevention training specific to wiring, amperage, and voltage.

• Hazardous Materials Training - It is expected that every person working in the cultivation facility will be knowledgeable in handling hazardous materials and be capable of an appropriate response in case of emergency. Employees will be taught correct protocols in handling these types of situations including basic hazard and risk assessment, how to select and use protective equipment, basic hazardous materials terms, how to perform basic control and containment operations, and basic decontamination procedures.

• Emergency Preparedness – Employees will be trained to identify and properly respond to the most common types of emergencies, including fire and explosions, hazardous materials release, suspicious packages, earthquakes, utility outage, gunfire, death or serious injury, workplace violence, hostage situations, and health complications experienced by patients.

Commonwealth BioPharm, Inc. has prepared additional staff training programs including employee safety training, delivery truck training, critical situation training, environmental mitigation training, electrical training and patient care and services. Due to character limits this information is available upon request. We will develop additional training on topics as specified by the Department.]

7. Operations and Programmatic Response Requirements

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

[The planned startup timeline for our cultivation and dispensary facility is summarized in exhibit 7.1 showing the dates of the most significant construction and horticultural milestones. Upon issuance of our provisional RMD license, we are prepared to immediately begin construction planning and we expect to have construction complete by July 23, 2014. The General Contractor will complete the primary growing areas first,

so that horticultural activities can begin while construction in other areas is ongoing. We will start growing in the facility on May 8, 2014, we expect first harvest on July 28, 2014, and product will be available for sale shortly thereafter. The dates shown here are subject to change based on factors such as unexpected shortages of construction materials, permitting and zoning delays.

We have already assembled a highly qualified design and construction team:

• Site & Civil Engineer: Don Nielsen, Guerriere & Halnon, Inc.
• Architectural Design: Gregory Snider, Gregory J. Snider Architects
• General Contractor: Gary Gaffney, Lakeshore Builders
• HVAC Contractor: Mike Hedtler, Victory Heating & Cooling
• Electrical Contractor: Joe Lavasseur, Joe Lavasseur Electrical

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

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

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

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

• January 31, 2014 – Provisional certificate of registration by the Department.
• February 7, 2014 – Design team commences: design, floor plan, hydroponic system design, development of construction drawings, submission of drawings, approvals, etc.
• March 19, 2014 – Anticipated approval by Planning Board and Building Commissioner.
• April 3, 2014 – Construction commences: mobilization of construction crews, tools, machinery, equipment, review and finalization of specifications and prints.
• May 7, 2014 – Propagation and vegetation room's wall and ceiling panels complete. Electrical and mechanical to work in conjunction with same time schedule. Concrete floor finishing, installation of bumper, pipe guards and racks. Regulatory inspection sign-offs. Installation of growing equipment.
• May 8, 2014 – Horticultural milestone: Begin propagating and vegetating first batch of plants.
• June 9, 2014– Flowering room's wall and ceiling panels complete. Electrical and mechanical to work in conjunction with same time schedule. Concrete floor finishing, installation of bumper, pipe guards and racks. Regulatory inspection sign offs. Installation of growing equipment.
• June 10, 2014 – Horticultural milestone: Begin flowering first batch of plants.
• July 23, 2014 - Completion of build out in all areas, final touch up. Regulatory inspection final sign offs.
• July 28, 2014 – Horticultural milestone: Harvesting first batch of plants.
• July 31, 2014 – Horticultural milestone: First product available for sale. - Month 1 of Financial Plan Begins

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

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

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

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

Our key objectives are:

• To provide safe and legal access to medical cannabis for all qualified patients regardless of their ability to pay;

• To reduce the barriers and improve access to medical cannabis and its potential benefits, including the potential to reduce health disparities in underserved and minority residents in Franklin; and

• To revitalize our neighborhood and contribute to Franklin's wider economic development through job creation, increased tax base, and education and outreach.

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

• Where are we now?

• Where do we want to be?

• How do we get there?

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

• Medical cannabis supply –How much cannabis is cultivated a month? Do we have a consistent supply of high quality medical marijuana? What is our crop failure rate? What percentage of our cannabis cultivated is considered passing quality by our Department-approved lab?

• Patient counts – How many patients are we servicing? Are we able to support our current patient needs? What is our patient growth rate? Does our medical cannabis supply growth plan support that?

• Jobs and taxation – How many jobs have we created? How much are we contributing to local and federal taxes?

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

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

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

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

• Community satisfaction – Do you feel Commonwealth BioPharm, Inc. is a responsible neighbor? How many incidents have there been in the past 90 days? Do you feel there are security concerns? Are there noise or traffic concerns?

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

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

[Commonwealth BioPharm, Inc. has extensive experience and knowledge of grow methods used in the cultivation of medical marijuana. Our cultivation advisor, John Kowalski, has been studying plant raising for 5years, and has specifically studied medical marijuana cultivation for 2 years. He has studied both botany and horticulture and is also a trained chemist with extensive professional experience.

Our vision is to replicate nature in a controlled setting with a no waste policy. All of the plant material needs of our facility shall come from existing plants, creating a perpetual plant production model that recycles itself. Thus we will avoid problems associated with bringing in outside plant matter.

The production process begins with breeding (seed creation) and ends with the final stage of the production process- curing (ready for packaging). All of the steps involved in the production process include:

- Breeding
- Cloning
- Vegetation
- Flowering
- Harvesting & Drying
- Trimming
- Curing

The Testing Process is listed below. All of the production process steps, combined with the three steps below, are considered to be our total supply chain process. The remaining three are:

- Testing
- Packaging
- Distribution

Upon receipt of all requisite approvals, Commonwealth BioPharm will expedite the development of its cultivation facility. A start-up timetable and financial data have been provided with this application to demonstrate the production capabilities of our proposed facility. Our priorities are to comply with the Department's rules and regulations, and provide a steady supply of safe product to patients.

We have developed detailed production projections in our financial pro-forma available for review by the department. Below is a top-level summary:

- 10,000 square feet of total production space, with 8.333 square feet for flowering plants, and 1,667 square feet allocated for vegetating plants.
- We will have 167 8' x 4' grow trays for flowering plants and 33 8' x 4' grow tray for vegetative plants.
- Each grow tray contains 10 plants for a total of 2,000 plants (number of plants x number of grow trays).
- We anticipate being able to perform 6 harvests per year and should yield two ounces per plant.
- These assumptions result in 15,000 ounces of medical marijuana being produced a year, or 1,250 ounces a month. We believe if each patient purchases one ounce of cannabis a month from a dispensary, we are able to service 6,000 total patients.

We will use efficient hydroponic cultivation techniques to produce high quality medical cannabis, meaning we will grow plants in an inert, sterile growing medium instead of in soil.

Marijuana plants, and in fact all plants, do not need to be in a living soil, they require the macro elements nitrogen (N), phosphorus (P), potassium (K), calcium (Ca), magnesium (Mg) and sulfur (S) and

microelements (Fe), chlorine (Cl), manganese (Mn), boron (B), zinc (Zn), copper (Cu) and molybdenum (Mo). Hydroponics introduces water, nutrients and air to the roots of plants through growing mediums. All of the plants' nutrient requirements are supplied when we mix water with our nutrient solution, thus bypassing the web of roots and the energy required for conventional growth, allowing for faster maturation.

We will use a screen of green cultivation approach, whereby plants are trained through a horizontal screen placed above them, spreading the tops of the plants along a horizontal plane and encouraging flower formation along the normally neglected branch stems. LED lights will be used whenever possible. However, during the vegetative phase of growth, we will use metal halide lights, which provide a more abundant blue and green spectrum, and high-pressure sodium lights, abundant in orange, amber and reds, will be used for the flowering stage.

Considerable debate surrounds the value of organic cultivation methods. Organically grown products are gaining popularity. Consumers want products that are not tainted by hazardous chemicals or poisons and that do not harm fragile ecosystems.

We will follow fundamental principles of organic cultivation including:

• Avoiding chemical pesticides through the use of natural pest control measures.

• Avoiding chemical pesticides through a holistic approach to pest management that emphasizes preventative measures.

• Moderation of nutrient application.

• Using soil-less hydroponics and disposing all unused plant material in compliance with Department rules under a limited-waste policy.

• Adhering to strict nutrient schedules and utilizing highly efficient nutrient dosing technologies to minimize, if not eliminate, nutrient waste.

Using efficient hydroponic processes and pure nutrients, we will minimize usage of substances banned by the Organic Foods Production Act of 1990, the regulations in Title 7, Part 205 of the Code of Federal Regulations, and the National Organic Program. We will test to ensure that all products are free of harmful yeasts, molds, bacteria, and chemical residues. These measures will produce a product that exceeds organic standards and is cleaner, safer, and greener.

We intend to analyze health demographics in our community and work with patients before choosing strains to cultivate. Each strain has its own range of effects on the body and mind resulting in varying medicinal benefits. Sativa and indica are the two major types of cannabis plants. Indica strains provide a very relaxing body response that is helpful in treating general anxiety, body pain and sleeping disorders. Sativa strains provide more of an uplifting energetic "cerebral" response. Benefits of sativa include feelings of well-being and at-ease, up-lifting and positive thoughts, stimulation, increased focus and creativity and fights depression. We will cultivate a mixture of both varieties.

We have prepared a comprehensive cultivation plan with more detail on our processes and hydroponic design, available by the DPH upon request.]

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.

[Quality control and product safety are vital components of the medical cannabis industry. Medicine must be safe and free of contaminants to prevent further complications for patients with weakened health. Thus, lab testing and quality controls are necessary.

We are committed to providing clean, safe, and effective cannabis to patients in need. We will work with a lab certified and approved by the Department to test for purity throughout the plant production process. At minimum, we will always meet the testing frequency required by the Department and intend to test during

the breeding, cloning, vegetative and flowering stages of plant growth, and again before packaging. Test results will be placed on product labels.

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

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

We will maintain the following cleanliness and sanitation policies:

- Employees must maintain adequate personal hygiene and wash hands thoroughly
- Adequate sanitation supplies shall be kept onsite
- Litter and waste shall be properly removed and disposed of
- Floors, walls and ceilings shall be constructed in a manner that they can easily be kept clean
- Adequate lighting in all processing and storage areas and buildings shall be maintained
- All toxic items shall be identified
- Any contaminated plants shall be destroyed and we will conduct an immediate assessment of the source of contamination.

We will employ cutting edge product safety and testing standards utilized by leaders in the emerging cannabis industry. There are no state or federal guidelines defining acceptable levels of chemical or biological residues for cannabis. Moreover, there are no state or federal guidelines regarding appropriate analytical methods for detecting these residues in or on cannabis medicines. We see this lack of official industry requirements and protocols as an opportunity to self-impose standards to ensure patient health and product efficacy. With the help of the qualified scientists, we will develop and self-impose safety and testing protocols to ensure products have a known potency and are free of contaminants. These protocols will ensure quality control superior to existing industry standards.

The quality control process will involve the examination of products and processes. The quality control team shall identify products, or the processes used to develop products failing to meet our standards. When a problem is identified, the quality control team may stop production temporarily and/or recall finished products.

Standards will be established by utilizing those used in similar industries. Many of the products used by cannabis cultivators to control pests already have existing health effects thresholds. These thresholds were established through years of scientific research aimed at identifying a No Observable Adverse Effects Level (NOAEL), defined as the exposure level at which there is no statistically or biologically significant increase in the frequency or severity of adverse effects. These health effects thresholds will be the basis for our product safety and Laboratory Testing protocols.

We will have an effective and environmentally sensitive approach to mold, disease, pests, mildew, non-organic pesticides and heavy metal management emphasizing prevention, observation, and intervention. We will employ this strategy to manage problems in a manner that meets Organic Foods Production Act standards, while minimizing the use of pesticides to reduce potential hazards for human, wildlife, and ecosystem health. All of our results of all testing will be kept for no less than one year.]

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.

[Commonwealth BioPharm, Inc. will comply with all Department rules pertaining to disposal of excess or damaged plants or products. We will handle such disposal in a way that incorporates security measures to

help avoid diversion of such products. We shall meet all of the waste disposal requirements of 105 CMR 725.105(J), which includes:

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

• Liquid waste containing marijuana or by-products of marijuana processing shall be disposed of in compliance with requirements for discharge into surface water (314 CMR 3.00), groundwater (314 CMR 5.00), and sewers (314 CMR 7.00), or disposed of in an industrial wastewater holding tank in accordance with 314 CMR 18.00.

Solid waste generated at our RMD shall be disposed of in one of 3 ways:

• Through incineration in a commercial or municipal waste combustor in Massachusetts holding a valid permit issued by the Department of Environmental Protection with no fewer than two dispensary agents must witness and document destruction;

• 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. No fewer than two dispensary agents must witness and document disposal in the landfill;

• Grinding and incorporating the medical marijuana waste with solid wastes such that the resulting mixture renders the medical marijuana waste unusable.

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

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

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

• Immediately discontinuing cultivation and production of marijuana;

• Weighing and inventorying all unused marijuana in all stages of cultivation and all MIPs in any stage of production, and create and maintain a written record of all such items;

• Disposing of the unused marijuana in accordance with 105 CMR 725.105(J) subsequent to approval by the Department. Such disposal shall be considered to be in the best interests of the general public, and the Department shall not be held liable in any way for any financial or other loss; and

• Maintaining all records as required by 105 CMR 725.105(I)(7).

We have developed a comprehensive waste disposal plan that is incorporated into our security plan and is available for review by the Department upon request.]

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.

[Commonwealth BioPharm, Inc. intends to produce Marijuana-Infused Products (MIPs). Our MIPs department is responsible for the creation of MIPs by reusing the parts of a marijuana plant not packaged for dried cannabis to make extracts. These extracts are then used in two main product groups: Edibles and concentrates. Edibles allow patients an easier and more popular alternative to consuming cannabis, and concentrates deliver the most curative medical properties. It is our goal to produce MIPs superior to those existing product lines available in the marketplace today.

All MIPs shall be prepared, handled, and stored in compliance with Department rules and pursuant to 105 CMR 500.000, Good Manufacturing Practices for Food. These requirements include:

• All foods will not be touched with bare hands. Employees shall use suitable utensils such as single-use gloves or dispensing equipment.

• Separate dry and refrigeration storage facilities will be utilized for raw ingredients and finished food products.

• Soap dispensers for hand washing shall be provided at the kitchen sink and all bathrooms.

• Dishwashers and laundry facilities will be present in the kitchen but shall not be used during food preparation.

• Garbage receptacles will be imperviously covered and provided for storage of garbage and refuse.

• Hot and cold water under pressure shall be provided to food preparation areas.

• All foods will be packed in hermetically sealed containers.

Commonwealth BioPharm, Inc. will rigorously enforce cleanliness and sanitation practices in our operations. Our MIPs department will perform environmental tests by swabbing surfaces to ensure no microbiological contaminants exist. If a problem is detected, through our own detection, by our laboratory, or through a patient report, we will comply with the requirements for food handlers specified in 105 CMR 300.000: Reportable Diseases, Surveillance, and Isolation and Quarantine Requirements. This includes reporting certain diseases to officials as designed by the Department, by telephone, in writing or other electronic means, within 24 hours after identification.

We believe the simplest way to prevent the spreading of germs is to clean and sanitize surfaces wherever food is prepared. Cleaning steps include:

• Wash surface with soap and warm water

• Rinse with clean water

• Air dry or dry with a clean paper towel

Sanitizing is also an important aspect of preventing the spreading of germs. Sanitization helps reduce germs to a safe level so illness is unlikely to occur. Sanitizing steps include:

• Spraying surface with sanitizer of choice

• Leaving sanitizer on the surface for the suggested amount of time

• Allowing to air dry or dry with a clean paper towel

After we have a clean environment we can begin to produce MIPs. To produce edible MIPs, we will start by extracting marijuana into either cannabis flour or hemp oil. To create cannabis flour and hemp oil requires a marijuana plant that has started the flowering process of its growth cycle. The flowering adult plant is sent to our extractions department and the cannabis flowers and leaves are removed from these plants and separated into different containers.

To make cannabis flour, cannabis flowers and leaves are heated and processed, then milled into powder. Every part of a plant's cannabis flowers and leaves will be used during the cannabis flour extraction process with no waste. The resulting milled powder is considered the cannabis flour extraction. The cannabis flour can be used to create a number of MIPs, such as cupcakes and cookies, by using their normal recipes and substituting the regular flour with the marijuana infused flour. If allowed by the Department, cannabis flour may be sold to patients so that they can make their own MIPs at home.

To make hemp oil, cannabis flowers and leaves are put through a commercial food processor. The processed matter is then combined with an oil, such as vegetable oil, and cooked at 350°F to fuse the psychoactive cannabinoids with the oil which is then strained to make the extraction. The remaining plant matter is disposed of pursuant to 105 CMR 725.105(J). The hemp oil can be used to create any number of edible MIPs, which would require regular cooking oil, simply by substituting the cooking oil for hemp oil.

We will follow 725.105(E)(3) for specific MIP labeling requirements, and place a legible, firmly affixed label on which the wording is no less than 1/16 inch in size on each MIP that we prepare for dispensing, containing at a minimum the following information:

• The registered qualifying patient's name

• The name and registration number of our RMD along with our telephone number, mailing address and website information

• The name of the product
• The quantity of usable marijuana contained within the product as measured in ounces
• A list of ingredients, including the cannabinoid profile of the marijuana contained within the product, including the THC level
• The date of product creation and the recommended "use by" or expiration date
• A batch number, sequential serial number, and bar code allowing tracking of MIPs from seed to sale.
• A statement that the product has been tested for contaminants, that there were no adverse findings, and the date of testing in accordance with 105 CMR 725.105(C)(2)
• A warning if nuts or other allergens are contained
• The statement: "This product has not been analyzed or approved by the FDA. There is limited information on the side effects of using this product, and there may be associated health risks. Do not drive or operate machinery when under the influence of this product. KEEP AWAY FROM CHILDREN."

Our MIPs shall be packaged in plain, opaque, tamper/child-proof containers without depictions of the product, cartoons, or images other than our logo. Our edible MIPs will not have a reasonable 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.

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

The foundation of our inventory tracking system is the state-of-the art MJ Freeway software application. This system has extremely flexible inventory capabilities perfectly suited to the challenges we will encounter. A general overview of our inventory tracking system is provided here, but a much more in-depth illustration is contained within our Inventory Control Plan available to the Department upon request.

The goals of our inventory policies and procedures are:
• Ensuring product integrity,
• Preventing internal or external product diversion,
• Complying with Department regulations, and
• Tracking key statistics related to our patients, products, and business.

There are four components to Commonwealth BioPharm, Inc.'s comprehensive inventory control system:
• Well-trained and well-supervised staff;
• State-of-the-art electronic inventory tracking;
• Information security; and
• Rigorous operational protocols for management, oversight, and accountability.

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

Pursuant to 105 CMR 725.105(G), our inventory management program will ensure:
• All marijuana seeds, plants, and products, using a seed-to-sale methodology, are tagged and tracked.
• Our inventory of seeds, plants, and usable marijuana is limited to reflect the projected needs of registered qualifying patients.

• Real-time inventory is maintained as specified by the Department and in 105 CMR 725.105(G)(3) and (4), including, at a minimum, an inventory of marijuana plants; marijuana plant-clones in all phases; marijuana ready for dispensing; all MIPs; and all damaged, defective, expired or contaminated product awaiting disposal.

• Procedures for conducting inventory reviews are established. Inventory of all product shall be conducted and checked monthly.

• Comprehensive inventory of all product shall be compiled annually.

• The record of each inventory includes the date of the inventory, a summary of the inventory findings, and the names, signatures, and titles of the individuals who conducted the inventory.

For the transportation of medical marijuana, we shall:

• (a) weigh, inventory, and account for on video all marijuana to be transported prior to its leaving the original location;

• (b) re-weigh, re-inventory, and account for on video all marijuana transported, within eight hours of arrival at the destination RMD except in the case of home delivery pursuant to 105 CMR 725.110(E)(11);

• (c) document and report any unusual discrepancy in weight or inventory to the Department and local law enforcement within 24 hours;

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

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

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

• Having separate areas for storage of marijuana that is outdated, damaged, deteriorated, mislabeled, or contaminated, or whose containers or packaging have been opened or breached, until such products are destroyed.

• Disposing of marijuana in excess of the amount required for normal operations.

• Establishing limited access areas accessible only to authorized personnel.

• Storing all finished marijuana in a secure, well maintained, safe or vault in such a manner as to prevent diversion, theft and loss.

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

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

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[redacted]

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.

[Commonwealth BioPharm, Inc.'s proposed service area includes Norfolk County, eastern Worcester County, southern Middlesex County and northern Bristol County. Commonwealth BioPharm, Inc. will also service all patients along the Franklin Line of the MBTA Commuter Rail, the last stop of which is across the street from the entrance to Forge Park. We plan to offer a car shuttle service from our location in Forge Park to the Commuter Rail station, which is just two minutes away by car.

Census data reveals the following population within a given number of miles from our proposed location:

5 Miles: 64,477
8 Miles: 149,256
12 Miles: 311,260
16 Miles: 595,690

We expect that a 8-12 mile range is a reasonable estimate of our service area, equaling a service area population of between 150,000 and 300,000. Assuming 1% of the population are medical marijiuana patients, our patient population of 1,500 to 3,000. With easy access off of Route 495, patients from as far north as Hopkinton and as far south as Mansfield could reach Commonwealth BioPharm within 20 minutes. Additionally, with the Route 95 interchange only about 12 minutes away, patients from towns off that highway, including Attleboro, Foxboro and Walpole could also quickly reach Commonwealth BioPharm, Inc.

Our location also offers easy access to the Franklin Line of the Commuter Rail, which can help us serve patients who do not own vehicles from as far away as Dedham. A car service back and forth to the train station will be available upon request by any patient and will be driven by one of our qualified dispensary agents. Commonwealth BioPharm, Inc. realizes that many medical marijuana patients suffer from debilitating conditions which makes transportation difficult, and we will endeavor to make access for all patients a hallmark of our organization. Home delivery will serve patients who cannot otherwise reach our RMD.

Commonwealth BioPharm, Inc. understands the importance of cultural competence in healthcare in Massachusetts and in the United States. We intend to follow the national standards for culturally and linguistically appropriate services in healthcare as published by the U.S. Department of Health and Human Services Office of Minority Health. We will comply with any additional or more restrictive standards the Department creates.

Our standards for providing culturally and linguistically appropriate services in health care include:

• Providing educational materials available in languages accessible to all patients served by our RMD, including for the visually and hearing impaired

• Ensuring that patients receive from all staff members effective, understandable, and respectful care in a manner compatible with their cultural health beliefs and practices and preferred language

• Recruiting a diverse staff and leadership that are representative of the demographic characteristics of the service area

• Providing ongoing education and training to staff on culturally and linguistically appropriate service delivery

• Offering language assistance services, including bilingual staff and interpreter services, at no cost to each patient with limited English proficiency, in a timely manner during all hours of operation. Written notice advising patients and their caregivers of this service will be available in multiple languages. This includes interpreter services for the visually and hearing impaired

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We will continue to develop and implement a strategic plan that outlines clear goals, policies, operational plans, and management accountability/oversight mechanisms to provide culturally and linguistically appropriate services. This plan will be available for review by the Department upon request.]

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.

[redacted]

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[redacted]

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

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

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

In addition to patient records, Commonwealth BioPharm, Inc. will maintain additional records as required by the Department to be made available upon request, including but not limited to:

- Operating procedures as required by 105 CMR 725.105(A)
- Inventory records as required by 105 CMR 725.105(G)
- Seed-to-sale tracking records for all marijuana and MIPs as required by 725.105(G)(5)
- Job descriptions and organizational charts
- A staffing plan that will demonstrate accessible business hours and safe cultivation conditions
- Personnel policies and procedures
- All CORI reports obtained in accordance with 105 CMR 725.030(C), M.G.L. c.6, s. 172 and 803 CMR 2.00
- Waste disposal records as required under 105 CMR 725.105(J)(5)

Records on each dispensary agent shall also be made and kept available for inspection. Such records shall be maintained for at least 12 months after disassociation with our RMD and shall include, at a minimum, the following:

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

• Copies of employment applications submitted to the Department on behalf of prospective dispensary agents

• Documentation of periodic performance evaluations; and 30 Regulation As Approved by the Public Health Council – Last Modified 5.8.13 105 CMR: Department of Public Health

• A record of any disciplinary action taken.

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

• Books of accounts, which shall include journals, ledgers, and supporting documents, agreements, checks, invoices, and vouchers

• Sales records that indicate the name of the registered qualifying patient or personal caregiver to whom marijuana has been dispensed, including the quantity, form, and cost

• Salary and wages paid to employees, stipends paid to board members, and any additional compensation paid to any individual affiliated with our RMD, including members of the non-profit corporation

If for any reason our RMD is closed for business, we shall keep all of our records for at least 2 years at our own expense in a form and location acceptable to the Department. We have prepared a comprehensive recordkeeping system plan that is available for review by the Department upon request.]

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

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

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

Our proposed discounted sliding scale based on FPG is:

• Patients at or below 100% of the FPG receive a 30% discount on all purchases

• Patients within 150% of the FPG receive a 20% discount on all purchases

• Patients within 200% of the FPG receive a 10% discount on all purchases

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

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

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

• Cancer and AIDS – For cancer and AIDS patients we will offer a 10% discount

• State, federal, and military disability patients – For our state, federal and military disability patients we will offer a 10% discount

Our programs to give affordable access to treatments is critical because cannabis is currently a self-pay drug product. Neither public nor commercial insurers provide any subsidies or reimbursement to patients electing to use this medicine. With our group's experience in the health care industry, we expect to bring forth research that will persuade third-party payers to reimburse patients using medical cannabis for conditions for which it has been shown to be clinically efficacious, safe, and cost effective in comparison to alternative therapies.]

☒ Proposed sliding price scale attached as exhibit 7.12

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

[Commonwealth BioPharm, Inc.'s staff and leadership are committed to providing patients with accurate information regarding the health effects of medical marijuana. We believe that patient education and support are essential to achieving overall patient wellness. In our well-designed and well-delivered education and support program, each qualifying patient and caregiver will participate in our orientation process and receive a copy of our Patient Handbook.

Each qualifying patient and registered caregiver will be required to go through an orientation with one of our trained professional staff members. The orientation will include:

• Establishing that the patient is registered and in good standing with the Department

• Providing a legal review of Massachusetts' medical marijuana program

• Offering an overview of medical marijuana strains and understanding the differences between indicas and sativas

• Giving information about dosing and ingestion applications

• Registering the patient in our internal database

• Describing products and patient services available

• Providing a tour around the patient-authorized access areas of the dispensary

In addition, each new patient will receive a handbook that includes information about:

• Patient guidelines to stay safe and healthy

• Patients' rights

• Medical marijuana law overview

• Patient services

• Guide to using marijuana

• Sativa vs. indica

• Understanding edibles

• Applications for cannabis and cannabinoids

• Ailment specific strains

• Substance use prevention

• References and resources

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

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• A warning stating that marijuana has not been analyzed or approved by FDA, that there is limited information on side effects, that there may be health risks associated with using marijuana, and that it should be kept away from children

• A warning stating that when under the influence of marijuana, driving is prohibited by M.G.L. c. 90, s. 24, and machinery should not be operated

• Information to assist in the selection of marijuana, describing the potential differing effects of various strains of marijuana, as well as various forms and routes of administration

• Materials offered to registered qualifying patients and their personal caregivers to enable them to track the strains used and their associated effects

• Information describing proper dosage. Emphasis shall be on using the smallest amount possible to achieve the desired effect. The impact of potency must also be explained

• A discussion of tolerance, dependence, and withdrawal

• Facts regarding substance abuse signs and symptoms, as well as referral information for substance abuse treatment programs

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• 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

• Any other information required by the Department

We have prepared a much more comprehensive patient education support plan that is available for review by the Department upon request.]

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.

[Commonwealth BioPharm, Inc. plans to focus on four elements in its marketing and advertising plan: (1) tailoring and targeting all marketing and advertising to only reach out to potential patients and avoid any marketing or advertising that would end up being seen by children, (2) follow the DPH's marketing and advertising regulations that have been or may be promulgated in the future, (3) informing patients and potential patients of our offerings and new products and (4) information patients and potential patients of advances and updated research on the uses and benefits of medical marijuana.

Our logo is a simple blue and green representation of the words "Commonwealth BioPharm, Inc.", italicized in Rockwell font.Our external signage shall not be illuminated except for a period of 30 minutes before sundown until closing, and we shall comply with local requirements regarding signage. We will be prepared to comply with any additional minimum signage requirements set by the Department.

Marijuana, MIPs, and associated products shall not be displayed or clearly visible to a person from the exterior of our RMD. On the exterior of our building we will not:

• Use any neon signage

• Display advertisements for marijuana or any brand name

• Use any way of identifying the building other than our registered name

• Utilize any graphics related to marijuana or paraphernalia

Inside our RMD, all marijuana shall be kept in a limited access area inaccessible to any persons other than dispensary agents, with the exception of displays allowable under 105 CMR 725.105(L)(10), which allows us to display, in secure, locked cases, no more than one sample of each product offered for sale. These display cases will be transparent. All of our marijuana shall be stored in a locked, access-controlled space in a limited access area during non-business hours.

We do not intend to create any print advertising for promotion outside of our RMD. If this policy changes we will not advertise the price of marijuana on any print advertisements. We will only provide a catalogue or a printed list of the prices and strains of marijuana available at our RMD to registered qualifying patients and personal caregivers upon request. To inform registered patients of our location details, we will rely on the list the Department maintains and makes available identifying all RMDs, their dispensing location, and their contact information.

We will not produce any items for sale or promotional gifts, such as T-shirts or novelty items, bearing a symbol of or references to marijuana or MIPs, including the logo of our RMD. Pursuant to 105 CMR 725.105(K) or (L), all advertising materials and materials produced by our RMD and disseminated will not include the following:

- 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;
- Any statement, design, representation, picture, or illustration that encourages or represents the recreational use of marijuana;
- Any statement, design, representation, picture, or illustration related to the safety or efficacy of marijuana unless supported by substantial evidence or substantial clinical data with reasonable scientific rigor, which shall be made available upon the request of a registrant or the Department
- Any statement, design, representation, picture, or illustration portraying anyone under 18 years of age

We have prepared a comprehensive marketing and advertising plan that is available for review by the Department upon request.]

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.

[redacted]

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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.

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[redacted]

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.

[Commonwealth BioPharm, Inc. recognizes our obligation to provide a safe working environment, but understands that incidents may still occur. Reportable incidents include those that result in harm to people, loss of property, damage to property, damage to the environment, or anything that causes a significant negative impact or perception with our staff, the public or any governmental agency. We will amend our definition of what constitutes an incident based on guidance from the Department.

When an incident happens, an incident report will be filled out as soon as is practical to record details while they are fresh in the minds of those who witnessed the event. We have adopted guidelines for filling out incident reports. When an incident occurs, the following shall be compiled and recorded:

• Dates, times and places

• Description of the incident using only facts, recording what people actually did, saw or heard. No subjective thoughts, assumptions, opinions, judgments or conclusions Signed statements from anyone directly involved in the incident, including third party observers

• Any additional reports or records that exist (e.g., accident reports, police reports, time cards, computer records, etc.) that help to explain what happened

• Any photographs or videos that help to document the incident

• Description of corrective actions - After the cause of incident has been determined, what corrective measures were taken and how they can help prevent the incident from happening again, if applicable

For certain types of events as defined by the Department, we shall immediately notify appropriate law enforcement authorities and the Department within 24 hours. These events include:

• Discrepancies identified during inventory as a result of diversion, theft, loss, or any criminal action involving the our 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

• An alarm activation or other event that requires response by public safety personnel

• The failure of any security alarm system due to a loss of electrical power or mechanical malfunction that is expected to last longer than eight hours

• Any other breach of security

If any one of the above events listed in 105 CMR 725.110(F)(1) occurs, or other relevant event as may be later outlined by the Department, we will provide written notice by submitting an incident report in the form, manner, and time frame required by the Department. The incident report will detail the circumstances of the

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event, any corrective actions taken, and confirmation that the appropriate law enforcement authorities were notified as described above.

We shall maintain all documentation related to an incident that is reportable pursuant to 105 CMR 725.110(F)(1) for no less than one year and it shall be made available to the Department and to law enforcement authorities acting within their lawful jurisdiction upon request.]

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APPLICATION RESPONSE FORM SUBMISSION PAGE

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

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

- I certify, that the Applicant is in compliance and shall maintain compliance with all applicable federal and state laws protecting the rights of persons with disabilities, including but not limited to the Americans with Disabilities Act ("ADA"), 42 U.S.C. §§ 12131-12134; Article CXIV of the Massachusetts Constitution; and; Chapter 93, § 103; Chapter 151B; and Chapter 272, §§ 98 and 98A of the Massachusetts General Laws.

- I understand that federal and state laws prohibit discrimination in public accommodations and employment based solely on disability. I recognize that to make goods, services, facilities, privileges, advantages, or accommodations readily accessible to and usable by persons with disabilities, the Applicant, under the ADA, must:
    - remove architectural and communication barriers in existing facilities, when readily achievable and, if not readily achievable, must use alternative methods;
    - purchase accessible equipment or modify equipment;
    - modify policies and practices; and
    - furnish appropriate auxiliary aids and services where necessary to ensure effective communication.

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

- I agree that the Applicant shall cooperate in any compliance review and shall provide reasonable access to the premises of all places of business and employment and to records, files, information, and employees therein for reviewing compliance with the ADA, the Massachusetts Constitution, other applicable state and federal laws, and this Contractual Agreement.

- I agree that any violation of the specific provisions and terms of this Assurance or of the ADA, and/or of any Corrective Action Plan shall be deemed a breach of a material provision of the Registered Facility registration between DPH and the Registered Facility. Such a breach shall be grounds for cancellation, termination, or suspension, in whole or in part, of the registration by the Department.

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

Authorized Signatory (as designated in exhibit B): **First Name: [Matthew] Last Name: [Clark]** **Title: [President/CEO]**	**Authorized Signature for the Applicant Organization (in blue ink):**

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CHECKLIST OF REQUIRED DOCUMENTS FOR SUBMISSION IN PHASE 2

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

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

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☒ Evidence of interest in dispensary site—exhibit 5.1

☒ Evidence of interest in cultivation site—exhibit 5.2

☒ Evidence of interest in processing site—exhibit 5.3

☒ Evidence of local support or non-opposition—exhibit 5.4

☒ Summary chart of responses to questions 5.1 to 5.4—exhibit 5.5

☒ RMD organizational chart—exhibit 6.1

☒ Proof of enrollment with the Department of Criminal Justice Information Services (DCJIS)—exhibit 6.2

☒ List of RMD staff, if known—exhibit 6.4

☒ RMD start-up timeline—exhibit 7.1

☒ Proposed sliding price scale—exhibit 7.12

☒ Certification of Assurance of Compliance: ADA and Non-Discrimination Based on Disability (original signed in blue ink)—part of Application Response Form

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

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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: Commonwealth BioPharm, Inc.

Application # (if more than one):_____

Attach organizational chart.

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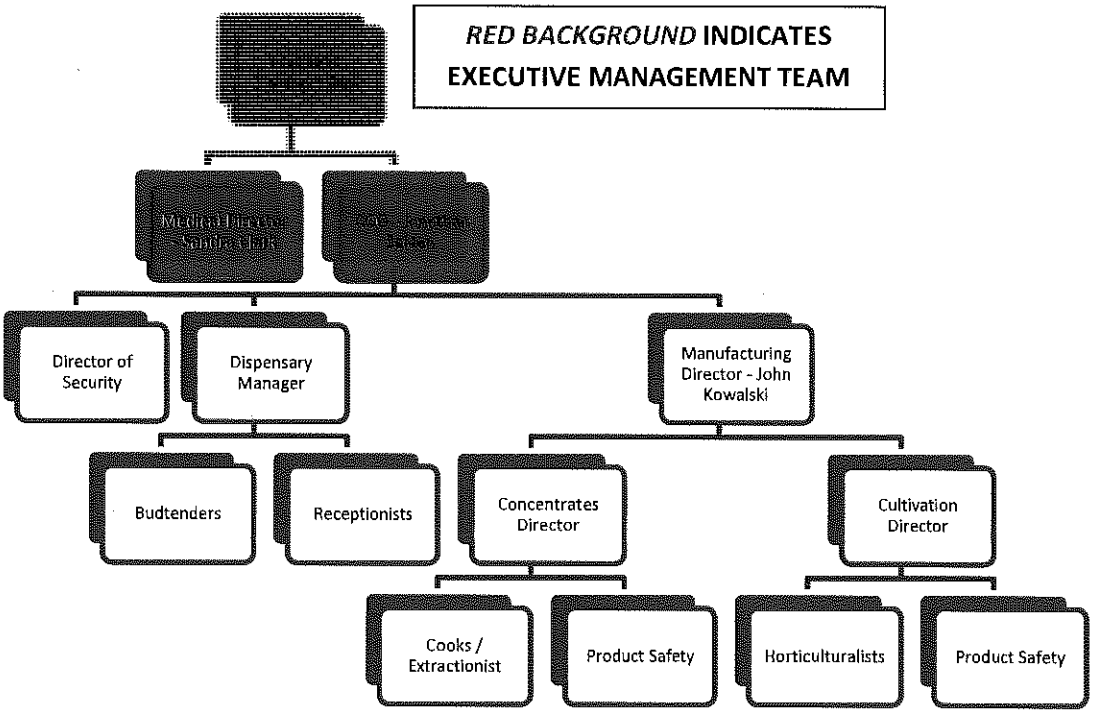
Changed from Phase 1 - The following organizational chart is a diagram that shows the structure of our organization and the relationships and relative ranks of its parts and positions. The chart demonstrates a few of the roles required to ensure dispensary and cultivating efficiency, productivity, and quality. The Workforce Role Requirements table below includes: the classification, the role responsibility, skills required, number of staff required to fulfill the role, unit of labor (FTE/PT/SAN) status, and the rate unit for all classifications. The following job classifications, responsibilities, and unit rates are subject for amendments depending upon current markets and organization needs and industry/company changes.



BOARD OF DIRECTORS
(Exhibit 1.4)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one): _____

Changed from Phase 1

	Board Role	Name	Date of Birth	Business Email	Business Address
1	President	Matthew Clark	[redacted]	mclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
2	Vice President	Matthew Clark	[redacted]	mclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
3	Treasurer	Matthew Clark	[redacted]	mclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
4	Clerk	Matthew Clark	[redacted]	mclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
5	Director	Dr. Thomas Spina	[redacted]	tspina@cwbiopharm.org	54 Hopedale Street, Hopedale, MA 01747
6	Director	Elizabeth Ann D'Alesio	[redacted]	edalesio@cwbiopharm.org	12 Mowry Street, Mendon, MA 01757
7	Director	Stephen O'Reilly	[redacted]	soreilly@cwbiopharm.org	395 Seekell Street, East Taunton, MA 02718
8	Director	N/A	N/A	N/A	N/A

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9	Director	N/A	N/A	N/A	N/A
10	Director	N/A	N/A	N/A	N/A

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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: Commonwealth BioPharm, 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	N/A	N/A	N/A	N/A
3	N/A	N/A	N/A	N/A

B. Member as Corporations

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

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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: Commonwealth BioPharm, Inc.

Application # (if more than one): _____

Attach bylaws.

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BY LAWS OF:
Commonwealth BioPharm, Inc.

ARTICLE I
OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Corporation shall be in the Commonwealth of Massachusetts.

Section 2. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the Commonwealth of Massachusetts, as required by the Commonwealth of Massachusetts Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II
PURPOSES

The purposes for which the Corporation is formed are as set forth in the Articles of Incorporation.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation, which shall supervise and control the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the initial Board of Directors of the Corporation shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Corporation shall be composed of no less than 1 individual. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

Section 3. Election and Term of Office. The members of the Board of Directors shall be elected by the voting members at the annual meeting of the members. Directors on the Board of Directors shall serve for a term of one year.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office, with or without cause, by a three-fourths vote of the voting members at any regular or special meeting of the members called expressly for that purpose.

Section 6. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year, at such time, day, and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 30 days previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

Section 10. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Articles of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE IV
OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer. The Corporation shall have such other assistant officers as the Board of Directors may deem necessary, and such officers shall have the authority prescribed by the Board. One person may hold more than one office, other than the offices of President and Secretary.

Section 2. Election of Officers. The officers of the Corporation shall be elected by the voting members at the annual meeting of the members.

Section 3. Term of Office. The officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for [one] year until the next annual meeting or until their respective successors shall have been duly elected.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a three-fourths vote of the voting members at any regular or special meeting of the members expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall give active direction and have control of the business and affairs of the Corporation. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws, ensure staff members keep corporate records; and in general perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 9. Treasurer. The Treasurer shall be responsible for and oversee all financial administration of the Corporation. The Treasurer shall ensure staff members properly receive and give receipts for moneys due and payable to the Corporation and deposit all such moneys in the name of the Corporation in appropriate banks, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE VI
MISCELLANEOUS PROVISIONS

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by

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reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE VII
AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of three-fourths of the voting members at any regular or special meeting of the members. The notice of the meeting shall set forth a summary of the proposed amendments.

These Bylaws are attested to be duly approved by a vote of the Board of Directors this 7th day of November, 2013.

Clerk of Commonwealth BioPharm, Inc.

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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: Commonwealth BioPharm, Inc.

Application # (if more than one): _____

Please check box if articles have changed since Phase 1:

☐ YES ☒ NO

PARENT OR SUBSIDIARY CORPORATIONS
(Exhibit 1.8)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one):_____

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

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REFERENCES
(Exhibit 1.9)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one):

	Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1	Francis M. Saba President & CEO Milford Regional Medical Center	Phone: (508) 422-2185 E-mail: fsaba@milreg.org	Fellow Board Member/Chair and Philanthropy/Business Acquaintance	June 2005 to Present
2	David P. Rosenblatt Managing Partner Burns & Levinson, LLP	Phone: (617) 345-3330 E-mail: drosenblatt@burnslev.com	Advisor & Business Acquaintance	June 1998 to Present
3	Senator Karen E. Spilka Commonwealth of Massachusetts	Phone: (617) 722-1640 E-mail: Karen.spilka@masenate.gov	Friend & Business Acquaintance	March 2000 to Present

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EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.1)

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

Changed from Phase 1

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one):_____

	Management Role	Name	Date of Birth	Business Email and Phone Number	Business Address
1	Chief Executive Officer	Matthew Clark	[redacted]	mclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
2	Chief Financial Officer	Matthew Clark	[redacted]	mclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
3	Chief Operations Officer	Jonathan Selden	[redacted]	jselden@cwbiopharm.org	19 National Drive, Franklin, MA 02038
4	Medical Director	Sandra Clark	[redacted]	sclark@cwbiopharm.org	19 National Drive, Franklin, MA 02038
5	Other(specify)	N/A	N/A	N/A	N/A
6	Other(specify)	N/A	N/A	N/A	N/A

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RESUMES FOR EXECUTIVE MANAGEMENT TEAM (Exhibit2.2)

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

Corporation Name: Commonwealth BioPharm, Inc.
Application # (if more than one):_____

List the résumés attached:

	Title	Name
1	Chief Executive Officer	Matthew Clark
2	Chief Financial Officer	Matthew Clark
3	Chief Operations Officer	Jonathan Selden
4	Medical Director	Sandra Clark
5	Other(specify)	
6	Other(specify)	

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Matthew Clark
President and CEO

TMC ENVIRONMENTAL
Challenge us. Count on us.

Education

- B.S. Professional Chemistry, Bridgewater State University
- Digital Circuits Analysis, Johnson & Wales University
- Qualitative & Quantitative Analysis Using Gas Chromatography – Trimetrics Group
- Petroleum & Chemical Storage System Installation Procedures & Practices – (various OEM providers)
- Executive Financial Management & Forecasting – Bryant University

Registrations & Certifications

- OSHA 40 Hour HAZWOPER Training - HAZWOPER 8 Hour Refresher Annually
- UST Install/Close- RI
- Hoisting Engineer- RI
- TWIC Certified
- CPR & First Aid Certification
- International Fire Code Institute Certification for Tank Installation/Retrofit and Decommissioning
- Certified Incon Leak Detection and Tank Monitoring Systems Installer
- Highland Tank Certified Cathodic Protection and Tank Installer
- Petro-Tite UST tester
- Boston G-12 UST License
- Massachusetts Licensed Asbestos Abatement Supervisor
- Massachusetts De-leader Contractor
- Massachusetts Home Improvement Contractor

Specialized Skills

- Environmental Construction Management
- Design and Implementation of Chemical Process Technologies
- Hazardous Waste Minimization, Transportation, Disposal and Recycling
- In-Situ/Ex-Situ Site Remediation Program Design, Operation & Maintenance
- Commercial & Industrial Site Development
- Brownfield Site Due Diligence and Feasibility Studies

Professional Profile

TMC Environmental
President and CEO, Franklin, MA

Mr. Clark began his career early working within the family business while attending University. As he acquired experience along the way, his responsibilities progressed from field service technician to Lab Director of Evergreen Environmental & Construction. For a short time thereafter, he lead a transitional environmental testing firm, Evergreen Enviro, Inc. In 1995, Mr. Clark along with his brother, Thomas Clark, Jr., established TMC Services, Inc., later to be known as TMC Environmental. With a focused business plan in-hand, the brothers set out to fill the growing environmental field service market demand for technically savvy environmental contractors. TMC differentiated themselves by providing this service at an exceptional high level of quality; consistently, on-time and within budget.

Mr. Clark's expertise spans all facets of a typical client's needs from initial site design & due diligence, remediation technology planning & implementation, permitting, close-out and development. His extensive training in the sciences coupled with strong analytical skills and home grown business acumen serve the needs of TMC's growing business model. In addition to heading TMC's executive team, Mr. Clark is responsible for the company's overall business strategy, direction and financial management.

In addition to his corporate duties, Mr. Clark has availed himself to public service and philanthropy initiatives. The Worcester Business Journal membership voted him one of 2009's "40 under Forty" in the community. He regularly donates his time and resources as a member of various organizations including; The Town of Bellingham Conservation Commissioner, Christ Church - Vestry, The American Red Cross fundraising committee & The Milford Regional Medical Center Foundation and numerous community based charities. Mr. Clark's love of sports coupled with his desire to mentor the youth of our times has landed him in coaching positions for local public and private schools. His most recent tenure was the head coach of the Mt. Saint Charles Academy track & field program. He also serves as a volunteer mentor for Interise small business development group as recognized by the US Small Business Administration.

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Matthew Clark
President & CEO

Project Experience

A-1 Precious Metals Superfund Site – Woburn, MA
Work included identification and remediation of the former A-1 Precious Metals Plating Facility in Woburn, MA. The scope of services included Level A Initial Response to hi hazard chemicals, qualitative and quantitative identification of abandoned over 500 vats, tanks and drums contain a wide range of unidentified hazardous chemicals. Upon completion of the hazardous waste categorization phase, all waste was consolidated, minimized and shipped for final disposition. The next phase consisted of decontamination and demolition of the manufacturing process including plating lines, waste water treatment operations and support equipment. The intent was to provide the Client with a "clean" building shell. Once the aboveground issues were removed, subsurface investigations revealed trace cyanide and heavy metal contamination beneath the footprint of a former plating line area. TMC removed concrete flooring from the impacted areas, excavated contaminated soils and restored the surfaces.

Davis Liquid Waste Superfund Site – Greenville, RI
The project scope included excavation, recovery, identification, disposal and forensic evidence gathering of buried drums and small containers. Various industrial and commercial process wastes were identified including non-hazardous sludges, fuming acids, laboratory chemicals, medical waste and unexploded ordinance (UXO).
Work was conducted with multiple teams under level B personnel protection protocols. Adherance to strict waste handling, evidence collection and preservations methods, site monitoring and decontamination procedures were essential to the success of the project. Documents and data collected from our field efforts were utilized to establish a legal connection to various PRPs.

Department of Corrections Facility wide UST/AST Replacement Project - Various Locations, MA
As part of the maturing UST upgrade regulations, The DOC retained TMC to perform upgrade, removal and/or replacement of various fuel storage tanks located throughout the statewide corrections facility locations. This was a fast-paced environmental construction project which involved replacement of underground storage tanks as large as 50,000 gallons in capacity while working under the strict security protocols of the Department of Corrections Guard Staff.
Work was conducted within the walls of maximum security facilities amongst the general convict population.

Hurricane Sandy Disaster Response
New York City, NY & New Jersey Oct. - Dec. 2012
TMC Environmental mobilized to impacted areas with response resources assisting in relief efforts in New York City and northern New Jersey. Due to lack of fuel, onsite space limitations and complete blackout conditions, TMC set up a remote incident command center and mobilized over 100 response personnel to conduct emergency and disaster response operations on a 24 hour basis. Emergency lighting and pumping systems were delivered with initial response resources. The impact of the flooding resulted in failure of building systems and electrical services from underground transformers. The TMC team engineered the relief effort and provided disaster response services in coordination with building engineers and regulatory agencies to stabilize and complete cleanup of many facets including millions of gallons of sea water, oil removal and maintaining water level depression. TMC responded on multiple fronts which included Long Island, Manhattan, Brooklyn, NY, Linden, NJ and Perth Amboy, NJ.

Deepwater Horizon Oil Spill
Gulf Coast- United States April – December 2010
TMC responded to the largest accidental marine oil spill in the history of the petroleum industry and the largest to ever originate in U.S. controlled waters. A sea floor gusher released an estimated 185 million gallons of crude oil into the Gulf of Mexico as a result of the Deepwater Horizon drill rig explosion. Within 72 hours, TMC's Strike Team mobilized with oil spill response equipment including support vehicles, vacuum trucks, trailers, hot water pressure washers, oil skimmers, 10,000 feet of containment boom and response boats from 18-foot work boats to 28-foot LCM's. TMC was assigned as one of the five HOT SHOT teams based at the Naval Air Station (NAS) staging area in Pensacola, Florida. TMC performed day and night marine operations including assessment/investigations, boom deployment and skimming operations to protect miles of beaches, wetlands and estuaries. After eight months of working 12-hour days, seven days per week, TMC's crews completed the cleanup effort and returned home.

ORIGINAL

Jonathan Bernard Selden

[redacted]

Education

Boston College Law School, Newton, MA
Juris Doctor , May 2012, GPA 3.29
Intellectual Property and Technology Forum, Editor

Boston College, Chestnut Hill, MA
Bachelor of Arts, in Economics, 2009

Experience

TMC Environmental **Franklin, MA**
Corporate Counsel March 2013-Present

- Implementing new legal procedures concurrent with company growth
- Coordinating communication with and utilization of outside counsel
- Continuing to foster TMC's enduring culture of strict regulatory compliance
- Advising department heads on various legal matters

Jules B. Selden, P.C. **Norwell, MA**
Researcher January 2010-March 2013

- Researched various case law on an as-needed basis for sole practitioner
- Proofread pleadings and other documents prior to filing with courts

Boston College Law School **Newton, MA**
Graduate Technology Consultant May 2011-September 2012

- Worked with faculty, staff and students to provide technical assistance
- Assisted library staff in efforts to provide more efficient access to digital legal resources
- Introduced and instructing faculty and staff on the use of emerging legal technologies

Boston College **Chestnut Hill, MA**
Help Desk Technician September 2007-May 2011, Summers 2008, 2009, 2010

- Provided technical support and computer education for students and faculty
- Spearheaded efforts to streamline the Help Desk's operations
- Worked closely with school administrators to provide an easier digital transition for incoming students and faculty

Clean Harbors Environmental Services, Inc. **Norwell, MA**
MIS and Law Department Intern Summers 2005, 2006, 2007

- Created and managed a database of corporation's real estate holdings
- Read hundreds of leases and deeds in order to populate database
- Provided technical instruction to the Law Department to manage and maintain database

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- Assisted MIS and IT Departments in corporate headquarters relocation

Admitted to the Bar:
Massachusetts – November 2012
New York/New Jersey – Expected Mid-2014

Professional Associations and Memberships:
Massachusetts Bar Association - Member
Boston Bar Association – Member

Sandra A. Clark

ORIGINAL

OBJECTIVE:
Seeking a challenging position within a dynamic and progressive organization that will utilize my social and professional skills while affording me the opportunity to contribute, on a meaningful level, to the development of my team and the company.

SUMMARY OF QUALIFICATIONS:
A self-motivated, congenial and outgoing team player possessing a well-balanced compliment of credentials including; RN, BSW, and CHPN. An experienced professional with strong written, verbal and interpersonal communication skills. Highly skilled clinical experience in home care settings with additional responsibilities in orienting new staff.

PROFESSIONAL EXPERIENCE:

Parmenter Community Health Care, *Wayland, MA*
Clinical Educator& Staff Orientatian Manager ***May 2013 to Present***

- Provide in-house training & clinical sessions to staff nurses & caregivers in support of on-going professional development & Department of Public Health licensure requirements.
- Train new hires on proper administration of in-home and resident health care services.
- Work with management team on strategic initiative affecting the day to day delivery of quality of care and service.

Case Manager ***January 2012 to April 2013***

- Dedicated home health and hospice nurse at Norumbega Point Assisted Living Facility.
- Provided skilled care to residents following hospital discharge and through MD referrals.
- Conducted various clinics for the residents on topics such as; Blood Pressure, Flu and Wellness.
- Provided hospice care while coordinating caregiver involvement with RN support to allow residents to age in place.

Visiting Nurse Service of Greater Rhode Island, *Lincoln, RI*
Per Diem Home-Care & Hospice Nurse *November 2010 to Present*

- Performed admissions and revisits for hospice and palliative patients with a variety of end of life needs; including pain management, nutritional support, and N/V management.
- Worked closely with Physicians, Case Managers and IDT Members to provide comprehensive care programs for patients.

Home-Care Case Manager *August 2007 to October 2010*

- Collaborated with multi-discipline teams while providing individualized in-home skilled nursing care.
- Assessed patients from admission through discharge with the continuing goal to maintain and improve overall health and wellness.
- Trained patients on proper self-care techniques and made referrals to appropriate disciplines including PT, OT, ST, Telehealth, MSW and HCA.
- Managed caseload of 25-35 patients with wide variety of needs including; Ports, PICCs, Negative Pressure Wound Therapy, Foley Catheters and Feeding Tubes.
- Educated patients on maintaining wellness in an effort to pre-empt disease process exacerbation and avoid rehospitalizations.
- Coordinate care plans with various members of the team to maximize outcomes within Medicare, Medicaid, HMO and all PPS guidelines.
- Served as the "face of the organization" for orientation and mentoring newly recruited nursing staff.
- Worked with Hospice providing referrals, end of life counseling and post-mortem care.

The Miriam Hospital, *Providence, RI*
Staff Nurse-Hematology/Oncology Unit *September 2006 to August 2007*

- Performed day to day rounds on an acute-care inpatient Hematology/Oncology unit.
- Administered and assessed patients receiving blood products, TPN/Lipids and PCA for post op and/or end-of- life therapy.
- Provided social/emotional support to patients and families as an important element of total patient care.

ORIGINAL

Big Sisters of Rhode Island, *Providence, RI*
Case Manager *June 1995 to August 1997*

- BSW, Case Manager responsible for screening and training volunteers as well as assessing children and families for appropriateness for services.
- Mentored young inner-city mothers during new parent programs.

EDUCATION

- ***Community College of Rhode Island - ADN*** *June 2004 to December 2006*
- ***Rhode Island College - BSW*** *September 2001 to May 2005*

SKILLS & LICENSURE

- Familiarity with EHR/EMR systems including OASIS and Allscripts as well as DHHS ICD-9-CM coding guidelines.
- Active RN licenses in RI and MA.
- Current CHPN experience and certification.

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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: Commonwealth BioPharm, Inc.

Application # (if more than one): _____

Total Capital needed for this application: $ 500,000

Attach one-page bank statement.

Letter of Commitment

ORIGINAL

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

Date: N/A

Name of the Corporation: N/A

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

Name of Account Holder: N/A

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

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

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

Print Name _____

Date: _____

Notary Public

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

If applicable, add:

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

_____
Signature of Notary Public

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Servicing - Santander US Intranet - Magliaro,Zack - Windows Internet Explorer

http://structurals.sov.gs.corp/SVG_Servicing_EN5/Estatico/ALP_CINTRA_CompIntraPriv_E/Html/portalSOVServicing.html?tAg

Live Search

Convert Select

Santander

United states

Hide Menu

Servicing

Account Search

Type

Application

DD - Demand Deposits

Bank Routing Number

SOV-MA 231372691

Account Number

7675803961

Reset Submit

Holders >>

Quick Inquiries

Account Snapshot

Balance Inquiry

Transaction Inquiry

Mortgage Inquiry

General

Lawson & Weitzen Llp

Main Support Group Sites

Account Inquiry - Balances

Bank:	[redacted]	Branch:	[redacted]
Account No.:		Participant:	Commonwealth biopharm inc
Signature Rule:	Not permitted	Product:	300-170 Escrow savings
Currency	USD US DOLLAR		
Account Branch:	[redacted]	Branch Desc.:	Bus bkg relationship mgmt-Grtr bost

Balances Details

Settlement Holds Blocks

Current Balance: 500,000.00 C

[redacted]

Available Balance: 500,000.00 C

Blocks (Y/N): NO

Opening Date: 11/07/2013

Standard Reference: 0000002 Escrow sub savings pe

Local intranet 100%

INDIVIDUALS/ENTITIES CONTRIBUTING 5% OR MORE OF INITIAL CAPITAL (Exhibit4.2)

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

Corporation Name: Commonwealth BioPharm, 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	Matthew Clark	19 National Drive, Franklin, MA 02038	$ 500,000 % 100	Cash	President/CEO	Personal investment in CWBP
2	N/A		$ %			
3	N/A		$ %			

	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:	$ %			

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CAPITAL EXPENSES
(Exhibit 4.3)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one): _____

	Expense Type	Costs	Explanation of Expense
	Planning and Development		
1	Architect & Design Fee	$ 27,500.00	Site, Civil & Architectural Design Fees
2	Environmental Survey	$ -	Not Applicable
3	Permits & Fees	$ 18,750.00	Town of Franklin Permit Fees
4	Security Assessment	$ 10,000.00	Private Security Survey Fees
5	Land & Building	$ -	Not Applicable
6	Site Clean Up & Preparation	$ 47,750.00	Preparation of Site & Selective Demolition
	Build-out Costs		
1	Construction Expenses	$ 214,000.00	Carpentry & Building Fit Up
2	Painting & Finishes	$ 25,000.00	Wall Painting & Floor Finishes
3	Security System	$ 96,000.00	Alarm, Surveillance & Perimeter Monitoring Systems
4	Landscape Work	$ 12,500.00	Site Improvements
5	Parking Facility	$ 15,000.00	Parking Lot Alterations & Improvements
6	Electrical	$ 65,000.00	Facility Power Transmission & Distribution
	Equipment Costs		
1	Vehicles	$ 145,000.00	Utility & Passenger
2	Cultivation	$ 400,000.00	Hydroponic Equipment
3	Furniture & Storage	$ 25,000.00	Office & Storage
4	Computer	$ 18,500.00	
5	HVAC	$ 98,000.00	
6	Food Prep	$ 9,500.00	Food Prep
	TOTAL	$1 ,227,500.00	

YEAR-ONE OPERATING BUDGET
(Exhibit 4.4)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one): _____
Budget Period: First day of Operations to One Year from First Day
Projected Number of Patients: 1,500 to 3,000 and Number of Visits: 14,000

			Year ONE Budget	Budget Notes [i]
	REVENUE			
1	Medical Marijuana sales		$3,687,500.00	**See Attached One-Year Budget**
2	Other supplies sold		$45,000.00	
3	Other revenue sources		$	
A	**TOTAL REVENUE:**		$ 3,916,900.00	
	TOTAL GROSS PROFIT		$ 3,676,300.00	
	PAYROLL EXPENSES			
	Personnel Category	**# FTE**		
1	C-Level/Directors	5	$481,400.00	
2	Manager	1	$65.000.00	
3	Staff	9	$405,000.00	
4				
B	**TOTAL SALARIES**	**15**	**$871,400.00**	
C	Fringe Rate and Total	**%**	$142,700.00	
D	**TOTAL SALARIES PLUS FRINGE (B+C)**		**$1,014,110.00**	
	OTHER EXPENSES			
1	Consultants		$ 10,000.00	
2	Equipment		$ -	
3	Supplies		$ 20,000.00	
4	Office Expenses		$ 5,000.00	
5	Utilities		$ 162,500.00	
6	Insurance		$ 11,800.00	
7	Interest		$ 63,000.00	
8	Depreciation/Amortization		$ 100,200.00	
9	Leasehold Expenses		$ 66,600.00	
10	Bad Debt		$	
11	Misc.		$ 110,890.00	**All others see Attached One-Year Budget**
12	xxx		$	
13	xxx		$	
14	xxx		$	
E	**TOTAL OTHER EXPENSES**		$	
	TOTAL EXPENSES: (D+E)		$ 1,559,600.00	
	DIFFERENCE		**$ 2,116,700.00**	

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Commonwealth BioPharm, Inc.

Year 1 Budget

SALES	
Cannabis Sales	3,687,500.0
Medicine Discounts	184,375.0
Concentrate & Edible Sales	45,000.0
TOTAL GROSS SALES	3,916,875.0
COST OF SALES	
Nutrients	78,125.0
Utilities	162,500.0
TOTAL COST OF SALES	240,625.0
GROSS PROFIT	3,676,250.0
EXPENSES	
Salaries	
CEO	125,004.0
CFO	108,000.0
COO	99,996.0
Medical Director / Doctor / Nurses	80,004.0
Director of Security	68,400.0
Manager	65,004.0
Clerical	45,000.0
Sales	90,000.0
Horticulturalists/Growers	90,000.0
Trimmers	90,000.0
Staff Security	90,000.0
Payroll Taxes	114,169.0
Payroll Benefits	142,711.2
Worker's Comp Insuarnce	76,112.6
Fire and Security 3rd Party Costs	15,000.0
Insurance	11,800.0
Interest	63,333.3
Janitorial Costs	5,000.0
Lab Testing Fees	12,000.0
Legal Fees	6,600.0
Meals and Entertainment	6,000.0
Miscellaneous	3,500.0
Office Supplies	5,000.0
Other Licenses	2,000.0
Packaging and Supplies	2,000.0
Permit Fees (broken monthly)	18,400.0
Professional Fees	8,000.0

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Commonwealth BioPharm, Inc.

Year 1 Budget

Rent	66,600.0
Real Estate Tax	5,333.3
Repairs and Maintenance	6,666.7
Software & Inventory Control	2,000.0
Telephone	5,000.0
Transportation Expenses	2,600.0
Travel	5,000.0
Not-For-Profit Contributions	
Philanthropy Contributions	5,000.0
Patient Services	6,666.7
Research & Development	6,666.7
Community Improvements	5,000.0
TOTAL EXPENSES	1,559,567.5
EBITDA	2,116,682.5

THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS
(Exhibit 4.5)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one):_____

Fiscal Year Time Period: Projected (August 2014-July 2015) Projected Start Date for the First Full Fiscal Year: August 2014

	FIRST FULL FISCAL YEAR PROJECTION5 2014	SECOND FULL FISCAL YEAR PROJECTIONS 2015	THIRD FULL FISCAL YEAR PROJECTIONS 2016
Projected Revenue	$ 3,676,300.00	$ 4,417,500.00	$ 4,417,500.00
Projected Expenses	$ 1,559,000.00	$ 1,559,000.00	$ 1,559,000.00
TOTAL :	$ 2,116,700.00	$ 2,857,000.00	$ 2,857,000.00
Number of Patients	1,500-3,000[i]	1,500-3,000	1,500-3,000
Number of Patient Visits	14,000	15,000	16,000
Projected % of growth rate annually	7%	7%	7%
Total FTE in staffing	15 FTE	15 FTE	15 FTE
Projected Medical Marijuana Inventory	937.5 Lbs.	937.5 Lbs	937.5 Lbs

[i] Enter projected information

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Commonwealth BioPharm, Inc.

PRO-FORMA INCOME STATEMENT

(in 1,000's)

	Year 1					Year 2					Year 3				
	Q1	Q2	Q3	Q4	Annual	Q1	Q2	Q3	Q4	Annual	Q1	Q2	Q3	Q4	Annual
SALES															
Cannabis Sales	368.8	1,106.3	1,106.3	1,106.3	3,687.5	1,106.3	1,106.3	1,106.3	1,106.3	4,425.0	1,106.3	1,106.3	1,106.3	1,106.3	4,425.0
Medicine Discounts	18.44	55.31	55.31	55.31	184.4	55.31	55.31	55.31	55.31	221.3	55.31	55.31	55.31	55.31	221.3
Concentrate & Edible Sales		15.0	15.0	15.0	45.0	15.0	15.0	15.0	15.0	60.0	15.0	15.0	15.0	15.0	60.0
TOTAL GROSS SALES	387.2	1,176.6	1,176.6	1,176.6	3,916.9	1,176.6	1,176.6	1,176.6	1,176.6	4,706.3	1,176.6	1,176.6	1,176.6	1,176.6	4,706.3
COST OF SALES															
Nutrients	7.8	23.4	23.4	23.4	78.1	23.4	23.4	23.4	23.4	93.8	23.4	23.4	23.4	23.4	93.8
Utilities	16.3	48.8	48.8	48.8	162.5	48.8	48.8	48.8	48.8	195.0	48.8	48.8	48.8	48.8	195.0
TOTAL COST OF SALES	24.1	72.2	72.2	72.2	240.6	72.2	72.2	72.2	72.2	288.8	72.2	72.2	72.2	72.2	288.8
GROSS PROFIT	363.1	1,104.4	1,104.4	1,104.4	3,676.3	1,104.4	1,104.4	1,104.4	1,104.4	4,417.5	1,104.4	1,104.4	1,104.4	1,104.4	4,417.5
EXPENSES															
Salaries															
CEO	31.3	31.3	31.3	31.3	125.0	31.3	31.3	31.3	31.3	125.0	31.3	31.3	31.3	31.3	125.0
CFO	27.0	27.0	27.0	27.0	108.0	27.0	27.0	27.0	27.0	108.0	27.0	27.0	27.0	27.0	108.0
COO	25.0	25.0	25.0	25.0	100.0	25.0	25.0	25.0	25.0	100.0	25.0	25.0	25.0	25.0	100.0
Medical Director / Doctor / Nurses	20.0	20.0	20.0	20.0	80.0	20.0	20.0	20.0	20.0	80.0	20.0	20.0	20.0	20.0	80.0
Director of Security	17.1	17.1	17.1	17.1	68.4	17.1	17.1	17.1	17.1	68.4	17.1	17.1	17.1	17.1	68.4
Manager	16.3	16.3	16.3	16.3	65.0	16.3	16.3	16.3	16.3	65.0	16.3	16.3	16.3	16.3	65.0
Clerical	11.3	11.3	11.3	11.3	45.0	11.3	11.3	11.3	11.3	45.0	11.3	11.3	11.3	11.3	45.0
Sales	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0
Horticulturalists/Growers	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0
Trimmers	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0
Staff Security	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0	22.5	22.5	22.5	22.5	90.0
Annual Raises															
Payroll Taxes	28.5	28.5	28.5	28.5	114.2	28.5	28.5	28.5	28.5	114.2	28.5	28.5	28.5	28.5	114.2
Payroll Benefits	35.7	35.7	35.7	35.7	142.7	35.7	35.7	35.7	35.7	142.7	35.7	35.7	35.7	35.7	142.7
Worker's Comp Insuarnce	19.0	19.0	19.0	19.0	76.1	19.0	19.0	19.0	19.0	76.1	19.0	19.0	19.0	19.0	76.1
Fire and Security 3rd Party Costs	3.8	3.8	3.8	3.8	15.0	3.8	3.8	3.8	3.8	15.0	3.8	3.8	3.8	3.8	15.0
Insurance	3.0	3.0	3.0	3.0	11.8	3.0	3.0	3.0	3.0	11.8	3.0	3.0	3.0	3.0	11.8
Interest	15.8	15.8	15.8	15.8	63.3	15.8	15.8	15.8	15.8	63.3	15.8	15.8	15.8	15.8	63.3
Janitorial Costs	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0
Lab Testing Fees	3.0	3.0	3.0	3.0	12.0	3.0	3.0	3.0	3.0	12.0	3.0	3.0	3.0	3.0	12.0
Legal Fees	1.7	1.7	1.7	1.7	6.6	1.7	1.7	1.7	1.7	6.6	1.7	1.7	1.7	1.7	6.6
Meals and Entertainment	1.5	1.5	1.5	1.5	6.0	1.5	1.5	1.5	1.5	6.0	1.5	1.5	1.5	1.5	6.0
Miscellaneous	0.5	1.0	1.0	1.0	3.5	0.5	1.0	1.0	1.0	3.5	0.5	1.0	1.0	1.0	3.5
Office Supplies	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0
Other Licenses	0.5	0.5	0.5	0.5	2.0	0.5	0.5	0.5	0.5	2.0	0.5	0.5	0.5	0.5	2.0
Packaging and Supplies	0.5	0.5	0.5	0.5	2.0	0.5	0.5	0.5	0.5	2.0	0.5	0.5	0.5	0.5	2.0
Permit Fees (broken monthly)	4.6	4.6	4.6	4.6	18.4	4.6	4.6	4.6	4.6	18.4	4.6	4.6	4.6	4.6	18.4
Professional Fees	2.0	2.0	2.0	2.0	8.0	2.0	2.0	2.0	2.0	8.0	2.0	2.0	2.0	2.0	8.0
Rent	16.7	16.7	16.7	16.7	66.6	16.7	16.7	16.7	16.7	66.6	16.7	16.7	16.7	16.7	66.6
Real Estate Tax	1.3	1.3	1.3	1.3	5.3	1.3	1.3	1.3	1.3	5.3	1.3	1.3	1.3	1.3	5.3
Repairs and Maintenance	1.7	1.7	1.7	1.7	6.7	1.7	1.7	1.7	1.7	6.7	1.7	1.7	1.7	1.7	6.7
Software & Inventory Control	0.5	0.5	0.5	0.5	2.0	0.5	0.5	0.5	0.5	2.0	0.5	0.5	0.5	0.5	2.0
Telephone	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0
Transportation Expenses	0.7	0.7	0.7	0.7	2.6	0.7	0.7	0.7	0.7	2.6	0.7	0.7	0.7	0.7	2.6
Travel	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0
Not-For-Profit Contributions															
Philanthropy Contributions	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0
Patient Services	1.7	1.7	1.7	1.7	6.7	1.7	1.7	1.7	1.7	6.7	1.7	1.7	1.7	1.7	6.7
Research & Development	1.7	1.7	1.7	1.7	6.7	1.7	1.7	1.7	1.7	6.7	1.7	1.7	1.7	1.7	6.7

ORIGINAL

Commonwealth BioPharm, Inc.
PRO-FORMA INCOME STATEMENT
(in 1,000's)

	Year 1					Year 2					Year 3				
	Q1	Q2	Q3	Q4	Annual	Q1	Q2	Q3	Q4	Annual	Q1	Q2	Q3	Q4	Annual
Community Improvements	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0	1.3	1.3	1.3	1.3	5.0
Depreciation	25.0	25.0	25.0	25.0	100.2	25.0	25.0	25.0	25.0	100.2	25.0	25.0	25.0	25.0	100.2
Amortization															
TOTAL EXPENSES	389.5	415.1	390.0	390.0	1,559.6	389.5	415.1	390.0	390.0	1,559.6	389.5	415.1	390.0	390.0	1,559.6
NET INCOME BEFORE TAX	(26.4)	689.3	714.4	714.4	2,116.7	714.9	689.3	714.4	714.4	2,857.9	714.9	689.3	714.4	714.4	2,857.9
35% Federal Income Tax	127.1	386.5	386.5	386.5	1,286.7	386.5	386.5	386.5	386.5	1,546.1	386.5	386.5	386.5	386.5	1,546.1
6% State Income Tax	7.6	23.2	23.2	23.2	77.2	23.2	23.2	23.2	23.2	92.8	23.2	23.2	23.2	23.2	92.8
NET INCOME (LOSS) AFTER TAX	(161.1)	279.6	304.6	304.6	752.8	305.1	279.6	304.6	304.6	1,219.0	305.1	279.6	304.6	304.6	1,219.0

ORIGINAL

Commonwealth BioPharm, Inc.
Pro-Forma Balance Sheet
(In 1000's)

		Year 1				Year 2				Year 3			
		Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
ASSETS													
	Cash	2,500.0	1,293.5	1,601.1	1,908.6	2,841.5	3,149.6	3,432.1	3,739.7	4,047.2	5,494.5	5,802.5	6,085.0
	Inventory	368.8	-	368.8	-	368.8	-	368.8	-	368.8	-	368.8	-
	Building Improvements	623.7	623.7	623.7	623.7	623.7	623.7	623.7	623.7	623.7	623.7	623.7	623.7
	Hydroponics Equipment	400.0	400.0	400.0	400.0	400.0	400.0	400.0	400.0	400.0	400.0	400.0	400.0
	Office Equipment	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0	25.0
	Other Equipment	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0	15.0
	Accumulated Depreciation	(25.0)	(50.1)	(75.1)	(100.2)	(200.3)	(225.4)	(250.4)	(275.4)	(300.5)	(400.6)	(425.7)	(450.7)
	Organizational & Amortizable Costs	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0	1,242.0
	Accumulated Amortization												
	Lease Deposit	33.3	33.3	33.3	33.3	33.3	33.3	33.3	33.3	33.3	33.3	33.3	33.3
	TOTAL ASSETS	5,182.8	3,582.5	4,233.8	4,147.5	5,349.0	5,263.3	5,889.5	5,803.3	6,454.5	7,432.9	8,084.7	7,973.4
LIABILITIES AND CAPITAL													
	Accounts Payable												
	Notes Payable	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)	(2,000,000.0)
	Capital Contribution	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0	500,000.0
	Retained Earnings (Loss)	(161.1)	118.5	423.1	727.8	1,480.5	1,785.7	2,065.3	2,369.9	2,674.5	3,893.6	4,198.7	4,478.3
	TOTAL LIABILITIES AND CAPITAL	(1,500,161.1)	(1,499,881.5)	(1,499,576.9)	(1,499,272.2)	(1,498,519.5)	(1,498,214.3)	(1,497,934.7)	(1,497,630.1)	(1,497,325.5)	(1,496,106.4)	(1,495,801.3)	(1,495,521.7)

ORIGINAL

Commonwealth BioPharm, Inc.
Pro-Forma Cash Flow Statement
(in 1000's)

	Year 1				Year 2				Year 3			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Beginning Cash		$ 1,081	$ 1,294	$ 1,601	$ 1,909	$ 2,842	$ 3,150	$ 3,432	$ 3,740	$ 4,047	$ 5,494	$ 5,803
Plus Debt & Equity	2,500.0											
Plus Receipts:												
Sales	368.8	$ 1,106	$ 1,177	$ 1,177	$ 3,917	$ 1,177	$ 1,177	$ 1,177	$ 1,177	$ 4,706	$ 1,177	$ 1,177
Total Receipts	2,868.8	$ 1,106	$ 1,177	$ 1,177	$ 3,917	$ 1,177	$ 1,177	$ 1,177	$ 1,177	$ 4,706	$ 1,177	$ 1,177
Less Expenditures:												
Application Fee	30.0											
Consultants	35.0											
Financial Services	35.0											
Legal Services	5.0											
Misc. Pre Start-Up Costs	5.0											
Seminars, photocopies, photos	2.5											
Surveyor	15.0											
Travel	2.5											
Building Improvements	623.7											
Building Lease Deposit	33.3											
Hydroponics Equipment ($/Tray)	400.0											
Office Equipment	25.0											
Utility Deposit	15.0											
Misc. Building Costs	15.0											
Inventory Purchases												
Cost of Goods -Nutrients	7.8	23.4	23.4	23.4	23.4	23.4	23.4	23.4	23.4	23.4	23.4	23.4
Cost of Goods - Utilities	16.3	48.8	48.8	48.8	48.8	48.8	48.8	48.8	48.8	48.8	48.8	48.8
Cost of Goods - Total	24.1	$ 72	$ 72	$ 72	$ 72	$ 72	$ 72	$ 72	$ 72	$ 72	$ 72	$ 72
Expenses (other than Depre and Amort)	386.6	$ 412	$ 387	$ 387	$ 1,548	$ 387	$ 412	$ 387	$ 387	$ 1,548	$ 387	$ 412
Income Taxes	134.7	$ 410	$ 410	$ 410	$ 1,364	$ 410	$ 410	$ 410	$ 410	$ 1,639	$ 410	$ 410
Total Expenditures	1,787.4	$ 894	$ 869	$ 869	$ 2,984	$ 869	$ 894	$ 869	$ 869	$ 3,259	$ 869	$ 894
Ending Cash	1,081.3	$ 1,294	$ 1,601	$ 1,909	$ 2,842	$ 3,150	$ 3,432	$ 3,740	$ 4,047	$ 5,494	$ 5,803	$ 6,085

ORIGINAL

Commonwealth BioPharm, Inc.
PRO-FORMA PRODUCTION SCHEDULE

			Year 1				Year 2				Year 3			
			Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
PRODUCTION PLAN														
Trays			200	200	200	200	200	200	200	200	200	200	200	200
Plants per tray			10	10	10	10	10	10	10	10	10	10	10	10
Oz per Plant per 8wk grow			1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25	1.25
Total Oz/Quarter			2,500	2,500	5,000	2,500	5,000	2,500	5,000	2,500	5,000	2,500	5,000	2,500
SALES														
Number of Ounces Sold			1,250	3,750.00	3,750.00	3,750	3,750	3,750	3,750	3,750	3,750	3,750	3,750	3,750
Price per Oz			$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00	$ 295.00
Quarterly Sales			**$ 368,750.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**	**$ 1,106,250.00**
COST OF GOODS SOLD														
Nutrients @ ($/Oz)	$ 6.25		$ 7,812.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50	$ 23,437.50
Utilities @ ($/Oz)	$ 13.00		$ 16,250.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00	$ 48,750.00
INVENTORY (Oz)														
Beginning Inventory			0	1250	0	1250	0	1250	0	1250	0	1250	0	1250
Production			2500	2500	5000	2500	5000	2500	5000	2500	5000	2500	5000	2500
Sales			1250	3750	3750	3750	3750	3750	3750	3750	3750	3750	3750	3750
Ending Inventory			1250	0	1250	0	1250	0	1250	0	1250	0	1250	0

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: Commonwealth BioPharm, Inc. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
19 National Drive, Franklin, MA 02038	Norfolk	Lease Agreement

ORIGINAL

ORIGINAL

Commercial Lease

This Commercial Lease (this "Lease") is made effective as of November 1, 2013, by and between TMC Holdings & Development, LLC ("Landlord") and Commonwealth BioPharm, Inc. ("Tenant"). Landlord desires to lease the property to Tenant and Tenant desires to lease the property from Landlord. Therefore, the parties agree as follows:

PREMISES. Landlord, in consideration of the lease payments provided in this Agreement, leases to Tenant Approximately 20,000 square feet of warehouse space located at 19 National Drive, Franklin, Massachusetts 02038 (the "Premises"). **This lease is expressly contingent upon Commonwealth BioPharm, Inc. being awarded a Massachusetts RMD license.**

TERM AND POSSESSION. The term of this Lease will begin on the date at which Commonwealth BioPharm, Inc. is awarded a provisional license from the DPH and it will terminate on three years from that date. Tenant shall be entitled to possession on the first day of the term of this Lease, and shall yield possession on the last day of the term of this Lease, unless otherwise agreed by both parties in writing.

LEASE PAYMENTS. Tenant shall pay to Landlord lease payments of $16,666.66 per month, payable in advance on the first day of each month, for a total lease payment of $200,000.00 per year. Lease payments shall be made to Landlord at 19 National Drive, Franklin, MA 02038, which may be changed from time to time by Landlord.

Tenant shall pay for all utilities used or consumed at the Demised Premises during the term of this Agreement. The utilities shall be paid directly to the utility company if separately metered; otherwise, the utilities shall be prorated by Landlord in a fair and equitable manner. The bills shall be due and payable within ten days of receipt.

DEFAULTS. Tenant shall be in default of this Lease if Tenant fails to fulfill any lease obligation or term by which Tenant is bound. Subject to any governing provisions of law to the contrary, if Tenant fails to cure any financial obligation within 5 days (or any other obligation within 10 days) after written notice of such default is provided by Landlord to Tenant, Landlord may take possession of the Premises without further notice (to the extent permitted by law), and without prejudicing Landlord's rights to damages. In the alternative, Landlord may elect to cure any default and the cost of such action shall be added to Tenant's financial obligations under this Lease. Tenant shall pay all costs, damages, and expenses (including reasonable attorney fees and expenses) suffered by Landlord by reason of Tenant's defaults. All sums of money or charges required to be paid by Tenant under this Lease shall be additional rent, whether or not such sums or charges are designated as "additional rent". The rights provided by this paragraph are cumulative in nature and are in addition to any other rights afforded by law.

ORIGINAL

LATE PAYMENTS. For any payment that is not paid within 5 days after its due date, Tenant shall pay a late fee of $25.00.

CUMULATIVE RIGHTS. The rights of the parties under this Lease are cumulative, and shall not be construed as exclusive unless otherwise required by law.

NON-SUFFICIENT FUNDS. Tenant shall be charged $25.00 for each check that is returned to Landlord for lack of sufficient funds.

PROPERTY INSURANCE. Landlord and Tenant shall each maintain appropriate insurance for their respective interests in the Premises and property located on the Premises. Landlord shall be named as an additional insured in such policies. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies. Tenant shall also maintain any other insurance which Landlord may reasonably require for the protection of Landlord's interest in the Premises. Tenant is responsible for maintaining casualty insurance on its own property.

LIABILITY INSURANCE. Tenant shall maintain liability insurance on the Premises in a total aggregate sum of at least $500,000.00. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies.

WAIVER OF RIGHTS. Each of Landlord and Tenant agrees to, and does hereby, waive all rights of recovery and causes of action against the other, their respective agents and employees, and all persons claiming through or under the other, relating to loss of business, business interruption or loss of rentals resulting from any damage or destruction to the Demised Premises or any of Tenant's property contained therein, notwithstanding that any such damage or destruction may be due to the negligence of Landlord or Tenant, their respective agents or employees.

NOTICE. Notices under this Lease shall not be deemed valid unless given or served in writing and forwarded by mail, postage prepaid, addressed as follows to every interested party:

TENANT:
Commonwealth BioPharm, Inc.
19 National Drive
Franklin, MA 02038

LANDLORD:

ORIGINAL

TMC Holdings & Development, LLC
19 National Drive
Franklin, MA 02038

Such addresses may be changed from time to time by any party by providing notice to the other interested parties as described above.

GOVERNING LAW. This Lease shall be construed in accordance with the laws of the State of Massachusetts.

LANDLORD

TMC Holdings & Development, LLC

TENANT

Commonwealth BioPharm, Inc.

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: Commonwealth BioPharm, Inc. Application # (if more than one): _____

Physical Address	County	Type of Evidence Attached
19 National Drive, Franklin, MA 02038	Norfolk	Lease Agreement

ORIGINAL

ORIGINAL

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ORIGINAL

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LANDLORD

TMC Holdings & Development, LLC

TENANT

Commonwealth BioPharm, Inc.

EVIDENCE OF INTEREST IN PROCESSING SITE
(Exhibit 5.3)

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Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one): _____

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ORIGINAL

ORIGINAL

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ORIGINAL

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CUMULATIVE RIGHTS. The rights of the parties under this Lease are cumulative, and shall not be construed as exclusive unless otherwise required by law.

NON-SUFFICIENT FUNDS. Tenant shall be charged $25.00 for each check that is returned to Landlord for lack of sufficient funds.

PROPERTY INSURANCE. Landlord and Tenant shall each maintain appropriate insurance for their respective interests in the Premises and property located on the Premises. Landlord shall be named as an additional insured in such policies. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies. Tenant shall also maintain any other insurance which Landlord may reasonably require for the protection of Landlord's interest in the Premises. Tenant is responsible for maintaining casualty insurance on its own property.

LIABILITY INSURANCE. Tenant shall maintain liability insurance on the Premises in a total aggregate sum of at least $500,000.00. Tenant shall deliver appropriate evidence to Landlord as proof that adequate insurance is in force issued by companies reasonably satisfactory to Landlord. Landlord shall receive advance written notice from the insurer prior to any termination of such insurance policies.

WAIVER OF RIGHTS. Each of Landlord and Tenant agrees to, and does hereby, waive all rights of recovery and causes of action against the other, their respective agents and employees, and all persons claiming through or under the other, relating to loss of business, business interruption or loss of rentals resulting from any damage or destruction to the Demised Premises or any of Tenant's property contained therein, notwithstanding that any such damage or destruction may be due to the negligence of Landlord or Tenant, their respective agents or employees.

NOTICE. Notices under this Lease shall not be deemed valid unless given or served in writing and forwarded by mail, postage prepaid, addressed as follows to every interested party:

TENANT:
Commonwealth BioPharm, Inc.
19 National Drive
Franklin, MA 02038

LANDLORD:

ORIGINAL

TMC Holdings & Development, LLC
19 National Drive
Franklin, MA 02038

Such addresses may be changed from time to time by any party by providing notice to the other interested parties as described above.

GOVERNING LAW. This Lease shall be construed in accordance with the laws of the State of Massachusetts.

LANDLORD

TMC Holdings & Development, LLC

TENANT

Jonathan O Sel

Commonwealth BioPharm, Inc.

EVIDENCE OF LOCAL SUPPORT
(Exhibit5.4)

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

Corporation Name: Commonwealth BioPharm, Inc. Application # (if more than one): _____

Site	City/Town	County	Type of Support Attached
1	Franklin, MA	Norfolk	Letter from Town Administrator Jeffrey Nutting
2			

ORIGINAL

Town of Franklin

ORIGINAL

Town Administrator
Tel: (508) 520-4949

Fax: (508) 520-4903

355 East Central Street
Franklin, Massachusetts 02038-1352

November 18, 2013

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

Re: Commonwealth BioPharm locating a RMD (Registered Marijuana Dispensary) in the Town of Franklin

Dear Mr. Roberts:

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

Please be advised that the Town of Franklin does not oppose the siting of Commonwealth BioPharm's RMD in the Town of Franklin in accordance with the laws and regulations of the Commonwealth and the Zoning Bylaws of the Town of Franklin.

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

Sincerely,

Jeffrey D. Nutting
Town Administrator

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: Commonwealth BioPharm, Inc. Application # (if more than one): _____

	Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1	**Dispensing**	19 National Drive, Franklin, MA 02038	Lease Agreement	Letter from Town Administrator Jeffrey Nutting
2	**Cultivation**	19 National Drive, Franklin, MA 02038	Lease Agreement	Letter from Town Administrator Jeffrey Nutting
3	**Processing**	19 National Drive, Franklin, MA 02038	Lease Agreement	Letter from Town Administrator Jeffrey Nutting

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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: Commonwealth BioPharm, Inc.

Application # (if more than one):_____

Attach organizational chart.

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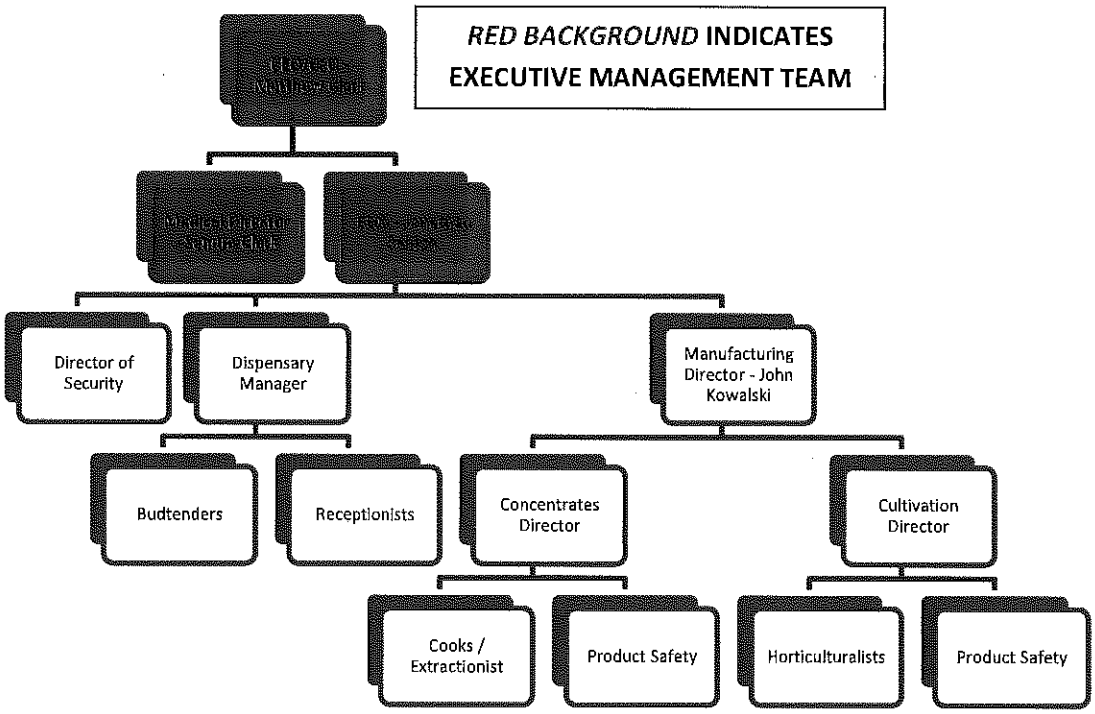
The following organizational chart is a diagram that shows the structure of our organization and the relationships and relative ranks of its parts and positions. The chart demonstrates a few of the roles required to ensure dispensary and cultivating efficiency, productivity, and quality. The Workforce Role Requirements table below includes: the classification, the role responsibility, skills required, number of staff required to fulfill the role, unit of labor (FTE/PT/SAN) status, and the rate unit for all classifications. The following job classifications, responsibilities, and unit rates are subject for amendments depending upon current markets and organization needs and industry/company changes.



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

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

Corporation Name: Commonwealth BioPharm, Inc.

Application # (if more than one): _____

Attach evidence of enrollment.

iCORI
Commonwealth of Massachusetts
Department of Criminal Justice Information Services

Logged in as: Seldenjo | Home | Help | Logout

ORIGINAL

Home | Add Request | View CORI Results | Manage Account | iCORI Cart (0)

Commonwealth BioPharm, Inc. 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: **11/13/2013**
Date Last Renewed:

Organization Details

[Edit] [Change Org Name] [View Org Name History]

Account Type(s): **Employer**
Organization Name: **Commonwealth BioPharm, Inc.**
Organization ID: [redacted]
Address: **19 National Drive, Franklin, MA 02038**
Phone No.: **617-645-0432**
Website: **www.cwbiopharm.org**
Federal ID No.: [redacted]
Secretary of State ID No.: [redacted]

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RMD STAFF
(Exhibit 6.4)

Corporation Name: Commonwealth BioPharm, Inc.

Application # (if more than one):_____

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

	Name	Role/Title
1	John Kowalski	Cultivation/Processing Expert
2	N/A	
3	N/A	
4	N/A	
5	N/A	
6	N/A	

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: Commonwealth BioPharm, Inc. Application # (if more than one):_____

Key Benchmarks [i]	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
Receive Provisional Certificate of Registration	1/31/2014	DPH	Moderate	July 31, 2014
Design Team Commences	2/7/2014	Commonwealth BioPharm, Inc. (CWBP)	Moderate	
Planning & Building Department Review Period	3/19/2014	Town of Franklin	Moderate	
Building Approvals & Permits Received	3/20/2014	Town of Franklin/CWBP	High	
Schedule Trade Contractors	3/27/2014	General Contractor/CWBP	Low	
Construction Commences	4/3/2014	General Contractor/CWBP	High	
Construction Layout & Project Coordination Scheduling	4/8/2014	General Contractor/Trades	Moderate	
Security System Install	5/7/2014	General Contractor/Trades	High	
Build-Out – Propagation & Vegetation Room	5/7/2014	General Contractor/Trades	Moderate	
Horticultural Milestone – Begin Propagating and Vegetating First Batch of Plants	5/8/2014	Commonwealth BioPharm, Inc.	Moderate	
Build-Out – Flowering Rooms	6/9/2014	General Contractor/Trades	Moderate	
Horticultural Milestone – Begin Flowering First Batch of Plants	6/10/2014	Commonwealth BioPharm, Inc.	Moderate	
Build-Out – Non-Growing Room Process Areas	7/16/2014	General Contractor/Trades	Low	
Build-Out – Office Areas & Final Punchlist Items	7/23/2014	General Contractor/Trades	Low	
Horticultural Milestone – Begin Harvesting First Batch of Plants	7/28/2014	Commonwealth BioPharm, Inc.	Moderate	
Horticultural Milestone – First Product Available for Sale	7/31/2014	Commonwealth BioPharm, Inc.	Moderate	

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[i] Insert more rows if needed

ORIGINAL

ORIGINAL

PROPOSED SLIDING PRICE SCALE
(Exhibit 7.12)

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

Corporation Name: Commonwealth BioPharm, Inc.

Application # (if more than one):_____

Attach sliding price scale.

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Proposed Sliding Price Scale

Patient Type	Discount
Terminal Patients (1 year or less)	100%
Patients Within 100% of FPG	30%
Patients Within 150% of FPG	20%
Patients Within 200% of FPG	10%
Patients With Cancer/AIDS	10%
State/Federal/Military Disability Patients	10%