

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): [Mass Medi-Spa Inc.]

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

Address:

[84 Polpis Road]

[]

City: [Nantucket] **State:** [MA] **Zip:** [02554]

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

First Name: [Jeffrey] **Last Name:** [Roos]

FEIN: [800957397]

Contact Person

First Name: [Jeffrey] **Last Name:** [Roos]

Title: [Chief Executive Officer]

Telephone: (551) 689-5179 **FAX:** () - **E-Mail:** [jeff@massmedispa.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);
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

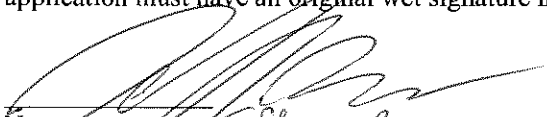
Failure to provide original "wet" signatures in blue ink will result in disqualification of the application.

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: Jeffrey Roos
 Title: CEO

11/20/13
 Date

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


 Name: Jeffrey Roos
 Title: CEO

11/20/13
 Date

APPLICATION RESPONSE FORM

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

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

Example: text input limit 625 characters, 100 words, 1 paragraph

limit 1,250 characters, approximately 200 words, 2 paragraphs

limit 2,500 characters, approximately 400 words, 4 paragraphs

limit 6,000 characters, approximately 1,000 words, one page

Enter text here: example text limit 1,250 characters

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

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

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

Definitions

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

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

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

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

Questions

1. Applicant's Corporate Background

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

[Mass Medi-Spa Inc. 8/7/2013]

1.2 Describe the organization's mission and vision.

[Our mission and vision changed slightly since Phase 1.]

MISSION

Mass Medi Spa ("MMS") is a Massachusetts non-profit corporation dedicated to providing legal access to accurately dosed pharmaceutical grade medical marijuana. Comprised of a team of experienced dispensary operators in other medical marijuana states, MMS is well equipped to service a vast patient population with the highest quality medication and professionalism. MMS is also focused on providing top quality medical marijuana and MIPs and believes firmly in giving back to the community.

VISION

Our extraction technology enables us to infuse a variety of products with the exact percentage of THC or CBD without the use of harmful organic solvents. Conventional extraction methods use Butane or Ethanol and are not only inefficient, but leave residual chemicals in the extracted material which can be dangerous and cause health risks to the patients. Our process uses CO2 and is the safest and most efficient method of extracting the medicinal properties from cannabis. This technology allows us to safely and accurately tailor our line of MIPs to an individual patients needs. Our vision is that the technology we implement at Mass Medi-Spa will become the industry standard.]

- 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.

[
Mass Medi-Spa added one additional Board Member, Elliot De Santo as Chief Financial Officer for the non-profit. The original Articles of Organization for Mass Medi-Spa Inc. showed the state EIN in lieu of the FEIN. The FEIN 800957397 has been updated on the record at the Corporations Division at the Secretary of the Commonwealth. Confirmation from the Commonwealth and the IRS can be provided upon request.

The articles of organization were amended in the following ways:

1. Article II added the below:

"TO CONDUCT SUCH OTHER ACTIVITIES AND PROGRAMS IN FURTHERANCE OF THE FOREGOING PURPOSES AS MAY BE CARRIED OUT BY A CORPORATION ORGANIZED UNDER MASSACHUSETTS GENERAL LAWS, CHAPTER 180 AND DESCRIBED IN SECTION (501)(C)(3) OF THE INTERNAL REVENUE CODE."

Reason for the Amendment: Mass Medi-Spa's legal counsel advised that we amend Article IV so that in the event that the non-profit wishes to conduct activities and programs to fulfill its mission, we have the ability to do so.

2. Article III was removed.

Reason for the Amendment: Mass Medi-Spa did not see a need for Article III as we do not have one or more classes of members.

3. Article IV was revised to:

"THE CORPORATION SHALL HAVE THE POWER TO BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH THE CORPORATION WOULD HAVE THE POWER TO CONDUCT AND AS THE CORPORATION IS NOT A PUBLIC CHARITY MAY MAKE CONTRACTS OF GUARANTEE AND SURETY SHIP, WHETHER OR NOT IN FURTHERANCE OF THE CORPORATIONS PURPOSES AS PROVIDED IN M.G.L. CHAPTER 156B, S.9B (ADDED BY M.G.L CHAPTER 152 OF THE ACTS OF 1986)."

Reason for the Amendment: Mass Medi-Spa's legal counsel advised that we amend Article IV so that in the event that the non-profit wishes to consider partnering with another entities to fulfill its mission, we have the ability to do so.]

Amended articles of organization attached as exhibit 1.7

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

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

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

List of references attached as exhibit 1.9

2. Applicant's Evidence of Business Management Experience

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

List of Executive Management Team attached as exhibit 2.1

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

[Mass Medi-Spa has ensembled a strong, diverse Executive Management Team that includes Massachusetts residents, Women, Veterans, and Minorities.

JOSEPH STEVENS

Joseph Stevens is the founder of the non-profit Greenleaf Compassion Center, New Jersey's first operational medical marijuana alternative treatment center ("ATC") in the state. New Jersey was the first state to enact strict regulations including strong governmental oversight. Greenleaf Compassion Center was able to pass the rigorous and extremely restrictive Department of Health ("DPH") requirements, and while the other centers struggled to open their doors, Greenleaf serviced the entire state of New Jersey.

In his role as CEO and President at Greenleaf Compassion Center, Joseph took a hands on approach to building the organization and personally planned, implemented, and participated on a daily basis in all aspects of the cultivation facility. He has several years' experience cultivating pharmaceutical grade marijuana from seed to sale. The product is required to be state laboratory tested for heavy metals, microbiological contaminants, mycotoxins, and pesticides. All of Greenleaf's harvests have passed these tests without issue.

Joseph worked directly with the DPH and the New Jersey State laboratory to establish testing procedures that would guarantee safe and organic patient medication. Joseph is also working with Applied Separations, one of the world's leading manufacturers of carbon dioxide extraction machinery. Together, they are working on a process to extract cannabinoids from marijuana plants to create pharmaceutical grade products such as gel caps, lozenges, and inhalers. The technology that Mass Medi-Spa will use to make their pharma-grade products is the same technology used to create Sativex™ which is currently being used in Europe and currently awaiting FDA approval in the United States.

This technology is new to the medical marijuana industry in that the extraction process is chemical and solvent free, leaving no harmful residues. Of significant importance is the ability to create product with standardized dosage. This will be the first opportunity for patients to have access to products in forms other than dried product, that must be smoked, in which they can be confident that they are ingesting a consistent dosage each and every time. Once Mass Medi-Spa is awarded their license, this technology will be implemented at Mass Medi-Spa to ensure a quick implementation of safe products to the patients of Massachusetts.

D.W. COFFIN

D.W. Coffin is CEO of the Nantucket Butter Company, and a current resident of Nantucket. His experience running a product driven company into a new market of organic gourmet butter will ensure the success of Mass Medi-Spa as it enters a new and growing industry.

KAREN FOREMAN

Karen Foreman managed Refinery Media in New York City for 5 years, overseeing the entire staff, maintaining all budgets and workflow, learning new technology, and ensuring strict adherence to deadlines for worldwide advertising campaigns. Refinery Media produced 100s of commercials each year and had yearly revenues of

\$3M. While at Refinery Media, Karen worked closely with Mass Medi-Spa's CEO, Jeffrey Roos, on several advertising campaigns in a day-to-day manner for several years.

Karen left Refinery Media to manage Colorado Alternative Medicine ("CAM"), one of the most respected and profitable dispensaries in CO. She was in charge of all of the financials and tax reporting, management of the retail store, and cultivation staff. She kept all aspects of the organization in strict compliance from seed to sale, maintaining inventory, and plant tracking in MJ Freeway (our inventory tracking software).

Karen successfully increased yearly revenues by over \$1M/year via implementing unique tracking methods on the 3000 plant grow, and increasing patient loyalty via offered services, patient education, and extended staff training to better serve patient needs.

CAM was one of the first dispensaries in the state to receive its state license, due to maintaining a lab-type environment at the cultivation facility and passing every inspection at the store and cultivation facility with flying colors. Karen made CAM a model of the state, and welcomed frequent walk-throughs from regulators and political figures to showcase industry best practices.

JEFFREY ROOS

Jeffrey Roos started an award winning production company in 2010 called TBD New York. As an Executive Producer at TBD New York, Jeff managed budgets exceeding \$100k on projects for clients including MTV Networks, GE Appliances, Ford, and Chevrolet. As a seasoned broadcast TV producer at NYC top advertising agencies, Jeff managed commercial production shoots with budgets in excess of \$1M for clients including but not limited to Olive Garden, Comcast Cable, Wyeth Pharmaceuticals, Bristol Myers Squibb, and Pfizer.

Jeff's entrepreneurial background and degree in International Business & Management provides a strong foundation for the non-profit.

The experience of the Mass Medi-Spa team ensures the operation of a financially sound and successful company.

ELIZABETH ROOS: N/A
ELLIOT DE SANTO: N/A
MIKE LINDLEY: N/A

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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.

[

Joseph Stevens and Karen Foremau have extensive experience providing health care services and services providing marijuana for medical use.

JOSEPH STEVENS

Joseph has experience establishing and operating both a state licensed medical marijuana cultivation facility as well as a dispensary. Joseph navigated through NJ's highly restrictive Compassionate Use of Medicinal

Marijuana Act and Regulations, opening Greenleaf Compassion Center, which was the first and only operational facility in the state for a number of years until one other center was able to open in November 2013. He worked hand in hand with the NJ Department of Health and Senior Services to meet the stringent state compliance requirements including, but not limited to security, inventory management, risk assessment, personnel management, cultivation procedures, and safe patient access.

He assisted the DPH in establishing laboratory testing including the development of protocol for isolating and identifying quantities of THC, THC-A and CBD. His success with compliance has set the standard for the remaining licensees to meet in order to be approved for becoming operational.

Joseph has provided health care services for nearly two decades, and has an A.A.S., Radiography & A.A.S., Funeral Services.

KAREN FOREMAN

Karen Foreman regularly serviced over 100 patients/day while at CAM where she and provided over 90 strains of medical marijuana, a wide range of edibles, topical products, and concentrates. Each strain and product was uniquely directed at a vast range of patient conditions.

Under the guidance of physicians, Karen has provided educational materials, and services to patients. Karen recently completed a continuing education certificate program on The Endocannabinoid System and cannabis.

Karen has been a nutritional consultant and health coach for 15 years, providing dietary coaching for low-income families in Brooklyn and Denver, and wellness coaching ranging from exercise, yoga and meditation, nutrition, acupuncture, and holistic medicine.

JEFFREY ROOS: N/A

ELIZABETH ROOS: N/A

D.W. COFFIN: N/A

ELLIOT DE SANTO: N/A]

- 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.

[
JEFFREY ROOS

In 2010 Jeff started TBD New York, a creative production company specializing in advertising and content for brands such as Ford, Chevy, GE and MTV Networks. As Executive Producer at TBD New York Jeff was responsible for the management and oversight of budgets exceeding \$100k.

JOSEPH STEVENS

Joseph is notably recognized for becoming the first and only to open and operate a NJ Alternative Treatment Center for medicinal marijuana, with a startup operating budget of approximately \$750,000. Greenleaf runs a 5,000 square foot cultivation facility as well as a patient dispensary. Greenleaf Compassion Center was one of six organizations selected by the NJ Department of Health and Senior Services to receive permitting and was the first organization to achieve township approvals, meeting the highly restrictive program regulations, and

successfully open their doors to the patients of NJ. Greenleaf Compassion Center served the entire Northern Region of New Jersey, and was the first and only operational facility in the state for a number of years until one other center was able to open in November 2013.

KAREN FOREMAN

Karen Foreman managed all of the budgets during her 5 years at Refinery Media, which had yearly revenues of \$2.5-3M/year. Budgets on each individual project ranged from \$20k-\$500k, with over 200 budget line items to be managed. Karen has experience paying vendors and freelancers as well as managing clients to ensure invoices were paid in a timely manner. To remain competitive within the industry she continuously upgraded the technology, meeting \$150k monthly overhead.

While at CAM Dispensary, Karen oversaw all financials and kept the organization in strict compliance with Colorado's regulations, with an average monthly revenue of \$225k and monthly overhead of \$125k-\$200k. Company growth and spending included an additional cultivation facility and upgrades to the existing cultivation facility, requiring \$225k in immediate costs in order to comply with regulations and permitting. This was in addition to maintaining current production quality, paying state and local retail taxes each month on time, and meeting all overhead.

D.W. COFFIN

D.W. Coffin is CEO of the Nantucket Butter Company. With a background in finance, D.W. has used his deep understanding of financial risk management and best practices to guide his Nantucket Butter Company into an emerging food market sector. Experienced in corporate risk management with proven strengths in analyzing and adapting to various organizational risks, D.W. has launched the Nantucket Butter company with an annual budget of \$1M + into a new and burgeoning niche market.

ELLIOT DE SANTO

Elliot is responsible for the financial management and oversight of the organization. He has over 7 years of experience working at large publicly traded firms, including American Water, AIG, Barclays, and Google. Throughout his career he has been responsible for the procurement, negotiation, and ongoing management of corporate expenditures for individual projects as well as enterprise-wide commodities ranging in size from \$25k to \$50M. In his free time, he also served in a similar capacity with TBDNY, consulting on the production company's finance allocation and budgeting process.

Bringing these skills with various types and sizes of organizations, Elliot will help successfully guide Mass Medi-Spa from the standpoint of both cost and revenue management as well as long-term capital investment.

Through his time at AIG and Barclays, Elliot also has direct experience in leadership during a financial crisis. While Mass Medi-Spa expects to realize continued success, we feel this experience will help ensure the ongoing success of Mass Medi-Spa as we encounter the enviable business challenges.

Elliot is his final year of his MBA from The Wharton School, University of Pennsylvania, with a double major in Finance and Operations Management. He currently serves as the treasurer of Wharton's Hispanic American MBA Association and has responsibility for over \$400k in budget within the school's non-profit, the Wharton Graduate Association.

ELIZABETH ROOS: N/A
 MIKE LINDLEY: N/A]

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.

[
 Mass Medi-Spa's team members have neither been the subject of a failed audit nor a failed compliance review, which have required formal corrective action measures. However, each team member has significant management experience with budget planning and ongoing financial oversight, including corrective actions to maintain alignment with static target metrics as well as corrective actions to adapt with dynamic changes in scope or financing.

JOSEPH STEVENS

As Founder of Greenleaf Compassion Center, NJ's first medicinal marijuana alternative treatment center, Joseph Stevens has extensive experience with financial corrective measures. Joseph created a startup and ongoing operational budget for Greenleaf which was approved by the NJ Department of Health and Senior Services when Greenleaf was awarded a permit. Greenleaf was urged to begin building out their business immediately and thus did so. They executed leasing agreements for both a dispensary and cultivation facility and began preparing for a quick opening. The new Governor of NJ was elected and pronounced that the implementation of NJ's medicinal marijuana program would be delayed. This created a significant strain on Greenleaf's budget. Joseph had to quickly and creatively manipulate Greenleaf's financial condition to prepare for what turned into a year-long delay before being granted the permission to begin serving patients. Joseph has proven success in managing this financial crisis as Greenleaf was able to survive a significant delay, and still open their doors in December 2012.

JEFFREY ROOS

As a producer of large commercial productions with budgets in excess of \$1M, Jeff has experience managing scope changes that required budgetary corrective actions.

KAREN FOREMAN

Karen managed over \$20M in budgets in New York City, encompassing projects ranging from concerts at Carnegie Hall for the Rainforest Foundation, to national television commercials all of which included major overhauls on budgets and project scope to adhere to client revisions and financial restrictions.

While at CAM, the strict CO regulations that were implemented in 2011 required a drastic overhaul on the cultivation facility, with regards to how many plants were allowed, and how each plant was accounted for starting as a clone through to its sale while tracking the plant's byproduct and waste. An additional \$100k in security was also required, \$150k in firewalls, and \$80k in new exit doors and bathrooms to be installed at the cultivation facility, all of which had to be financed by CAM while still continuing to produce the high standard of medical marijuana and volume of products for patients.

ELIZABETH ROOS

Elizabeth has over 8 years of marketing experience at various financial firms where she has been responsible for managing project specific budgets for clients including Goldman Sachs, PIMCO, and Merrill Lynch. She also has department budget management experience from overseeing the budgets across all marketing platforms at

Schroder Investment Management. She will be responsible for managing the marketing and patient care budget at Mass Medi-Spa.

ELLIOT DE SANTO: N/A

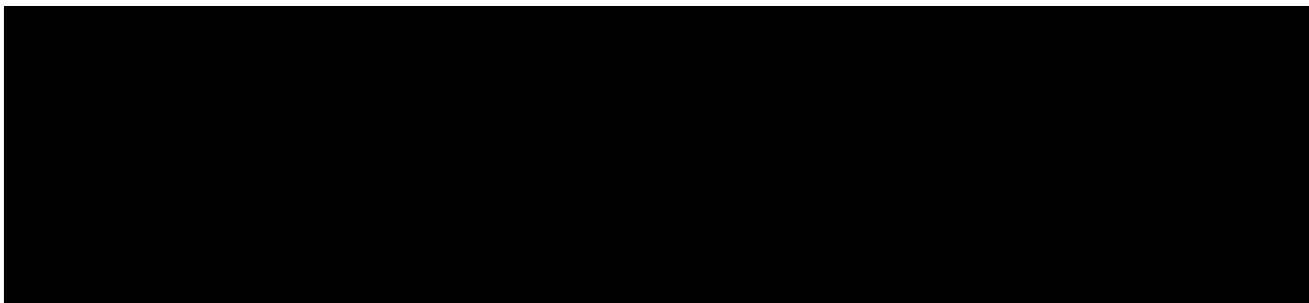
D.W. COFFIN: N/A

MIKE LINDLEY: N/A

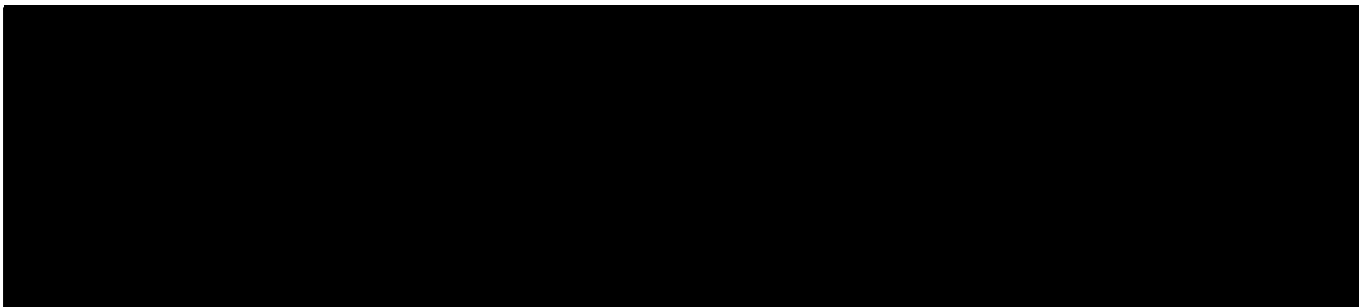
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3. Applicant's Evidence of Suitability

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

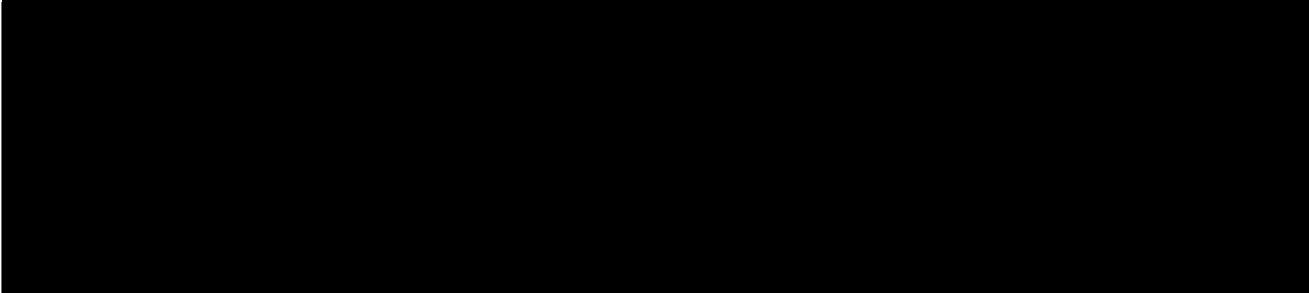


3.2 List and describe any criminal action under the laws of the Commonwealth, or another state, the United States, or a military, territorial, or Indian tribal authority, whether for a felony or misdemeanor, against any member of the **Executive Management Team and Board of Directors, including Board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

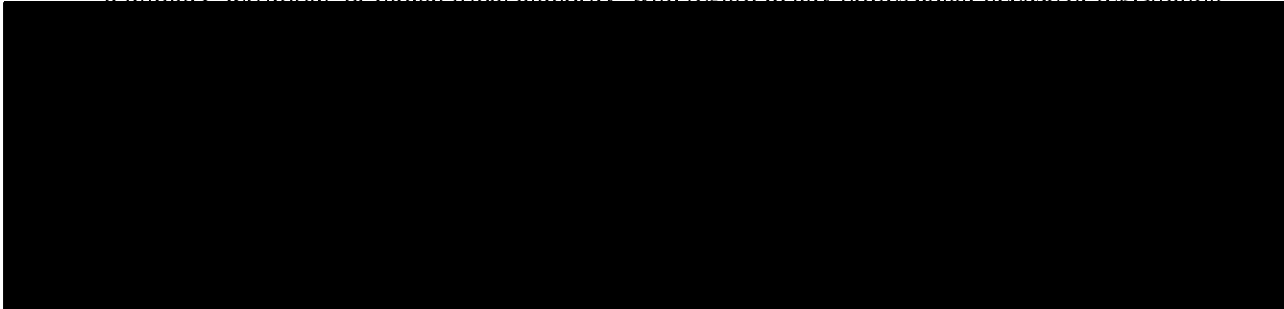


3.3 List and describe any civil or administrative action under the laws of the Commonwealth, another state, the United States, or a military, territorial, or Indian tribal authority against any member of the **Executive Management Team and Board of Directors, including Board Officers**, including but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

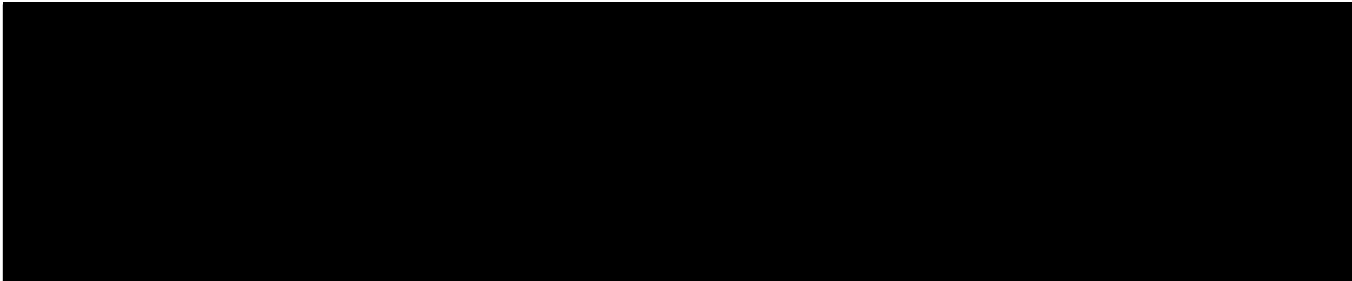
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3.4 Indicate and describe whether any member of the **Executive Management Team or Board of Directors, including Board Officers**, has been the subject of any past discipline, or a pending disciplinary action or unresolved complaint, by the Commonwealth,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



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



4. Applicant's Evidence of Financial Condition

4.1 Provide a one-page statement in the name of the applicant's non-profit corporation, or in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, from an insured financial institution documenting the available liquid cash balance in a single account (\$500,000 for the first application and \$400,000 for each subsequent application, if invited to submit more than one), dated no earlier than 14 days prior to the response deadline (November 7, 2013). If the Corporation has the required funds in an individual account in the name of the Corporation's CEO/Executive Director or President of the Board of Directors, said individual must provide a completed and signed a notarized Letter of Commitment (in exhibit 4.1).

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

4.2 If applicable, provide the names and addresses of all persons or entities contributing 5% or more of the initial capital to operate the proposed RMD, by application, and specify the actual percentage contributed by each person

or entity. Indicate whether the contribution is cash, in-kind, or land or building. When the contributor is an entity include the names and addresses of its CEO/ED and **Board Officers**.

List of persons/entities/creditors contributing more than 5% and what form that capital takes attached as exhibit 4.2

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

[

Mass Medi-Spa's business model requires operating one cultivation facility & RMD in Norwell and another smaller RMD on Nantucket. Mass Medi-Spa's projected capital expenses to build-out both of these proposed facilities are as follows:

PLANNING AND DEVELOPMENT

Initial architectural plans and grow plans have already been completed for 55 Accord Park Drive in Norwell, MA in order for us to accurately budget for our build-out. We have estimated \$150,000 will be needed to complete full architectural & engineering plans for both sites. The RMD & cultivation site in Norwell will cost \$3,850,000. The RMD site at 16 Amelia Drive in Nantucket, MA will cost \$600,000.

BUILD-OUT COSTS

Our 34,000+ sqft of cultivation and processing space will require a budget of \$1.1M to build out all cultivation and processing rooms, as well as a specially designed MIP commercial kitchen and extraction facility. The construction costs also include for a 4,000 sqft retail and office space as an addition to the existing building. A security system (\$77,000 provided by Cannasure), contractor fees (\$100,000), and painting & finishes (\$200,000) are needed as well.

The RMD retail space in Nantucket (16 Amelia Drive) is an existing medical office space. We have allocated \$100,000 build-out budget for Nantucket. Equipment costs include all grow systems and equipment, HVAC, utilities, and additional improvements.

EQUIPMENT COSTS

Our equipment costs include all equipment for our automated grow system (\$500,000) which has been designed by our Master Organic Grower, David Threlfall. Mass Medi-Spa is using the latest in grow technology including LED veg lights and automated systems. We have allocated \$250,000 towards HVAC costs. Our commercial kitchen equipment (\$100,000) and Applied Separations extraction machine (\$200,000) will allow us to create pharmaceutical grade products for both our RMD locations.

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Capital expenses attached as exhibit 4.3

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

[

The proposed operating budget for Mass Medi-Spa in FY1 has been prepared based upon the following:

BUDGET ASSUMPTIONS

- Mass Medi-Spa has a commitment for additional capital above the required \$900,000 contingent upon the receipt of an RMD license.
- The personnel plan is based on experience operating in other states and assumes:
 - o Mass Medi-Spa Norwell has thirty (30) staff.
 - o Mass Medi-Spa Nantucket has a manager and four (4) staff.
 - o Executive Management team (7 people) salaries are capped at \$100,000 for FY1
- The MIP kitchen is staffed by a salaried head MIP Director and one assistant, and is overseen by our management consultant, Timothy McDowell, from Marqaha, a leading edibles company based in Colorado.

PROJECTED REVENUES

The regulations set the limit of a 60 day supply at 10 ounces, or 5 oz per month (140 grams). Our projections use a conservative 2 oz per month (56 grams) and 4 MIPs per patient per month.

Nantucket Population of 18,000 swells to 60,000 in the summer months. Of those additional summer visitors, we expect 50% to be from MA (21,000). However, in order to be conservative we have not accounted for any seasonality in our projections. Nantucket projections start at 1% and reach 2%.

Our projections start with a conservative 1% patient population, gradually building to 2%. We expect only one RMD to operate on the island.

Our first month of sales has us operating at less than 50% production capacity at 200lbs (100,000 grams) monthly. This increases at a rate of 2.5% monthly for FY2 and 5% monthly for FY3. We reach max production capacity in Month 10 of FY3.

LINE ITEM OPERATION EXPENSES

Year one operating budget includes costs for consultants (\$250,000), equipment (\$200,000), supplies (\$318,000), permits & fees (\$200,000), travel and transport (\$120,000).

1

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.

1

STRATEGIC PLANNING ASSUMPTIONS

What sets Mass Medi-Spa apart from other competing applicants is our industry experience running large-scale dispensary & grow operations in other medical marijuana states (Colorado & New Jersey).

We see a clear problem worth solving: Current methods of extracting THC/CBD rely on the use of organic solvents, such as Butane. These methods are dangerous and can leave harmful residual chemicals in the MIPs. Accurate dosing of MIPs has been a major stumbling block for the industry. Our strategy is to use our industry experience, along with a new method of extraction called Supercritical Fluid Extraction to create accurately dosed medication & MIPs.

Our state of the art cultivation & extraction facility features separate clean rooms for drying and processing in laboratory settings. Our commercial kitchen & extraction facility plans have been provided by Marqaha, and will be built-out above and beyond all local health requirements. We plan to launch a full line of pharmaceutical grade products (including tinctures, sublingual sprays, and capsules) for our patients.

Our extraction technology is a game-changing leap forward, and because of this Mass Medi-Spa will be positioned as the industry leaders in Massachusetts.

UTILIZATION PROJECTIONS

Looking at other states, there are sound reasons not to be surprised by medical marijuana usage rates of 2% and more. Usage is subject to substantial local variations within a state, and is dependent on the amount of people who have qualifying medical conditions.

For instance, Colorado and California have well developed networks of dispensaries and report usage rates of 2.5% and 3.0%, respectively. Other states, where medical marijuana is less developed, report lower rates of 1% or less. There are many more dispensaries in operation in California (1,500) and Colorado (700), compared to Massachusetts (35), so the patients per dispensary are much higher.

We expect 200,000-325,000 patients to eventually register in Massachusetts when the market has fully matured. This reflects a patient base of 5% of the population.

Why 5%? Regulations allow a doctor to recommend marijuana to patients for a wide range of conditions, which contributes to a higher % patient population. The regulations set the limit of a 60 day supply at 10 ounces, or 5 oz per month (140 grams). This is significantly more than most states. Our projections use a conservative 2 oz per month (56 grams) and 4 MIPs per patient per month.

GROWTH PROJECTIONS

Nantucket County has a population of approximately 18,000. A fully matured market is projected to be 5% patient population in Plymouth County is 900 patients. Our projections start with a conservative 1% patient population, gradually building to 2%.

We expect one RMD to operate on the island of Nantucket.]

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).

[

Currently our preferred insurance provider is New Agency Partners, LLC (99 Cherry Hill Road, Suite 200 Parsippany, NJ). New Age is the insurance provider for Greenleaf Compassion Center, and has provided the required coverage at a competitive price.

Additional competitive bids are being provided by C&H Medical Marijuana to provide General Liability, Marijuana and Marijuana Infused Products (MIPs), Property & Casualty Insurance from multiple national marijuana insurance programs, including a quote from Cannasure, one of the leading providers of insurance in the marijuana industry.

Once all bids are received, they will be reviewed and the Board will decide on the best option for the non-profit.

]

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.

[

Mass Medi-Spa's dispensary site is:

16 Amelia Drive Nantucket MA 02554

Evidence of interest is demonstrated by a legally binding agreement (offer to purchase).

]

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).

[

Mass Medi-Spa's RMD cultivation site is:

55 Accord Park Drive, Norwell MA 02061

Evidence of interest is demonstrated by a legally binding agreement (offer to purchase).

]

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).

[

Mass Medi-Spa's RMD processing site is:

55 Accord Park Drive, Norwell MA 02061

Evidence of interest is demonstrated by a legally binding agreement (offer to purchase).

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.

[Mass Medi-Spa has met with the Township of Norwell, and has reviewed plans for our proposed cultivation and patient care center operations with the governing body and its representatives. We have received a letter of support from the town of Norwell which is attached.

Mass Medi-Spa has been in contact with the Nantucket Board of selectmen, chief of police, and other community members, and will continue to solicit and incorporate meaningful community input to guide our operations. We seek to be a good responsible neighbor to the community, while providing much needed medical services to patients with debilitating medical conditions.

To further gain support from the community, Mass Medi-Spa has created a Medical and Community Advisory Board, whose members also include community stakeholders from a variety of backgrounds, including medical doctors, healthcare professionals, and local business owners.

Mass Medi-Spa's Medical Advisory Board is chaired by Alan Morell, who also serves on the Board of Leadership of Mass General Hospital (MGH is currently #1 in the world ahead of Cleveland Clinic & Johns Hopkins). Alan Morell is a longtime resident of Nantucket, and is an invaluable asset to Mass Medi-Spa.

Under the direction of Medical Advisory Board members like Dr. Bob Arnot, our research will focus on understanding the nervous system and the effects of THC, CBD, and other cannabinoids on the body. This research will drive patient care services and cannabis products as well as provide value to the community at large.

Mass Medi-Spa will be supporting its patient population by investing into vital community organizations such as Access Nantucket, the NCHF (Nantucket Cottage Hospital Foundation), and the Mass South Shore Cancer Support Community.]

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

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

Summary chart attached as exhibit 5.5

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.

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 Chief Compliance Officer, Joseph Stevens will ensure compliance by drawing on his years of experience running Greenleaf Compassion Center in Montclair, New Jersey. Joe has a proven track record operating compliant medical marijuana operations in one of the strictest medical marijuana states in the nation.

MMS has met on numerous occasions with local town officials including the Board of Selectmen, Town Planner, Police Chief, Fire Chief, and others in order to solicit and incorporate meaningful community input.

MMS has retained local real estate counsel Ohrenberg & Associates in order to adhere to local codes, ordinances, zoning, and bylaws, as well as state requirements for proposed RMD facilities. With the support of the Township of Norwell our proposed location meets all the required criteria.

To augment the experience of the Mass Medi-Spa team, we have chosen industry leading service providers such as Canna Security America ("CSA") and MJ Freeway to ensure compliance from a security and inventory tracking standpoint. Canna Security America led by Dan Williams was created in 2009 to address the growing needs of the evolving medical cannabis industry and is now successfully servicing dispensaries across the country.

MJ Freeway is a fully integrated point of sale, inventory control, cultivation management and patient management system precisely designed to serve state-approved dispensaries and cultivation facilities. MJ Freeway tracks every gram of cannabis from seed to sale. That means that every gram of cannabis sold can be tracked back to the day it was planted. They have hundreds of clients that include collectives, dispensaries, and growers from the smallest caregivers to the largest multi-location operations across 12 states, the District of Columbia, Canada and Europe. Both Joseph Stevens and Karen Foreman have direct experience working with MJ Freeway in Colorado and New Jersey and can attest to their quality of service.

]
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.

[
Mass Medi-Spa's community benefit plan effort will be grounded on the principles of openness, inclusive stakeholder engagement and social responsibility. Mass Medi-Spa is committed to being a good neighbor and to making a positive contribution to the communities across our service area. At the outset of our relationship with the community, an important objective will be to introduce ourselves, the organization and our operating plans and principles. However, the primary purpose from day one and ongoing will be to listen and respond to any issues and concerns of local leaders, law enforcement authorities, community groups, the general public and particularly our neighbors. Our commitment to community engagement begins at the top with the involvement of CEO Jeffery Roos and the Head of Patient Services Elizabeth Roos.

Our approach to community relations is expansive and the Mass Medi-Spa public affairs program will engage all stakeholders including:

- Community groups
- Businesses and commercial associations

- State and local law enforcement
- Government officials at the town, city, county and state levels

In keeping with our mission to set the standard for a medical model of palliative care, Our Community Benefits Committee ("CBC") will oversee the organization's outreach to the medical and healthcare community in our service area. Jeffrey and Elizabeth will engage stakeholders including:

- Doctors, medical and healthcare organizations
- Academic and research organizations
- Local representatives of community, state and national organizations such as:
 - o Access Nantucket
 - o South Shore Medical Center
 - o Norwell VNA (NVNA) and Hospice
 - o Jordan Hospital
 - o Mass South Shore Cancer Support Community
 - o The Massachusetts Hospice
 - o Massachusetts Cancer Pain Initiative
 - o Medical Society of Massachusetts
 - o Massachusetts General Hospital
 - o Nantucket Cottage Hospital

Mass Medi-Spa's management believes that Massachusetts can set the national standard for clinically appropriate, physician-driven and well regulated palliative care. We are committed to contributing to the success of the Massachusetts Humanitarian Medical Use of Marijuana Act. To that end, we will be in regular contact with the Department of Public Health to collaborate on issues of management, clinical practice, research, science, public policy and community interests in our industry. The organization will commit Mass Medi-Spa's resources to support our public outreach program. Mrs. Roos will be provided a budget that will be granted to programs that benefit the local community.

Mass Medi-Spa is committed to establishing a philanthropic component as soon as possible with a focus on supporting the advancement of pain management, palliative research, addressing healthcare needs and contributing to the local and state governments. We are dedicated to providing caring and informed patient education materials with exceptional customer service and aim to be recognized as the leader in our industry by leveraging systematic patient feedback and ongoing dialogue with the medical communities to continuously improve our products and services.

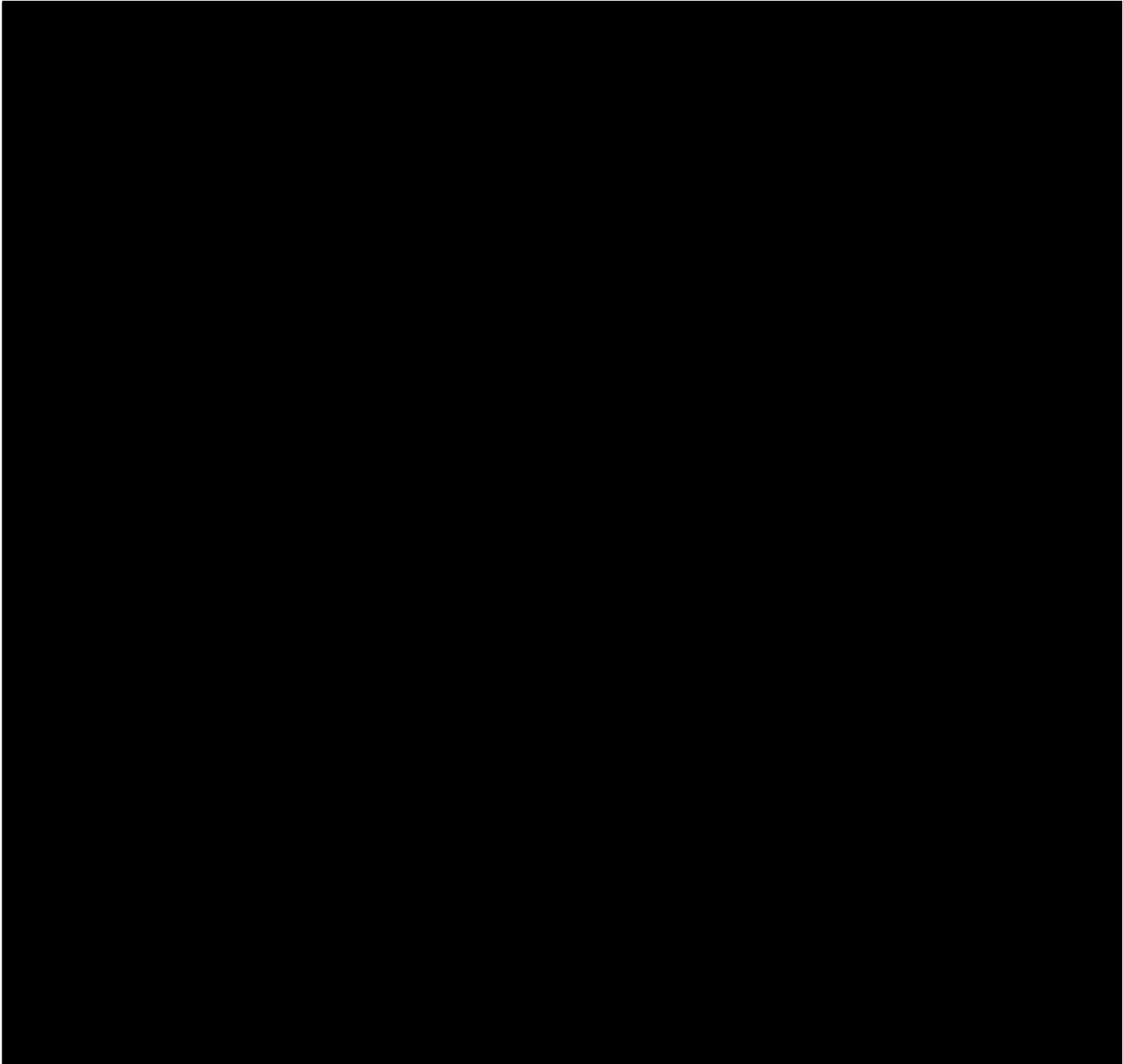
This leads us to Mass Medi-Spa's research mission. At the present time there is clear and convincing evidence that marijuana is a safe and effective product for many patients, but we do not yet have the level of knowledge that would allow physicians to confidently guide patients on the maximum benefits associated with the use of the product. Experts in the field of pain management agree that marijuana is one of the least addictive of currently available therapies and has fewer serious risks and toxicities than other drugs, but further research and education on these issues is needed to rectify long-standing misconceptions about the relative safety of marijuana.

The National Institute of Health has recently announced grant programs for research on the effectiveness of cannabis. Mass Medi-Spa will be applying for one of these grants, conditioned on our success in obtaining a license for a cultivation facility in Massachusetts. Regardless of whether we obtain a grant or not, we will use a portion of the funds from sales to conduct our own research on these matters. We will be eager to work with the

department and other government agencies to document Mass Medi-Spa's patients experiences with medical marijuana so this knowledge can be used to inform future regulatory policies and practices. You can see from reviewing the profiles of our board and our independent advisory board that we are very serious about research.

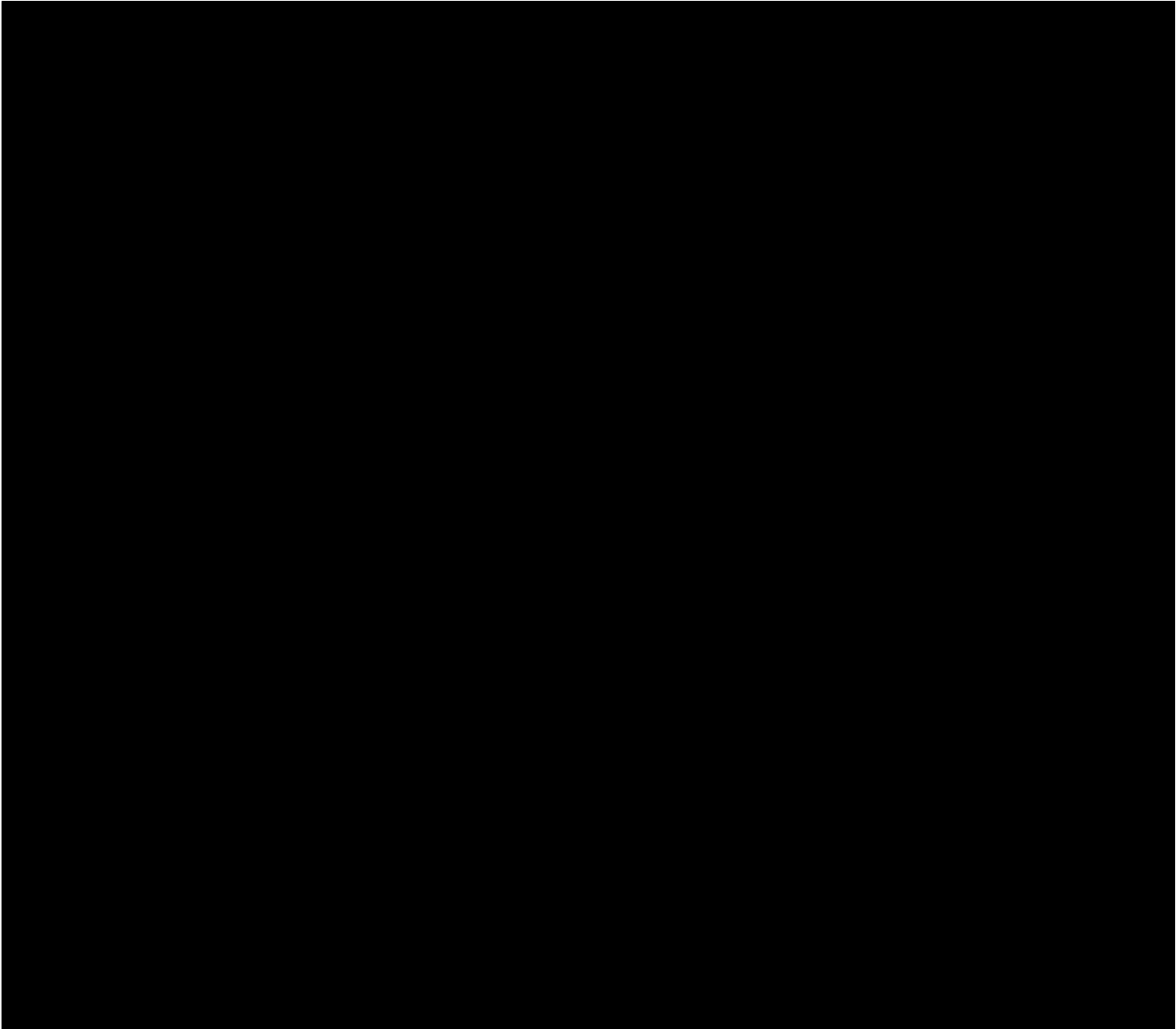
1

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





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



6. Staffing Plan and Development

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

[
CHIEF EXECUTIVE OFFICER (JEFFREY ROOS)
The CEO serves as the chief executive of the organization and in partnership with the Executive Management Team is responsible for the success of the organization. The CEO assures the organization will develop high-performance staff, prioritizing their time and resources toward maximizing their impact.

FTE:1.0

Supervisory Responsibilities: Executive Management Team, All Mass Medi-Spa Staff

CHIEF COMPLIANCE OFFICER (JOSEPH STEVENS)
The CCO ensures all aspects of Mass Medi-Spa's operations are in full compliance with all DPH regulations and state & local laws. Responsibilities include reviewing procedural documentation, risk management, procurement, monitoring and management of business operations.

FTE: .5

Reports To: CEO

Supervisory Responsibilities: Compliance Manager supervises Inventory Specialist.

CHIEF FINANCIAL OFFICER (ELLIOT DE SANTO)

The CFO is responsible for the financial oversight of Mass Medi-Spa, and develops the company's fiscal functions & performance in accordance with generally accepted accounting principles & practices.

FTE:1.0

Reports To: CEO

Supervisory Responsibilities: This job has no supervisory responsibilities.

HEAD OF PATIENT SERVICES (ELIZABETH ROOS)

Head of Patient Services is in charge of developing programs related to patient care. The expertise of Mass Medi-Spa's Medical Advisory Board guides all initiatives in order to increase access for patients.

FTE:1.0

Reports To: CEO

Supervisory Responsibilities: This job has no supervisory responsibilities.

HEAD OF SAFETY & SECURITY (MIKE LINDLEY)

The Head of Safety & Security is responsible for ensuring overall safety of all personnel, staff, and patients, preventing loss and damage, ensuring patient safety and confidence.

FTE:1.0

Reports To: COO

Supervisory Responsibilities: Security Officers

MANAGEMENT CONSULTANTS

Master Organic Grower (David Threlfall)

The Master Organic Grower assists the COO by training cultivation staff & ensuring the grow operations are efficient.

FTE:.5

Reports To: COO

Supervisory Responsibilities: Assistant Cultivator, Cultivation Facility Staff, and Manicurists.

Head of MIP Production (Timothy McDowell)

The Head of MIP Production will train and monitor the Mass Medi-Spa MIP production staff through all standard operating procedures required to produce a full line of MIPs.

FTE:.5

Reports To: COO Norwell

Supervisory Responsibilities: MIP Kitchen & Extraction Manager & Staff

STAFF

ASSISTANT CULTIVATOR

Assists Head Organic Grower by performing the following essential duties and responsibilities: Plants, fertilizes and waters & harvest plants. Maintains inventory system, cleans and maintains work areas, moves plants depending on stage of growth.

Reports To: Master Organic Grower

Supervisory Responsibilities: This job has no supervisory responsibilities.

CULTIVATION FACILITY STAFF (18 staff)

Cultivation staff assist Head Organic Grower & Assistant Cultivator by performing the following essential duties and responsibilities: Oversee all plant inventory, including ingredients and plant location, enter data into inventory system. Other duties may be assigned.

Reports To: Master Organic Grower

Supervisory Responsibilities: This job has no supervisory responsibilities.

DISPENSARY MANAGER

Dispensary Manager oversees the day-to-day operations of the retail dispensary, ensuring all dispensary staff comply with all regulations regarding dispensing medical marijuana and MIPs.

Reports To: COO

Supervisory Responsibilities: Dispensary staff

DISPENSARY STAFF (10 staff)

Dispensary staff provide medical marijuana and MIPs to registered patients, consult with patients on their specific needs and conditions to ensure proper dispensing of marijuana and MIPs, and maintain accurate inventory records, recording all sales.

Reports To: Dispensary Manager

Supervisory Responsibilities: This job has no supervisory responsibilities.

TRANSPORT & DELIVERY DRIVERS (4 staff)

Transport and delivery drivers are in charge of logistics for getting supplies and product from Point A to Point B.

Reports To: COO

Supervisory Responsibilities: This job has no supervisory responsibilities.

MIP KITCHEN & EXTRACTION MANAGER

MIP Kitchen & Extraction Manager is in charge of running all MIP production SOP's, and managing the extraction processes in order to keep the dispensary in adequate supply of all MIPs.

Reports To: COO

Supervisory Responsibilities: MIP Kitchen & Extraction staff

MIP KITCHEN & EXTRACTION STAFF (4 staff)

MIP Kitchen & Extraction staff are responsible for running the extractions and producing the various MIPs according to standard operating procedures.

Reports To: MIP Kitchen & Extraction Manager

Supervisory Responsibilities: This job has no supervisory responsibilities.

SECURITY OFFICER (2 staff)

The Security Officer assists the Head of Safety & Security and is in charge of checking identification (registry ID card and a second form of ID). Security Officer is responsible for the overall safety of all personnel, staff, and patients.

Reports To: Head of Safety & Security

Supervisory Responsibilities: This job has no supervisory responsibilities.

]

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.

[

Mass Medi-Spa is committed to recruiting and hiring top quality employees whose background and experience match each position's requirements per the above job descriptions. Mass Medi-Spa will recruit candidates via a wide variety of resources including, but not limited to, industry associations and the Massachusetts Labor and Workforce Development Department of Career Services. Mass Medi-Spa will not consider applicants with industry experience unless such experience was gained working in legalized organizations. All potential candidates for employment with Mass Medi-Spa will be subject to an extensive background check. This includes: criminal background investigations utilizing the Criminal Offender Record Information (CORI) screening, obtaining reference checks on previous employment, verifying educational history, conducting drug testing, verifying eligibility for lawful employment in the US, and obtaining motor vehicle records when applicable. Any applicant's refusal to submit to a CORI check or drug screening will immediately eliminate their candidacy.]

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.

[

MMS considers employees as one of our most valuable resources, and we are committed to the principles of equal employment opportunity, affirmative action and compliance with all federal, state and local laws concerning employment discrimination. To this end, Mass Medi- Spa ensures equal opportunity to all employees and applicants regardless of race, color, religion, age, sex, sexual orientation, marital status, national origin or ancestry, citizenship, lawful alien status, physical/mental disability, veteran status or service in the U.S. Armed Forces or any other basis protected by federal, state, or local law or ordinance or regulation. The policy of equal opportunity will be observed with respect to all employment practices, including, without limitation, recruiting, hiring (or failure to hire or refusal to hire), transfer, termination, compensation, benefits, facility-sponsored training, education and tuition assistance, and other working conditions, obligations and privileges of employment.

MMS believes equal opportunity is not only consistent with good business practices but, more importantl it is a moral concern and obligation for each of us. MMS will attempt to maintain a cooperative and business-like working environment where each employee is treated with respect and dignity by every other employee. MMS will not tolerate or condone behavior that may be construed as harassment. MMS prohibits all harassment, which includes, but is not limited to, verbal harassment (epithets, derogatory statements, slurs), physical harassment (assault, physical interference with normal work or movement), visual harassment (posters, cartoons, drawings), or sexual harassment (unwanted sexual statements or advances).

MMS's compensation philosophy is to pay above market wages. The reason for this is twofold: 1) to retain top quality employees and 2) to maintain morale and productivity. MMS will regularly survey market wages and make adjustments as necessary. Each position at Mass Medi- Spa will have a salary range. Based upon qualifications and experience, newly hired employees will be placed in the appropriate area of the pre-established range. MMS will establish a variety of employee benefit programs designed to assist employees and their eligible dependents in meeting the financial burdens that can result from illness and disability, and to help plan for retirement. In addition to statutory worker's compensation coverage, MMS will establish and contribute toward employee Health Spending Accounts (HSA's) to assist employees with securing comprehensive medical insurance. As our organization expands, we intend to offer a comprehensive benefits package including: medical, dental and vision programs, short-term disability insurance, life insurance, and a retirement savings program.

MMS believes that the skills and knowledge of its employees are critical to the success of the organization. MMS will offer educational assistance to eligible employees who are interested in job advancement. This will be a cost-sharing program ensuring both MMS and the employee are committed to a return on investment in the organization through improved and advanced job performance.

MMS believes that people need time off from work for rest and relaxation in order to be alert and enthusiastic on the job. Thus, it is MMS's policy to provide paid time off for holidays, vacation, sick, and personal leave to eligible employees based on length of service. If called for Jury Duty, MMS will provide a limited paid leave to employees. A military leave of absence will be granted to employees who are absent from work because of service in the U.S. uniformed services in accordance with the Uniformed Services Employment and Reemployment Rights Act (USERRA).

Company-wide performance appraisals for employees will be conducted annually. Nonetheless managers and employees are strongly encouraged to discuss job performance and goals on an informal, day-to-day basis. Additional formal performance evaluations may be conducted to provide both managers and employees the opportunity to discuss job tasks, identify and correct weaknesses, encourage and recognize strengths, and discuss positive, purposeful approaches for meeting goals.

The successful business operation and reputation of MMS is built upon the principles of fair dealing and ethical conduct of our employees. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. The continued success of MMS is dependent upon our patients' trust and we are dedicated to preserving that trust. Employees owe a duty to MMS and its patients to act in a way that will merit the continued trust and confidence of the public. MMS will comply with all applicable laws and regulations and expects its directors, officers, and employees to conduct business in accordance with the letter, spirit, and intent of all relevant laws and to refrain from any illegal, dishonest, or unethical conduct.

In the interest of keeping MMS the kind of place in which all employees will be able to enjoy working and all of our patients enjoy patronizing, certain types of conduct are prohibited. Generally, MMS expects employees

to conduct themselves in a professional and business-like manner. Failure to abide by this standard and to exercise good business judgment, among other things, may result in corrective action up to and including immediate termination of "at-will" employment, depending on the circumstances, at the discretion of the Executive Management Team.]

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.

[
All employees of Mass Medi-Spa will be given the proper tools and training to become successful on the job. Training will be provided upon hire and all Mass Medi-Spa employees will receive refresher training on an annual basis. In the event that an employee is failing to perform adequately in any of the training areas, he or she will receive refresher training immediately. Training will be conducted by Mass Medi-Spa management, outside vendors, and online offerings. Successful completion of training will be documented and maintained in personnel files. At a minimum, each employee will be trained on the following:

CODE OF CONDUCT AND ETHICS

Regulatory compliance including MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes; confidentiality and preservation of business information (including medical records) and information systems; workplace conduct and employment practices including conflict of interest, diversity, harassment, health and safety, and personal use of business resources; marketing practices; environmental compliance; and business courtesies.

HEALTH INSURANCE PORTABILITY AND ACCOUNTABILITY ACT (HIPAA)

HIPAA law; Protected Health Information (PHI); Notice of Privacy Practices; Patient authorization and disclosure; handling incidental disclosures or other potential breaches; information security and sensitive data; and penalties for violations.

MEDICAL MARIJUANA EDUCATION

Regular staff meetings will be used to share developments in the fields of cannabis science, as well as regulatory developments. Mass Medi-Spa's Medical Advisory Board will work to involve the medical community to host presentations to employees.

SECURITY POLICIES

In-depth training on all security protocol as outlined in Mass Medi-Spa's security plan including planned and impromptu drills.

EMERGENCY RESPONSE PLAN

Responding to fire, flood or other catastrophic events; evacuation procedures; responding to medical emergencies; robberies or intrusions by unregistered persons; notification procedures; documentation and incident reports.

]

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.

[

Mass Medi-Spa's start-up timeline is summarized in the following table showing dates of the most significant construction and horticultural benchmarks. Upon the award of an RMD license, Mass Medi-Spa is prepared to immediately begin build-out construction planning with an expected completion date of August 30th, 2014.

Architectural plans are currently being finalized, and we have been in discussions with the town of Norwell regarding permitting, allowing us a sizable head start.

We will begin growing in the secure facility in Norwell after passing the inspections in May, 2014. We expect our first harvest to be on August 15th, 2014, and plan to have product available for sale to registered patients by August 30th, 2014.

The dates shown here are subject to change based on factors such as unexpected construction, permitting and zoning delays.

START UP PERIOD KEY BENCHMARKS

Plans Finalized	2/1/2014	Eric Gould, Helicon Design
Obtain Town Special Permit & Construction Permits	2/6/2014	Joe Stevens
Equipment Purchase	2/2/2014	D.W. Coffin
Construction commences	2/6/2014	Jeffrey Roos
Begin build-out cultivation	2/15/2014	David Threlfall
Begin build-out of office, employee areas	3/6/2014	Elizabeth Roos
Completion of build-out in all areas	4/31/2014	Karen Foreman
DPH Final Inspections	5/31/2014	Jeffrey Roos / D.W Coffin
Mothers	6/1/2014	David Threlfall
Vegetative	6/21/2014	David Threlfall
Flower	7/7/2014	David Threlfall
First harvest	8/15/2014	David Threlfall
Open	8/30/2014	Jeffrey Roos / D.W. Coffiu

Evidence that the RMD will be ready to dispense within the above timeline:

Our proven track record of operating in highly regulated marijuana markets in other states (New Jersey & Colorado) is clear evidence that we will be able to open within the planned time frame. We have been working with local town planners and our local real estate counsel to ensure permitting goes as quickly as possible, and have already completed architectural drawings and design of our cultivation facility.]

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.

[

COMPANY TIMELINE

RMDs open August 30th. Increase yields and efficiencies at cultivation facility. R&D on new cultivation technologies to reduce water and energy usage and increase yields.

STAFFING

Provide ongoing education for all employees. Regular performance reviews and testing on Standard Operating Procedures, protocol, software, inventory management, security, strains and products. Add additional staff as needed.

BUDGET

Remain on target with projections and revenue. Provide community investments and charitable donations.

SEPTEMBER 2014

1. Norwell and Nantucket RMDs open for serving patients.
2. Cultivation center continues to increase volume of plants, utilizing knowledge gained from first round in limited rooms.
3. Begin detailed tracking of patient feedback on products to improve offerings and services.
4. First month in operation, detailed review on revenue, profit, efficiencies and state compliance
5. Create initial MIPs utilizing trim from first harvest: tinctures, mouth sprays, vaporizer cartridges.

OCTOBER 2014

1. Initial employee performance reviews, continued educational seminars for employees.
2. R&D on additional MIPs: capsules, CBD products.
3. In-depth analysis on all lab-testing reports from Sept and October of medical marijuana and MIPs.
4. In-depth review on inventory & compliance management.

NOVEMBER - DECEMBER 2014

1. Launch of additional MIPs based on patient feedback on products and medical conditions needing to be served.
2. Additional staff implemented as needed after strict training and testing on Standard Operating Procedures, protocol, software, inventory management, security, and products.
3. Begin year-end preparation and reports, and 2015 projections.
4. Implement patient feedback into cultivation facility products

JANUARY 2015

1. Begin tax preparation and generate financial reports, finalize 2015 financial projections.
2. Employee performance reviews and staff assessment.
3. 10% increase in overall yield at cultivation center due to plant increase within space.
4. Educational seminars for patients, healthcare providers, and community.

FEBRUARY - MARCH 2015

1. Implementation of patient feedback data into product development
2. Educational training on recent developments in medicinal cannabis research, led by Mass Medi-Spa's Medical Advisory Board.
3. R&D on new technological advances in cultivation, with the goal of achieving greater efficiencies in product volume, as well to environmental impact and carbon footprint.
4. Final tax preparation.
5. Cultivation center yields increased by additional 20% since first harvest August 2014.

APRIL - JUNE 2015

1. Finalize remittance of annual community investment.
2. Continued increased yields and capacity at cultivation facility.
3. Employee performance reviews and staff assessments

JULY - SEPTEMBER 2015

1. Additional 20% capacity achieved at cultivation facility, yields approaching over 2lbs/light.
2. Increased staff at Nantucket RMD.

]

- 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.

[
Mass Medi-Spa's Head Organic Grower, David Threlfall has several years of experience producing high quality medical marijuana in Boulder, Colorado. David has encountered almost every imaginable problem a cultivation facility can experience – pests, mold, sick plants, natural disasters, etc. The knowledge he has gained from these experiences is invaluable to Mass Medi-Spa, as we can use his experience to proactively respond to potential issues before they even happen.

David has experimented with several different methods for producing medicinal marijuana, from aeroponics to hydroponics, to a soil/cocoa mix. Each method has its own pros and cons, and over the years David has refined his system of growing to include all of the best aspects of each method. A combination approach produces the highest quality medicine.

Joseph Stevens has experience establishing and operating both a State licensed medical marijuana cultivation facility as well as a dispensary. Joseph single handedly navigated through NJ's highly restrictive Compassionate Use of Medicinal Marijuana Act and Regulations, opening Greenleaf Compassion Center, the first and only operational facility in the state for a number of years. He worked hand in hand with the NJ Department of Health and Senior Services to meet the stringent state compliance requirements including, but not limited to security, inventory management, risk assessment, personnel management, cultivation procedures, and safe patient access. He assisted the Department of Health in establishing laboratory testing including the

development of protocol for isolating and identifying quantities of THC, THC-A and CBD. The results of his success with compliance set the standard for the remaining licensees to meet in order to be approved for becoming operational.

CULTIATION & MANAGEMENT PLAN:

STRAINS

Our strains will be carefully chosen to allow a wide range of options for our patients. MMS will carefully select stock plants by germinating the seeds and then selecting the best females as the stock plants for clone production. The stock plant of each mother plant will be cloned in order to provide a steady supply of genetically identical females of each plant. MMS will take great care to ensure that its selection of plants encompasses the full spectrum of genetic variation and medical benefits available in marijuana. Propagating each plant from a clone will give patients confidence in the consistency of dose when using a particular plant.

Environment: In order to create the ideal growing environment (one that mimics nature as much as possible) MMS will be growing in rooms that are roughly 65 x 13 x 9, a size that will make it easy to control temperature and humidity levels. The humidity will be lowered and the temperature raised to mimic the hot summer days when the plants starts to bloom. Finally, at the end of the plants' cycle, the temperature will be lowered to mimic cool fall nights.

Pots: Each plant will be grown in 5 gallon pots in a mix of cocoa and perlite, which helps to keep problems from spreading to other plants, and makes it easy to remove sick plants from the room.

Watering: We will be using an automatic watering drip system that will feed the plants three to four times a day. All planter pots will be placed in 4 x 8 plastic trays in order to catch the small amount of runoff that usually occurs during feeding. This will also keep the floor free of standing water, which can lead to pests and molds.

Pest Control: MMS pest control methods are based around completely safe and organic products, such as Exicute, neam oil, mineral oil, citrus oil, cayenne pepper mix, and eucalyptus oil. All of these products are safe enough to be sprayed directly into your mouth.

Clones: All new plants will be cloned from a "mother" plant. This means that each plant will be a direct genetic copy of the original, which greatly reduces the risk of impurities and contamination and guarantees consistent product. We will use aeroponic techniques for clone production. Clones are cut and labeled from the mother plants and placed into an aeroponic cloner. The aeroponic cloner's water and air temperatures will be maintained at optimal levels for fast, healthy cloning. A healthy root system takes two weeks to form. Once healthy roots are present, the clones are ready to be transferred to the vegetative area.

Harvesting: Once 80% of the trichomes on the plants have turned a milky white or light amber color, the plants will be cut down. All leaves are then removed for use in MIP production. The remaining stalks and flowers will be trimmed and hung in a dark room at 70-75 degrees and 40% humidity in order to properly dry out for a period of 10 days. Finally, once the flowers are dry, they will be trimmed and put into storage containers for a minimum of two weeks to finish curing. This process will remove the water slowly enough from the flowers that the sugars and starches of the plant will become harmless, flavorful compounds that are no longer harsh on the lungs of our patients.

Cleaning Up: Every part of the plant will be used. Once all the plants have been removed from a room, the entire room will be disinfected before any new plants are introduced into the area. The entire cultivation facility will be kept as clean as possible using a daily cleaning schedule, which is the first and best defense against pests and other problems.]

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.

[To ensure our medicine is safe and free of contaminants MMS has developed a comprehensive quality control and quality assurance program.

Plants will be tested 8 different times along the production process by an independent lab. The testing results will be clearly labeled on packaging so patients know it is safe for consumption, as well as accurately dosed. These protocols will produce a level of quality control far superior to existing industry standards.

The goal of the quality control team is to identify products, or the processes used to develop products that do not meet specified standards of quality. If a problem is identified, the job of the quality control team may involve stopping production temporarily and/or recalling finished products.

MMS's extraction process allows for the extraction delta-9-tetrahydrocannabinol, or THC, and cannabidiol, or CBD, as well as other minor cannabinoids and other active non-cannabinoid plant components. In order to achieve a fully standardized formulation of these complex extracts, MMS employs a range of advanced analytical technologies to demonstrate batch-to-batch uniformity. As a result of these technologies, MMS is able to standardize the formulation across the extracts as a whole while in turn creating pharmaceutical grade product standardized in composition, formulation, and dose.

Mass Medi-Spa has an effective and environmentally sensitive approach to mold, disease, pests, and heavy metal management that emphasizes prevention, observation, and intervention. We will employ this strategy to manage these problems in a manner that meets Organic Food Production Act standards, while eliminating the use of pesticides to reduce potential hazards to humans, wildlife, and ecosystem health.

CLONING

By creating clones from a mother plant, we will be growing plants that are genetically identical to each other, creating reliable consistency from harvest to harvest.

PLANT INSPECTION

Plants will be inspected on a daily basis for any environmental stress, disease and for overall health, and the results will be recorded in the daily cultivation report. At the beginning of each shift, cultivation employees will review the notes of the previous shift. Upon completion of their shift, employees will record activities, procedures and findings. Any plants found to be infected or stressed will be removed to an isolation area where the lead cultivator will determine a course of action to remedy the situation.

PEST CONTROL

MMS will use only organic pest control sprays, such as Exicute, neem oil, mineral oil, citrus oil, cayenne pepper mix, and eucalyptus oil, which are all safe enough to be sprayed directly into someones mouth. The same product will never be used twice so that the pests cannot adapt to the products used. MMS's cultivation area will also provide a favorable environment for releasing beneficial predatory arthropods. Releasing predatory arthropods regularly in our cultivation area will naturally help to prevent pest problems and eliminate the need to spray insecticides and miticides. MMS will also implement comprehensive policies and procedures for sanitation, scouting for pests and pest monitoring traps to ensure that there is no need to spray insecticides or miticides.

DISEASE PREVENTION

Our plants will be carefully protected from plant diseases caused by plant pathogens, including but not limited to, *Pythium* spp. and *Botrytis* spp. This will be accomplished through three main strategies: proper sanitation of the growing environment, selection of disease resistant cultivars, and the manipulation of environmental conditions in a way that is unfavorable for disease development. Automated controls will assist in manipulating the conditions of the growing environment. Post harvest processing will utilize atmospheric controls and proper drying techniques, to ensure that the medicine remains unspoiled by fungi.

]

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.

[

Mass Medi-Spa has developed disposal and return policies based on our principles and our understanding of the DPH regulations which will be provided upon request.

If a patient or caregiver returns a product claiming it is defective, our staff will accept the return at no charge and complete a report on the complaint that will include the name of the patient that has returned the product and shall be destroyed of in accordance with 105 CMR 725.105 (J).

Any product returned for quality reasons will be sent to the laboratory for inspection and analysis. If the product has evidence of pests, contaminants, or other problems, we will use our inventory tracking system to identify all products produced from the same plant, whether in our cultivation facility or dispensary, or sold to patients. Any returned product will be weighed and compared to recorded weight of the product when returned. Management and security will investigate discrepancies and any reportable events will be communicated to the department within twenty-four hours.

Our supply chain tracking system, MJ Freeway, follows every plant from seedling to sale, so we can verify the destination of every product Mass Medi-Spa manufactures and sells.

All damaged, defective and expired products (solid waste, liquid waste and MIP products), will be sealed in a tamper proof container and labeled "For disposal" and shall comply with all state and local statutes, ordinances and, regulations. The label shall also include the name of Mass Medi-Spa, the quantity of medical marijuana, the date of disposal, and the reason for its disposal. A written record of all destroyed marijuana will be kept for at least seven years. Mass Medi-Spa's records will include the amount destroyed, the manner of disposal and the names/signatures of the two RMD employees who oversaw the disposal.

After all unusable marijuana has been packaged and carefully logged, Mass-Medi-Spa will use a third party service along with two Mass Medi-Spas employees to transport the medical marijuana to a municipal waste facility. All destroyed marijuana will be reported to the Department of Public Health within ten (10) days of its destruction.

Diversion refers to the phenomenon that occurs when dispensaries price their products too far below prevailing rates for cannabis purchases. When this occurs, it creates an incentive for patients to purchase medical cannabis and resell it for a profit at the higher market rate.

Since regular inventory and supply chain tracking is crucial to preventing diversion to non-medical recipients, inventory will be manually performed every day by two background-checked employees to verify the accuracy of our computerized inventory management system. Manual inventory will also be performed in our cultivation facility on at least a weekly basis to ensure all products accounted for. All information pertaining to production, transferring, sales, and patients will be securely kept for a period of at least 7 years, and will be available for review by the DPH as required by law.

MMS believes that by having strict guidelines aimed at preventing diversion, and creating an inventory tracking system that allows us to follow each plant from seedling to sale, we will be able to create a closed loop system where cannabis does not end up in the possession of a non-medical user. Through its pricing practices, MMS will support state law by discouraging diversion. MMS's pricing will be intentionally set at or above the midpoint of the scale locally, largely due to the higher quality of medicine it will offer to patients.

In order to prevent diversion of medicine to the illegal market, MMS will set its average medicine price at the mid-point range of current (illegal) market prices for cannabis in Massachusetts.

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- 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.

[

Mass Medi-Spa has developed a working relationship with Marqaha, an established and reputable edibles producer based in Colorado.

Marqaha's successful SOPs & recipes allows Mass Medi-Spa to offer a full line of MIPs including capsules, sub-lingual sprays, tinctures and lotions, as soon as the RMD is open. This saves time that would have otherwise been spent on R&D developing our own product line.

METHODS OF PRODUCTION:

Working with cannabis and food represents a few unique problems, including contamination, potency, testing, and security. All kitchen and extraction staff will be certified in hygienic food handling & trained by Marqaha.

MMS MIP production uses a Supercritical Fluid Extraction process that makes use of our trim that has been collected from our grow. Trim extractions result in a clean and precise oil, which will be infused at exact standardized dosages into all of our MIPs. Our Supercritical Fluid Extraction machine is provided by Applied Separations, a leader in Supercritical Fluid Extraction, Impregnation & Chromatography. This state-of-the-art,

touchscreen controlled machine uses CO2 to extract only the desired cannabinoids from the plant material. This process allows Mass Medi-Spa to produce MIPs that contain an accurate dose of THC and/or CBD.

STANDARD OPERATING PROCEDURES

PRODUCT DESCRIPTIONS:

- CAPSULES: Oral capsules filled with lab tested cannabis oil
- TINCTURES: 1 ounce agave based cannabis oil tincture. 1 ml dropper for accurate dosing
- SUB-LINGUAL SPRAYS: 9-milliliter container of sublingual cannabis oil spray
- LOTION: Cannabis infused topical lotions

POLICY

To prepare and package cannabis infused oral capsules, cannabis oil tincture, sublingual cannabis spray or cannabis infused lotion. All production will be documented.

PROCEDURE

- Before daily processing begins, sanitize work surface with 65 ppm chlorine solution. Mix 5 gallons of water with 1 teaspoon full of unscented bleach in a five gallon bucket. Check the bleach solution with tester strips to ensure proper ppm level. Wipe all work surfaces with bleach solution, allow to air dry.
- Ensure that all utensils are cleaned and sanitized.
- Sanitize all bottles & caps. Set up on table.
- Have a container with sanitizer on the table at all times.
- Place Small Immersion Blender in sanitizer. NOTE: DO NOT submerge motor
- Measure appropriate amount of cannabis oil. Use lab results of cannabinoid potency.
- Follow recipe for remaining ingredients.
- Emulsify cannabis oil into ingredients using Small Immersion Blender.
- Use Filler to fill capsules, tincture bottles, sublingual spray bottles or lotion bottles.
- Apply bottle cap, dropper cap, atomizer cap, or pump cap.
- Apply tamper evident shrink band.
- Label products.
- Enter batch number, quantity, date, and cannabis oil batch into the Production Log.
- Final inspection of product.

SANITATION

Our MIP production facility in Norwell will be constructed above and beyond all local health requirements in pursuant to 725.105(6) and 105 CMR 300.000. MIP production areas operate on a separate HVAC system, so as not to share air flow with the cultivation facility. This is critically important for a clean environment free of air-borne bacteria (common in organic soil and fertilizers). In addition to the hand sink and advanced sanitizing dish-washing machines, floor drains are placed throughout the MIP production area to allow for easy cleaning.

A designated Sanitation Manager will manage daily sanitation. All employees will be trained on the Sanitation Standard Operating Procedures ("SSOP"). Sanitation logs and checklists will be completed and updated daily. Cleaning and sanitizing procedures will be frequent enough and thorough enough to prevent microbial levels that may endanger the safety of food being processed. Cleaning and sanitizing activities will not themselves

contaminate food or adjacent equipment, products or packaging. All cleaning and sanitizing actions will be documented. Sanitation will take place immediately before daily operations begin, at each break (mid-morning, lunch, mid-afternoon), with a full cleaning and rinsing to take place after each work shift.

FOOD PROTECTION

In addition to following all state and local health department regulations, a HACCP system will be in place throughout all aspects of MIP production. All employees interacting with MIPs will be ServSafe Certified.

LABELING

All MIPs will be labeled with wording in accordance with 725.105(E)(1)(3). Also to be applied to the packaging will be a 'use by date', production batch number, and cannabis oil batch number. Labeling is performed immediately following production by hand, heat shrink-wrapped or with a label machine. All MIPs will be packaged in child resistant containers.

STORING

MIPs will be kept in a secured, limited entry, climate controlled, walk in cooler as defined in 725.110. Any outdated, damaged, mislabeled, or contaminated or whose container or packaging has been opened or breached will be stored in a separate secure area.

First-In, First-Out inventory management will be used to control inventory and food safety.

DISPOSING

MIPs, cannabis oil, or raw cannabis considered waste will be made unusable and unrecognizable before being disposed of in a secured waste receptacle in control of the RMD. A measurement of cannabis waste will be recorded in a Waste Log and shall be kept for a minimum of two years . All waste material will be disposed of in accordance with 725.105(J)(5)

DISPENSING

MIPs will be dispensed by RMD staff who are trained to recommend a particular MIP based on the patients medical condition & preference of ingestion.

TRACKING

All MIP products will be tracked using inventory management software and through hard copies of Production Logs and Daily Inventory Logs.

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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.

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MMS will use standard industrial supply chain tracking tools (MJ Freeway) to keep proper inventory levels of products available for our patients. Having an oversupply of inventory could result in product degradation and increased security risks, but an undersupply might deny patients access to their medicine. One of the capabilities

of our supply chain tracking system is to control our inventory and also anticipate future production needs. Under our system, each plant in our cultivation facility is assigned a unique, systematic serial number from the moment a cutting is taken. This serial number is entered into our secure computer database so that we are always aware of the number and strain of plants within our facility. We are also aware of the current status of the plant (e.g. whether it is in the vegetative or flowering growth stage). This information allows us to forecast inventory levels for the future. If a patient inquires when a particular strain will be available, we can determine how many plants of that strain are in production, what stage of production they are in, and how long it will be before they are ready to harvest.

After harvesting, when the medical cannabis is securely transported to our patient care center, our supply chain tracking system is integrated with our high-security delivery company and patient care center database. After a product from our cultivation facility is placed in transit, the status of the package is updated to reflect pending delivery confirmation, and then the status is updated when it is received by the patient care center. Once we sell the product at the patient care center, information on the patient buying it is associated with the serial number of the plant, so there is traceability from seedling to sale. Even in the absence of physical communication, our technology allows us to retrieve current inventory levels from within our patient care center so the cultivation personnel are made aware of any possible shortages or overages.

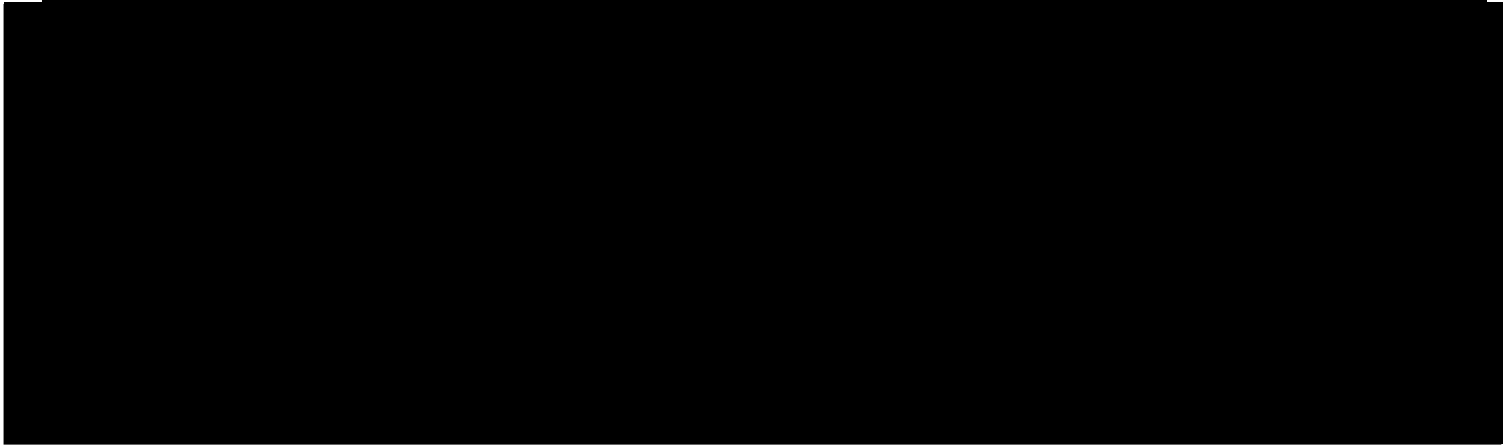
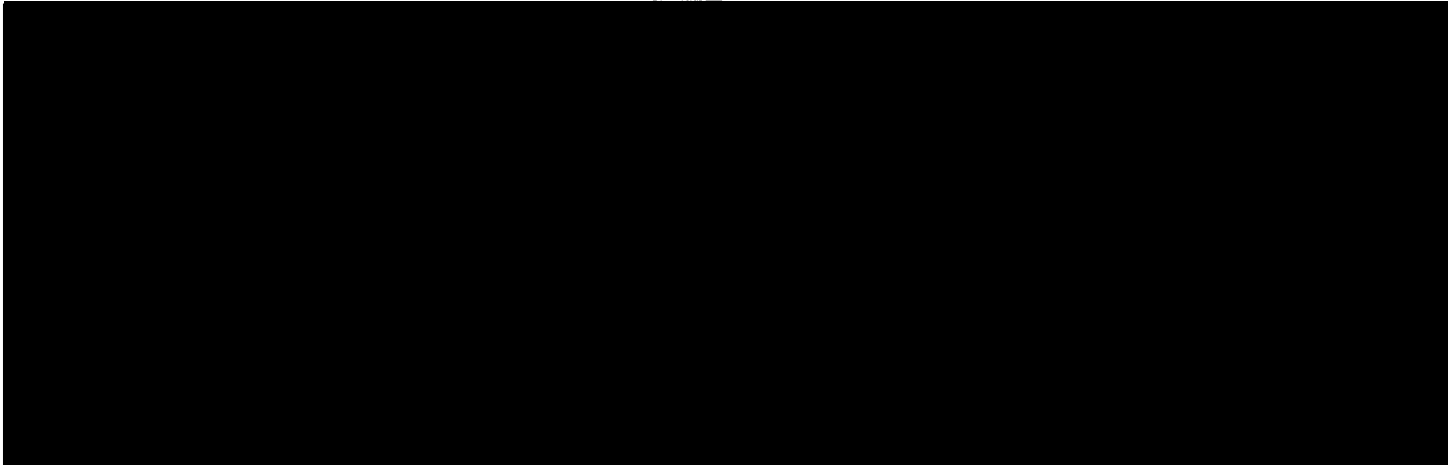
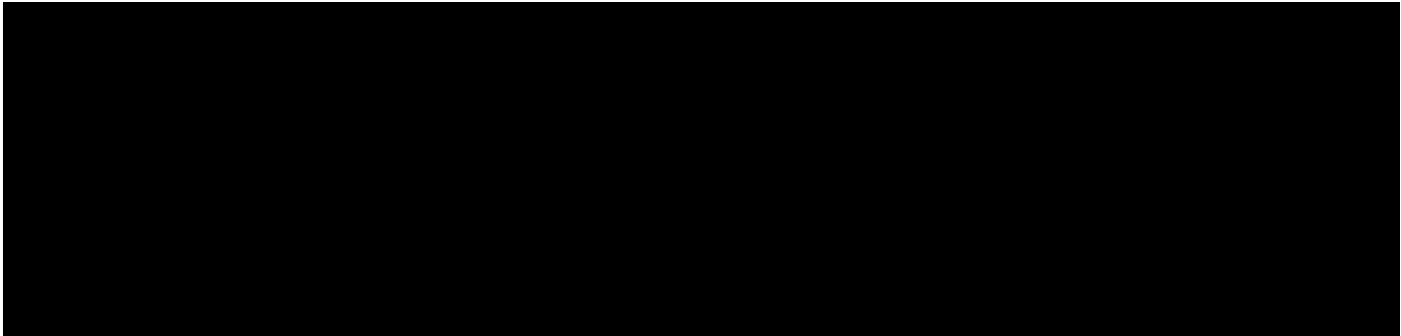
Mass Medi-Spa is utilizing MJ Freeway™ GramTracker™ and GrowTracker™ software to record and attach test results to each batch of marijuana within the software to conform to the DPH regulations on labeling. Mass Medi-Spa will print product labels including all required data listed in (E)(2) and (E)(3) of the regulations, including patient and test result data, at the time of sale. Each item in our inventory can be assigned a unique serial number along with an MJ Freeway generated barcode.

Additionally, labels and receipts within GramTracker allow for custom disclaimers such as the one mandated by the state. MJ Freeway's GramTracker allows Mass Medi-Spa staff to upload and reference scanned copies of a patient's photo identification and any other desired paperwork, allowing easy validation of a patient's identity. Expired registration cards display warnings to staff and MJ Freeway can automatically block medicated sales to patients with expired cards. MJ Freeway's GrowTracker & GramTracker provide a real time inventory of all plants and products. Along with this, real time reporting will warn if plant count or inventory level approaches or exceeds predefined limits. Should the state of Massachusetts define the "reasonable amount" named in (G)(1) as a specific number of plants and weight of finished marijuana, the software will track compliance with these numbers.

MJ Freeway software provides a complete seed to sale solution, allowing tracking of all plants and products to establish a clear and traceable history of a product's entire life. All plants and inventory can be tagged and labeled and all newly harvested product requires a unique batch number which remains consistent through processing, packaging and sale.

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



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

[
SERVICE AREA

Nantucket is an island. Our service area covers patients on the island of Nantucket only.

ANALYSIS OF PROJECTED PATIENT POPULATION

Looking at other states, there are sound reasons not to be surprised by medical marijuana usage rates of 2% and more. Usage is subject to substantial local variations within a state. For example, Colorado and California have well developed networks of dispensaries, and report usage rates of 2.5% and 3.0%, respectively.

Nantucket County has a population of nearly 18,000. We expect 900 patients to eventually register in Nantucket County (200,000-325,000 statewide) when the market has fully matured. This reflects a mature market patient base of 5% of the population. However, to be conservative our projections assume that 1% of the population of Nantucket County registers with the state in FY1 (180 patients) increasing to 2% by FY3 (360 patients).

PROJECTED NEED IN THE SERVICE AREA

Our proposed RMD location in Nantucket services the entire island.

STRATEGY FOR DELIVERING CULTURALLY COMPETENT SERVICES

Mass Medi-Spa will respectfully and effectively interact with patients from all cultures, languages, classes, races, ethnic backgrounds, religions, and other diversity factors in a manner that values the worth of individuals & communities.

The National Association of Social Workers ("NASW") has identified multiple aspects of cultural competence which Mass Medi-Spa will use as a guide to deliver culturally competent services:

STRATEGIES

- Adhere to professional values, ethics, and standards, while recognizing how these values both conflict with and accommodate the needs of a multicultural patient base.
- Develop an understanding of one's personal and cultural values and beliefs and how those values and beliefs influence dispensing medical marijuana and other patient services.
- Use cultural self-awareness to appreciate the multicultural identities of patients and colleagues.
- Develop and maintain understanding of the history, traditions, values, family systems, and communication patterns of major patient groups served.
- Use appropriate methodological approaches, skills, and techniques that reflect an understanding of the role of culture in the helping process.
- Demonstrate genuineness, empathy, warmth, openness, and flexibility to facilitate client/patient engagement throughout service delivery.
- Communicate information about cultural groups or characteristics in a strengths-based manner.

STRATEGY TO PROVIDE LINGUISTICALLY APPROPRIATE SERVICES

Cultural and linguistic competence is reflected not only in interactions between individual dispensary agents and patients but also in service delivery systems.

STRATEGIES

- Incorporate cultural competence in the mission and goals of the organization.
- Effectively use culturally and linguistically appropriate organizational and community resources
- Engage patients from various cultural groups in development and evaluation of RMD services.

- Conduct individual and organizational assessment of cultural and linguistic competence in health care delivery.

]

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

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

[
RECORD KEEPING

Prior to dispensing any medical marijuana, a patients history will be reviewed to ensure that only the amount of medical marijuana permitted by law is actually dispensed. The computer software (MJ Freeway) will "flag" the patients record if the amount of marijuana purchased is in excess of the recommended dosage.

All medical marijuana dispensed will have a barcode to ensure accurate record keeping. The employee dispensing medical marijuana will start the purchase transaction process by scanning the barcode. The scan will produce a product image on the employee's computer screen and the transaction will simultaneously be video digitally recorded and key stroked. If the product needs to be weighed it will be placed on the scale and the POS software makes a record. The printed record, noting the date, time and quantity dispended, will be placed in the patients profile. The total amount dispensed will then be deducted from the amount the patient is allowed to purchase. All purchase and sale records will be retained for a period of seven (7) years and in accordance with 725.200.

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.

[
An important aspect of our patient care mission is our commitment to increase access to medical marijuana for those who have limited financial means frequently made worse by the loss of ability to work and the expenditure of income on expensive medical or custodial care.

For patients who need but cannot afford our products or delivery device we anticipate the ability to provide product at low or no cost, but only when we approach the maximum allowable reserve for our current patients who are financially able to pay for medicine. Patients will be pre-qualified for this program during an interview process using a form similar to the one attached as Exhibit 7.12.

The income levels are currently based on Federal Poverty Levels and subject to revision as new information becomes available. For those patients with limited financial ability to purchase medical marijuana, we will offer a low-cost and a no-cost program, subject to approval. Each patient that requests participation in the low-cost or no-cost program will be required to complete the application. Each application will be individually reviewed and acceptance will be granted on a case by case basis pursuant to 725:100 (A)(6). All applicants with an annual income greater than \$55,000 per year will be ineligible for discounting.

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.

[
Members of Mass Medi-Spa's Executive Management team have been proponents of medical marijuana for more than a combined twenty years. We will provide the following services:

PATIENT ACTIVIST RESOURCE CENTER

Mass Medi-Spa endorses active participation in advocacy, public policy-making and social promotion of the medical marijuana movement. We will establish a Patient Advocacy Resource Center to enable patients and family members to gain more knowledge of medical marijuana and provide advocacy tools to help promote public awareness of the benefits of medical marijuana.

READING LIBRARY

Free educational literature on medical marijuana at our RMDs on-site reading libraries will provide patients with reading materials covering topics such as medical marijuana research, pain and stress management and holistic approaches to health and wellness. Mass Medi-Spa will consult research studies under the direction of our Medical Advisory board. These studies will be focused on understanding the nervous system and the effects of THC and cannabinoids on the body.

Healthy Incentives Program: Mass Medi-Spa will offer incentives to patients who choose healthy ingestion methods. Our Healthy Incentives Program is a way to encourage patients to select healthy and safe ingestion methods and wellness activities at no cost. Our advanced POS system assigns each patient their own profile and will automatically track their healthy activities.

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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.

[MARKETING & ADVERTISING PLAN

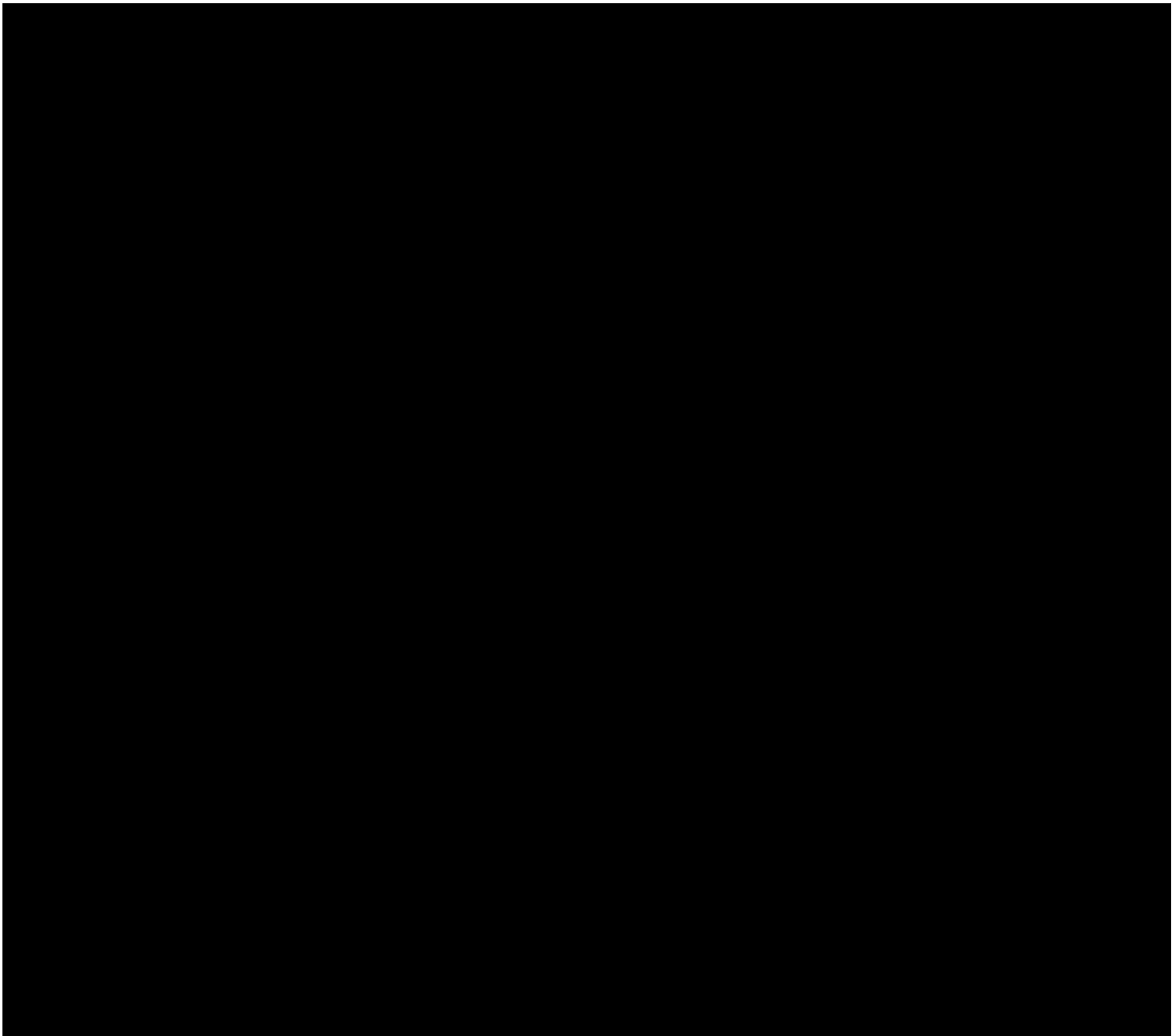
At Mass Medi-Spa, we plan to focus our marketing efforts around the education of our registered qualifying patients, doctors, and caretakers. We will produce pamphlets and brochures catered to each audience to help them better understand the products and services we provide. Through the distribution of newsletters, we plan to keep our patients and doctors informed about industry developments as it relates to medical marijuana research. We will not advertise the price of marijuana or MIPs except through a printed list of the prices and strains of marijuana available at the RMD to registered qualifying patients and personal caregivers upon request. Mass Medi-Spa will not produce any promotional gifts such as T-shirts or novelty items, bearing a symbol of or reference to marijuana or MIPs, including the logo of the RMD. Marijuana, MIPs and associated products will not be displayed or be clearly visible to a person from the exterior of the RMD. All marketing materials shall conform to 725.105 (L).

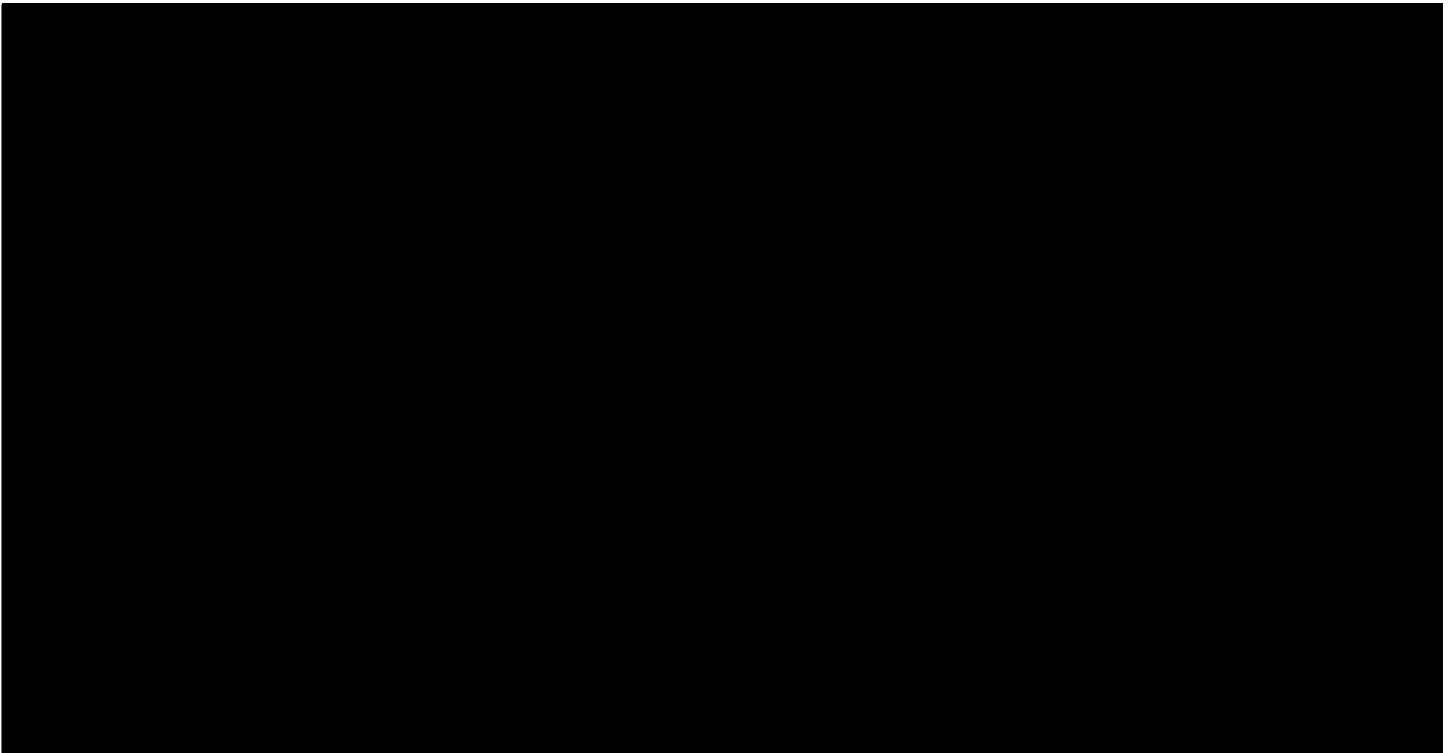
COMPANY LOGO & SIGNAGE:

Mass Medi-Spa's logo simply displays the name of the company and will be displayed on all printed materials pursuant to 725.105 (L)(1). This logo does not use medical symbols, images of marijuana, related paraphernalia, or colloquial references to cannabis. The logo will also be used on the RMD's external signage which will be simple and minimum. We will not illuminate our sign unless necessary for a period of 30 minutes before sundown until closing, and plan to comply with any additional local requirements and 725.105 (L)(2).

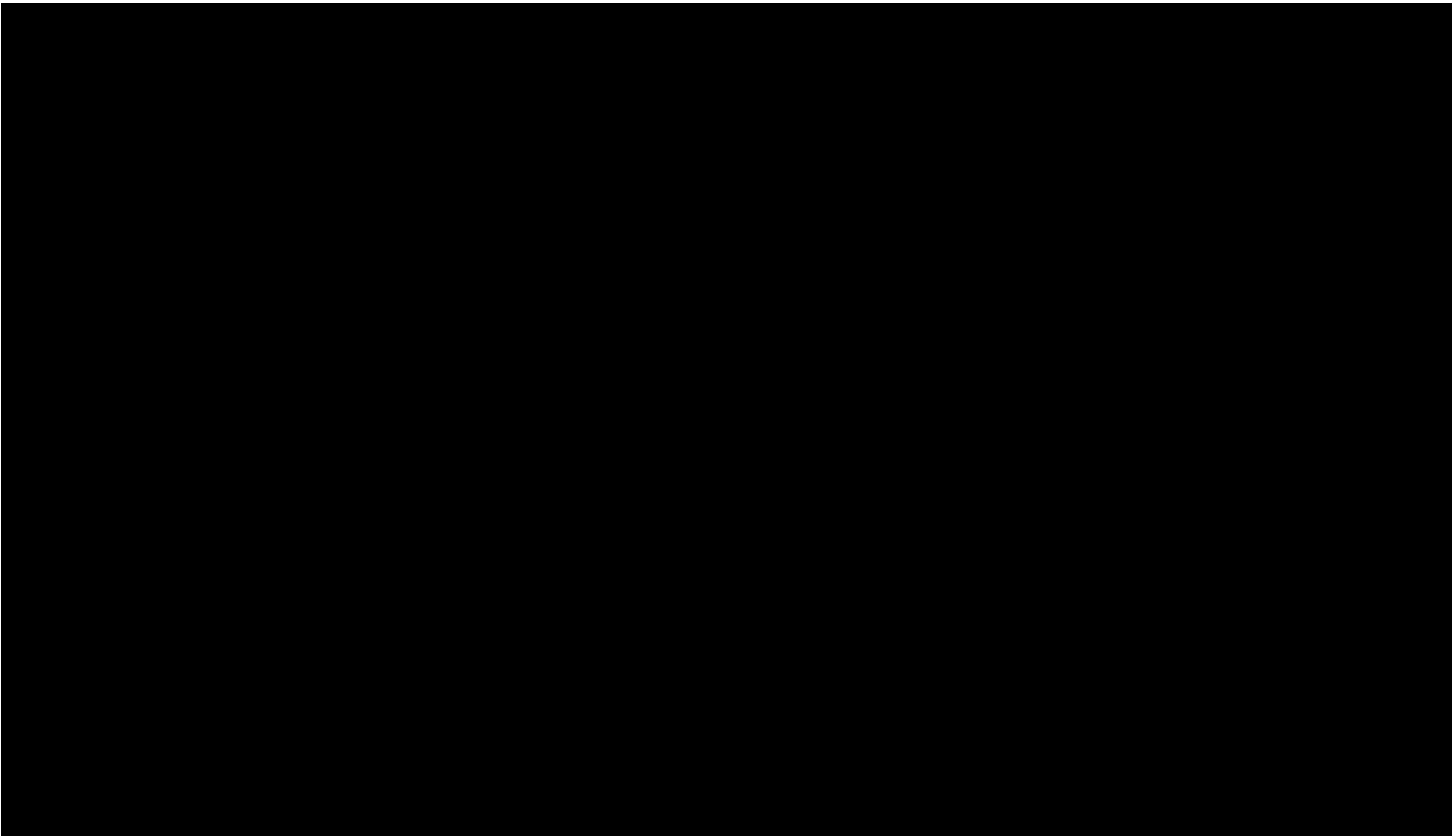
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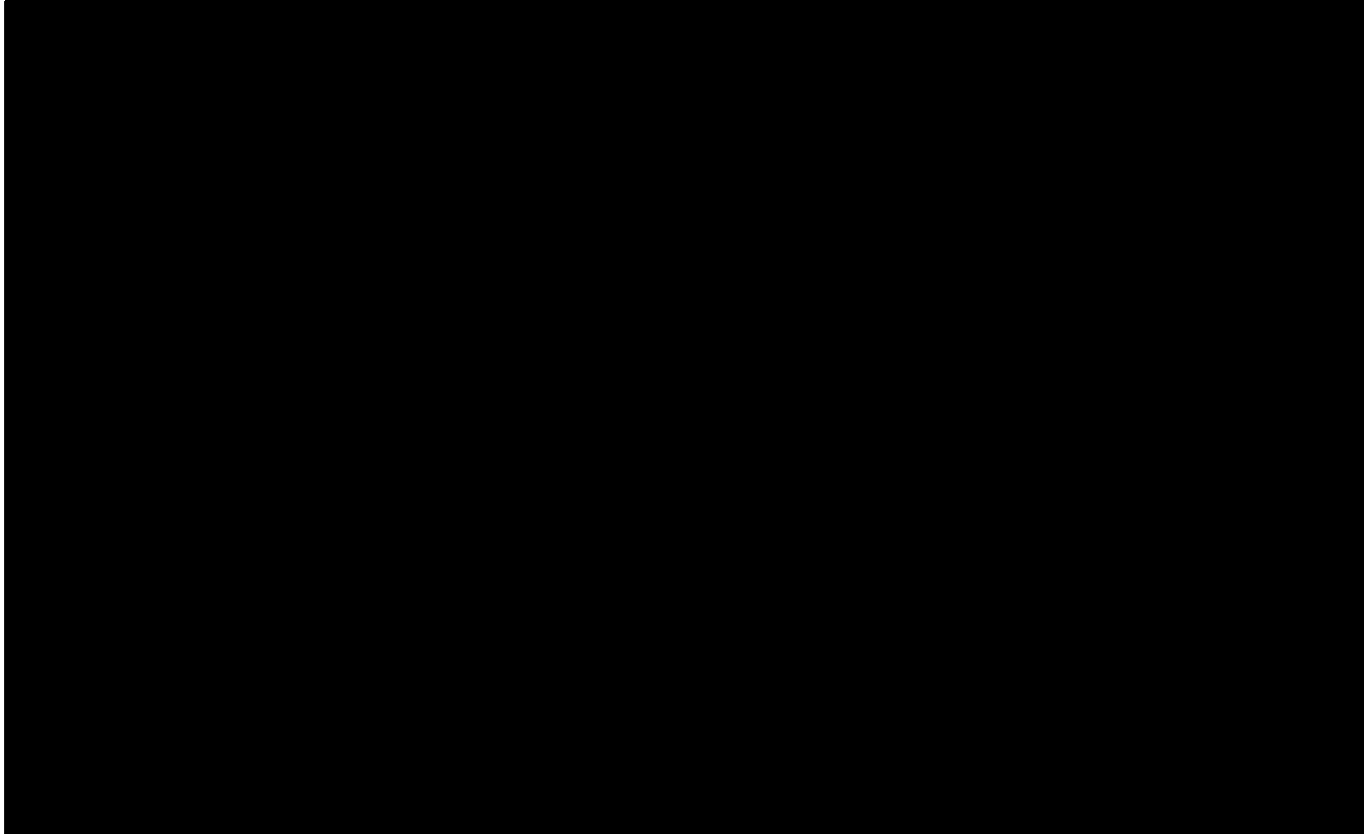
7.15 Describe the RMD's emergency preparedness procedures, including a disaster plan with procedures to be followed in case of fire or other emergency. Note that a copy of the safety and security procedures will be reviewed as a component of the provisional inspection process.





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





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

[
MMS is committed to providing safe services to our patients and ensuring the ongoing success of CRM 105. We will comply with pertinent provisions of section 725.110 and have a clearly defined the Incident Reporting policy which requires same day documenting and submission to appropriate law enforcement agencies and the DPH on any incidents including but not limited to:

- Discrepancies identified during inventory, diversion, theft, loss, and any criminal action involving 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 any other event that requires response by public safety personnel.
- The failure of any security alarm system due to loss of electric power or mechanical malfunction that is expected to last longer than eight hours.
- Any other breach of security.

In the event of an incident of this nature, data will be collected and recorded promptly and will be communicated to the Department within Twenty-Four Hours of its discovery. All staff will be fully trained in

recognizing incidents and are encouraged to submit Incident reports when incidents happen. MMS Head of Security, Mike Lindley will liaison with the DPH to comply with reporting procedures and resolve, review and implement measures so that incidents are prevented.

As our patients suffer from serious and debilitating conditions, all staff will be trained to respond appropriately in the event of a medical emergency, enabling them to assist with patients in the event of an emergency situation. Our comprehensive training manuals and disaster & recovery plans cover procedures for responding to multitude of incident scenarios.

All consumer complaints will be addressed promptly. All complaints will be recorded along with remedies taken to address the consumers concern. All complaints and remedies will be reported to the DPH within twenty-four hours to determine if more action is needed. In the event a patient returns product for a safety issue MNR has developed an aggressive product recall program that is available at the request of the DPH.

COMMUNICATION AND CERTIFICATION

- All staff shall always have a radio and personal panic device on their persons during operating hours to ensure constant, effective, continuous communication between staff members and emergency response professionals.
- All staff shall recognize and be trained in the proper emergency codes of the facility and proper use of all emergency equipment.
- In the event of an emergency, any staff member may be required to direct traffic; communicate to members, staff, law enforcement and emergency response professionals; and to observe and report all necessary information to document and file for further review.
- All staff shall be trained to observe and analyze data involving safety/security protocols and write clear and precise incident reports for documentation.

MMS shall provide written notice to the DPH regarding any incident within 10 days by submitting an incident report form. This notification shall include the circumstances surrounding the event, any corrective actions taken, and confirmation that the appropriate law enforcement authorities were notified.

All documentation regarding a reportable incident as defined in 105 CMR 725.110(f)(1) shall be maintained by MSS for one (1) year, and shall be made available to the DPH and law enforcement upon request.

105 CMR 725.000 places a significant burden of responsibility on the shoulders of those who are granted a license. As such, MMS will conduct an annual audit of our security system by an approved vendor of the DPH. A report of the audit will be submitted to the DPH in a form and manner determined by the department no less than thirty (30) calendar days after the audit has been conducted. If the Audit identifies concerns related to MMS's security system a plan to mitigate any concern will be submitted to the department within ten (10) business days of the audit. While our operational standards mitigate against or preclude some emergencies, we understand and are well prepared to respond to any undesired or unplanned for events.

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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.

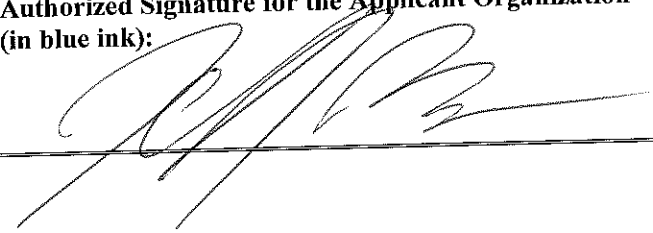
- I agree that the Applicant shall cooperate in any compliance review and shall provide reasonable access to the premises of all places of business and employment and to records, files, information, and employees therein for reviewing compliance with the ADA, the Massachusetts Constitution, other applicable 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: [Jeffrey] Last Name: [Roos]

Title: [Chief Executive Officer]

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



CHECKLIST OF REQUIRED DOCUMENTS FOR SUBMISSION IN PHASE 2

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

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

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

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

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

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

Corporation Name: _____ Mass Medi-Spa Inc _____

Application # (if more than one): _____ 18 _____

	Name	Role within the Corporation
1	Jeffrey Roos	CEO
2	Joseph Stevens	Chief Compliance Officer
3	Karen Foreman	COO
4	D.W. Coffin	COO
5	Elizabeth Roos	Head of Patient Services
6	Elliot De Santo	CFO
7	Mike Lindley	Head of Safety & Security

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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 18 _____

Attach organizational chart.

Mass Medi-Spa Organizational Chart

Executive Management Team

D.W. Coffin
Chief Operating Officer Nantucket
 D.W. is responsible for the operations of the Nantucket Medical Spa, Nantucket, Massachusetts, medical.

Elizabeth Koon
Head of Patient Services
 Elizabeth will carry out all patient services and will be the key point of contact for all patient services and inquiries to receive services and follow-up visits.

Jeffrey Ross
Chief Executive Officer
 Jeff is responsible for leading the overall operations of Mass Medi-Spa, including financial, operational, and strategic management decisions for all departments, management decisions.

Karen Foreman
Chief Operating Officer Norwell
 Karen is in charge of all business, financial, and operational operations in Norwell.

Joseph Stevens
Chief Compliance Officer
 Joseph will manage all compliance and regulatory operations to ensure compliance with local & state regulations.

Mike Lindley
Head of Safety & Security
 Mike will implement Mass Medi-Spa's security plan and ensure that policies and procedures are followed at both Nantucket & Norwell. He is a veteran of the FBI and a 10-year law enforcement officer.

Blair De Sarno
Chief Financial Officer
 Blair will oversee the financial management of Mass Medi-Spa.

Management Consultants

Russell Altman
CPA
 Accounting records

Ohringer & Associates
 Legal counsel

RMD Nantucket

CULTIVATION Norwell

RMD Norwell

Canina Security AMERICA
MIP Kitcher

Security Officer
 Security Officers ensure the safety & security of all operations.

DISPENSARY MANAGER 4 Staff
 Dispensary Staff will dispense our products.

Transport & Delivery Drivers
 Transport to & from Nantucket & Norwell. Carry out Home Delivery to patients who are unable to visit the RMD.

Assistant Cultivator 18 Staff
 Cultivation staff will grow our patients' medical marijuana.

EXTRACTION MANAGER 2 Staff
 Extraction Staff will run extractions to make our MIP's.

KITCHEN MANAGER 2 Staff
 Kitchen Staff will produce & package our MIP's.

DISPENSARY MANAGER 6 Staff
 Dispensary Staff will dispense our products.

MJ FREEWAY SOFTWARE SOLUTIONS

Applied Separations

BOARD OF DIRECTORS
(Exhibit 1.4)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): 18 _____

Board Role	Name	Business Email	Business Address
1	Jeffrey Roos	jeff@massmedispa.org	921 Garden St #4 Hoboken NJ 07030
2	Elizabeth Roos	liz@massmedispa.org	30 Rockefeller Plaza 57th FL NY NY 10112-6300
3	Karen Foreman	karen@massmedispa.org	4020 W 39 th Ave Denver CO 80212
4	Elliot De Santo	Elliot@massmedispa.org	2201 Cherry Street, Unit 704 Philadelphia, PA 19103
5	Mike Lindley	mike@massmedispa.org	8 Federal St. Nantucket MA 02554
6	David William Coffin	dw.coffin@massmedispa.org	49 Polpis Rd. Nantucket MA 02554
7	Joseph Stevens	joe@massmedispa.org	Greenleaf Compassion Center 395 Bloomfield Ave, Montclair, NJ 07042

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: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____ 18

A. Member as Individuals

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

B. Member as Corporations

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

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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 18 _____

Attach bylaws.

BYLAWS OF MASS MEDI-SPA INC., A MA non-profit Corporation

ARTICLE 1 – NAME AND OFFICE

Section 1.1. The name of this corporation is Mass Medi-Spa Inc. (hereinafter referred to as the "Corporation"). The Corporation was formed under Chapter 180 of the Massachusetts General Laws,(as amended from time to time, the "Act"). The principal offices of the Corporation shall be located at 84 POLPIS RD NANTUCKET, MA 02554, or at such other location as the Board of Trustees may hereafter designate.

ARTICLE 2 – PURPOSES

Section 2.1. The Corporation is formed exclusively for civic, scientific, and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"), and not for pecuniary profit. Specifically, the Corporation was formed to provide Medical grade marijuana to qualifying Massachusetts residents and educate them on the benefits of using medical marijuana as an alternate to conventional medications. The Corporation shall have and exercise all rights and powers as are now, or may hereafter be, conferred on or exercised by nonprofit corporations under the Act, other laws of the State of Massachusetts or any other applicable laws, in furtherance of the Corporation's purposes, including, but not limited to the following:

- (a) To solicit support of the Corporation's activities from public or private sources;
- (b) To contract with other organizations, both for-profit and nonprofit, with individuals, and with governmental agencies in furtherance of these purposes;
- (c) To receive, administer, hold and invest funds for the purposes of the Corporation, and to that end take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, corporation or other entity, any property, real, personal, tangible or intangible or any undivided interest therein, without limitation as to amount of value; to sell, convey, transfer, fit or otherwise dispose of any such funds or property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Trustees, will best promote the purposes of the Corporation;
- (d) To raise and distribute funds either directly or through related organizations or other organizations exempt from Federal tax under Section 501(c)(3) of the Code in furtherance of the Corporation's purposes, subject to limitations on the nature and extent of such

activities applicable to organizations exempt from Federal tax under Section 501(c)(3); and

(e) To otherwise operate exclusively for civic, scientific or educational purposes within the meaning of the Code.

Section 2.2. Notwithstanding any other provision of these Bylaws, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, Officers, Directors or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein. Furthermore, no Trustee, Director, or Officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Notwithstanding any other provision of these Bylaws, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as otherwise permitted by the Code.

ARTICLE 3 – MEMBERS

Section 3.1. The Corporation shall have no Members.

ARTICLE 4 – TRUSTEES

Section 4.1 Number of Trustees. The Board of Trustees of the Corporation shall determine the number of Trustees of the Corporation, provided that the number of Trustees shall be not less than four (4) or more than ten (10). The initial number of Trustees shall be seven (7), and the initial Trustees of the Corporation shall be those individuals listed in the Corporation's Articles of Organization. At any annual meeting, the Board of Trustees may, by the affirmative vote of a majority of such Trustees, create one or more additional seats on the Board of Trustees up to the maximum number stated in these Bylaws and, at such meeting, appoint additional Trustees to fill such newly created seats, with such newly appointed Trustees to serve for a full twenty-year term commencing on the date of appointment and until their successor are duly appointed and qualified.

Section 4.2. Qualifications; Remuneration. All Trustees shall be at least eighteen years of age. Trustees need not be residents of the State of Massachusetts or citizens of the United States. To be considered for election to the Board of Trustees, the person shall have evidenced a desire to render public service to the community and population served by the Corporation by serving on the Board of Trustees of the Corporation and shall not have an interest in the Corporation for financial gain. Persons who are involved in the administration

of the Corporation and whose election and participation on the Board of Trustees have been duly authorized by these Bylaws shall also be eligible for election to the Board of Trustees. Remuneration shall be set at a reasonable level, approved by a majority vote of the Board of Trustees. Reasonable travel and other expenses properly incurred by a member of the Board of Trustees for the business and welfare of the Corporation shall be reimbursed from the Corporation's operating funds.

Section 4.3. Powers and Duties. Subject to the provisions of these Bylaws and the Articles of Organization of the Corporation, the Board of Trustees shall be responsible for the direction of the business and affairs of the Corporation, shall have control over the funds, property, estate, and all activities of the Corporation, provided that such activities are not inconsistent with the purposes of the Corporation as set forth in the Corporation's Articles of Organization, these Bylaws, and the laws and regulations of the Federal government and the State of Massachusetts.

Section 4.4. Term. Trustees shall be appointed to serve for a term of twenty (20) years and until their successors are duly appointed and qualified. The terms of all Trustees shall commence on the date of the Board of Trustees' annual meeting at which such Trustees are elected, or on the date of the special meeting called to elect such Trustee to fill a vacancy. There will be no limitation on the number of terms that a Trustee may serve. A sufficient number of Trustees shall be appointed so as to maintain the requisite minimum number of Trustees. The appointment of Trustees shall be pursuant to the procedure specified in Section 4.5.

Section 4.5. Appointment and Removal of Trustees.

(a) Appointment. At the annual meeting of the Corporation's Board of Trustees in order to fill the vacancies on the Board created by the expiration of any Trustee's term, or at any annual or special meeting of the Board of Trustees in order to fill the vacancies on the Board arising out of the circumstances set forth in Section 4.6, the Board of Trustees shall appoint, as Trustees, the persons which have been approved by the affirmative vote of a majority of the Trustees present at such meeting.

(b) Removal. A Trustee appointed by the Board of Trustees may be removed at any time by a majority vote of the Board of Trustees, except that the Trustee at issue shall be prohibited from voting on his or her removal. In the event of such removal, the Board of Trustees may appoint a replacement Trustee to fill the seat of the removed Trustee.

Section 4.6. Resignation and Removal. Any Trustee may resign at any time by giving written notice of resignation to the President or Secretary. Any such resignation shall be effective upon the Corporation's receipt of such notice or at a subsequent time stated in such notice of resignation. Acceptance of such resignation by action of the Board of Trustees shall not be necessary to make it effective.

Section 4.7. Vacancies. A vacancy on the Board of Trustees shall be deemed to exist when a Trustee resigns from the Board, when a Trustee is removed, when a Trustee dies or disabled or otherwise unable to serve, or when the minimum number of Trustees required by these Bylaws has not been met for other reasons. A replacement Trustee shall be appointed by a majority vote of the remaining Trustees. The Trustee elected by the Board of Trustees to fill a vacancy shall serve until the next succeeding annual meeting and until a successor is duly elected and qualified. Trustees may receive salaries, but all salary and related compensation must be disclosed on the Form 1023. The IRS scrutinizes compensation plans for the trustees and officers of nonprofit organizations to ensure that such compensation is reasonable.

ARTICLE 5 – MEETINGS OF THE TRUSTEES

Section 5.1. Annual Meetings. The Board of Trustees shall hold no less than one (1) regular meeting each year at the Corporation's offices within the State of Massachusetts on the first Monday in February of each calendar year, unless such other day, time or place is designated by the Board of Trustees. The Board of Trustees shall conduct all business as may be properly considered at such annual meetings, including the appointment of Trustees and officers. The notice of such annual meeting shall be given as set forth in Section 5.3.

Section 5.2. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President or at the written request of no less than two (2) Trustees, which request has been filed with the Secretary. Any such request shall state the purpose or purposes of the meeting and all Trustees shall be given notice of such special meeting as set forth in Section 5.3. The business to be transacted at any such special meeting of the Board of Trustees shall be limited to the purpose or purposes set forth in the notice of meeting.

Section 5.3. Notice of Meeting. At least ten (10) but not more than sixty (60) days' prior written notice of any annual meeting, and not less than five (5) days' but not more than sixty (60) days' prior written notice of any special meeting, shall be given by the Secretary, by mail, with postage prepaid thereon, or by a reputable overnight courier, with delivery charges prepaid, addressed to each Trustee at the last address furnished to the Secretary. The notice shall state the date, hour and place of meeting, and in the case of a special meeting, the purpose or purposes of the meeting.

Section 5.4. Waiver of Notice. Written notice of any meeting need not be given to any Trustee who signs a written waiver of notice in person, whether before or after the meeting which waiver shall be filed by the Secretary with the minutes of the meeting. Attendance at

or participation by teleconference in a meeting without protesting the lack of notice of such meeting shall constitute waiver of notice.

Section 5.5. Quorum. The presence in person of a majority of the Trustees entitled to constitute a quorum for action by the Trustees. Trustees present in person at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less than a quorum may adjourn any meeting.

Section 5.6. Adjourned Meetings. When a meeting is adjourned to another time and place, it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken and if the period of adjournment does not exceed ten (10) days in any one adjournment. At the adjourned meeting, the Trustees may only conduct the business as might have been transacted at the original meeting, unless a notice of the adjourned meeting specifying such other matters to be transacted is delivered to the Trustees.

Section 5.7. Action Without a Meeting by Unanimous Written Consent. The members of the Board of Trustees or any committee of the Board of Trustees may act without a meeting if, prior to or subsequent to such action, all members of the Board of Trustees or committee shall consent in writing to such action, such written consents to be filed with the minutes of the proceedings of the Corporation.

Section 5.8. Meeting by Telephone. The Board of Trustees or any committee of the Board of Trustees may participate in a meeting of the Board of Trustees or such committee by means of telephone conference call by which all persons participating are able to hear each other, provided that notice of such telephone conference call has been to all Trustees in accordance with Section 5.3.

Section 5.9. Absences. In the event that any Trustee shall fail to attend four (4) consecutive meetings of the Board of Trustees, the Board of Trustees, in its discretion, may direct the Secretary to notify such absent Trustee, by written notice, of his or her consecutive absences and to request a written explanation of such Trustee's reasons therefore. Unless said Trustee, having received the Secretary's notification, shall have tendered to the Secretary, before the next regular meeting of the Board of Trustees, a written excuse that in the judgment of the Board of Trustees is sufficient to excuse such absences, the Board of Trustees shall declare vacant the office of said absent Trustee, and the Secretary shall notify the absent Trustee, in writing, of such action.

Section 5.10. Voting. At all meetings of the Board of Trustees, each Trustee shall have one vote and all matters shall be determined by a majority vote of those Trustees present, except as otherwise required in the Articles of Organization, by these Bylaws, or by law. It is not necessary to specify a date for such annual meeting. Instead, the Corporation can issue notices that set the date, time, and place of the annual meeting.

ARTICLE 6 – OFFICERS

Section 6.1. Composition and Qualification. The Officers of the Corporation shall be a President, a Treasurer, a Secretary and such other officers as the Board of Trustees may, from time to time appoint. The Board of Trustees shall be empowered to appoint such additional officers as it deems necessary from time to time for the proper operation of the Corporation, and all officers shall serve at the discretion of the Board of Trustees. Section 6.2. Term of Office. The term of office of each Officer shall be for twenty (20) years, commencing the first day following his or her election at the annual meeting of Trustees, or until his or her successor is elected and takes office. An Officer elected by the Board of Trustees to fill a vacancy occurring between the annual meetings of Trustees shall take office immediately upon election and shall serve the remainder of the term of his or her predecessor or until his or her successor is elected and takes office.

Section 6.3. Nominations. The Board of Trustees may, but shall not be required, to form a Nominating Committee, which Nominating Committee shall recommend to the Board of Trustees at a special meeting a slate of officers to be voted upon by the Board of Trustees at its annual meeting. The names of the officers to be nominated shall be sent to the members of the Board of Trustees with the notice of meeting as provided in Section 5.4. Nominations, in addition to those so named, may be made by any Trustee from the floor at the Trustee's annual meeting.

Section 6.4. Vacancies. If any office shall become vacant at any time for any cause, the vacancy may be filled for the unexpired term at any regular or special meeting of the Board of Trustees, provided the notice of meeting shall have set forth the name of the person to be nominated for such office.

Section 6.5. Resignation and Removal.

(a) Any officer may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall take effect upon its receipt by the Corporation or at a subsequent time as shall be specified in such notice of resignation. Acceptance of such resignation by action of the Board of Trustees shall not be necessary to make it effective.

(b) The Board of Trustees, at any time, may remove any officer elected or appointed by the Board with or without cause. Any officer of the Corporation may be removed from office by the affirmative vote of a majority of the remaining Trustees present at any regular or special meeting of the Board of Trustees, called for that purpose, notice of which shall have been given to such officer by the Corporation. Such officer may elect to appear and to be heard at the meeting provided written notice of his or her request for such hearing has been given at least two (2) days before the date of the meeting.

Section 6.6. President. The President shall preside at all meetings of the Board of Trustees and on public occasions. The President shall acquaint himself or herself with the state, interest and wants of the Corporation, and in all ways by his or her reports and supervision seek to protect the property and promote the welfare and educational purposes of the Corporation. The President shall be an *ex-officio* member of all committees of the Board of Trustees. Provided that such action has been properly authorized by the Board of Trustees, the President may execute and deliver, or authorize other officers to execute and deliver, on behalf of the Corporation, agreements, certificates and other legal documents, and bind the Corporation to same, relating to the business and financial affairs of the Corporation. The President shall also be charged with seeing that all orders and resolutions of the Board of Trustees are carried into effect.

Section 6.7. Vice President. The Vice President shall, in the absence of the President or in the event of his or her death, inability or refusal to act, perform the duties of the President, and when so acting, shall have all the authority of, and be subject to all the restrictions upon, the President pursuant to the provisions of the Act, as amended from time to time, the Articles of Incorporation of the Corporation, as amended from time to time, these By-laws, as amended from time to time, and to the direction of the Board.

Section 6.8. Treasurer. The Treasurer shall be the principal fiscal officer of the Corporation. He or she shall have custody of all monies and securities of the Corporation and shall make such disbursements of the funds of the Corporation as are proper and in accordance with the charitable or educational purposes of the Corporation. In addition, the Treasurer shall insure that a true and accurate accounting of the financial transactions of the Corporation is made in accordance with generally accepted accounting principles. He or she shall also provide general direction to the development of the Corporation's financial objectives, plans, and policies. If the Board of Trustees appoints a Finance Committee, the Treasurer shall act as Chair of the Finance Committee.

Section 6.9. Secretary. The Secretary shall keep full minutes of all meetings of the Board of Trustees. The Secretary shall attend all sessions of the Board of Trustees, shall act as Clerk thereof and record all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Trustees and shall notify officers and members of the Committees of their election or appointment and shall in general perform such other duties as may be prescribed by the Board of Trustees. The Secretary shall conduct the correspondence of the Board of Trustees under direction of the Board of Trustees. The Secretary shall, with the President, the Vice President, or other officer expressly authorized, sign legal papers, contracts or certificates requiring the Seal of the Corporation; he or she shall have custody of the Seal of the Corporation and shall affix the Seal in the name of the Corporation whenever required.

ARTICLE 7 – COMMITTEES

Section 7.1. Composition; Appointment; Term; Vacancy; Removal.

(a) The Board of Trustees, by resolution duly adopted by a majority of the members of such Board, may appoint from among the current Board of Trustees an executive committee or one or more other committees. The resolution appointing each such committee shall specify the number of members of such committee, the authority that such committee may exercise on behalf of the Board of Trustees, and the term of such committee's existence.

(b) Each committee member shall serve on such committee for one (1) year and until his or her successor is duly qualified and appointed. The Board shall reappoint the members of each committee of the Board at each annual meeting of the Board, following the general election of Trustees.

(c) The Board of Trustees, by a majority vote, may, at any time, fill any vacancy on a committee, appoint one or more Trustees to serve as alternate members of a committee to act in the absence or disability of members of the committee, with all the powers of the absent or disabled committee member, abolish any committee at the Board's pleasure, and remove any Trustee from membership on a committee at any time, with or without cause.

Section 7.2. Committee Procedures. All committees shall keep minutes of their proceedings and make formal reports in writing to the Board of Trustees at the next regularly scheduled meeting of the Board of Trustees.

Section 7.3. Committee Quorums; Voting. The presence in person of a majority of the members of any committee entitled to vote shall constitute a quorum for action by such committee. The assent of the majority of members present at any committee meeting shall be required to make their action valid. Unless the resolution of the Board of Trustees grants a committee the full authority to take certain actions, any action by a committee shall not be effective until approved by the Board of Trustees.

Section 7.4. Prohibited Actions. Notwithstanding anything to the contrary in these Bylaws, no Board committee shall have the authority to take any of the following actions without the approval of the Board of Trustees:

- (a) To make, alter or repeal the Articles of Organization of the Corporation, or any Bylaw of the Corporation;
- (b) To elect or appoint any officer or Trustee, or remove any officer or Trustee;
- (c) To make any grants or distributions of funds; or
- (d) To amend or repeal any resolution previously adopted by the Board of Trustees.

ARTICLE 8 – INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 8.1. Third Party Actions. Any person who was, or is, or hereafter shall be a Trustee or officer (hereinafter referred to as a "corporate agent") of the Corporation shall be indemnified by the Corporation against the reasonable costs, disbursements and counsel fees (hereinafter "expenses") and liabilities paid or incurred in satisfaction of any judgment, fine, penalty or settlement (hereinafter "liabilities") in connection with any pending, threatened or completed civil, criminal, administrative or arbitrative action, suit or proceeding, and any appeal therein (hereinafter "proceeding") involving the corporate agent by reason of his or her being or having been such a corporate agent other than a proceeding by or in the right of the Corporation, if (a) such corporate agent acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; and (b) with respect to any criminal proceeding, such corporate agent had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon plea of *nolo contendere* or its equivalent, shall not of itself create a presumption that such corporate agent did not meet the applicable standard of conduct set forth in this section.

Section 8.2. Action by or in the Right of the Corporation. The Corporation shall indemnify a corporate agent against his or her expenses in connection with any proceeding by or in the right of the Corporation to procure a judgment in its favor which involves the corporate agent by reason of his or her being or having been such corporate agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, in such proceeding no indemnification shall be provided in respect of any claim, issue or matter as to which such corporate agent shall have been adjudged to be liable for negligence or misconduct, unless and only to the extent that the court in which such proceeding was brought shall determine upon application that despite the adjudication of liability, but in view of all circumstances of the case, such corporate agent is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Section 8.3. Mandatory Indemnification. The Corporation shall indemnify a corporate agent against expenses to the extent that such corporate agent has been successful on the merits or otherwise in any proceeding referred to in Section 8.1 and 8.2 of these Bylaws in defense of any claim, issue or matter therein.

Section 8.4.

Procedure for Effecting Indemnifications. Any indemnifications under Section 8.1 of these Bylaws and, unless ordered by a Court, under Section 8.2 of these Bylaws, may be made by the Corporation only as authorized in a specific case upon a determination that indemnification is proper in the circumstances because the corporate agent met the applicable standard of conduct as set forth in Section 8.1 or in Section 8.2 of these Bylaws. Such determination shall be made (a) by the Board of Trustees, acting by a majority vote of a quorum consisting of the Trustees who were not parties to or otherwise involved in the

proceeding, or (b) if such a quorum is not obtainable or, even if obtainable, and such quorum of the Board of Trustees by a majority vote of the disinterested Trustees so directs, by independent legal counsel, in a written opinion, such counsel to be designated by the Board of Trustees.

Section 8.5. Advancing Expenses. Expenses incurred by a corporate agent in connection with a proceeding may be paid by the Corporation in advance of the final disposition of the proceeding if authorized in the manner provided in Section 8.4 of these Bylaws upon receipt of an undertaking by or on behalf of the corporate agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as provided in these Bylaws.

Section 8.6. Scope of Bylaws. The indemnification provided by this Article 8 shall apply to (a) the corporate agent and the legal representative or representatives of the corporate agent and (b) shall not exclude any other rights to which a corporate agent may be entitled under the Articles of Organization or Bylaws of the Corporation or by agreement or otherwise.

ARTICLE 9 – FISCAL YEAR AND AUDIT

Section 9.1. Fiscal Year. The Fiscal Year of the Corporation shall be the calendar year.

Section 9.2. Audit. An annual audit in accordance with generally accepted auditing standards by independent certified public accountants shall be made of the financial condition and results of operation of the Corporation.

ARTICLE 10 – AMENDMENT OF CORPORATE DOCUMENTS

Section 10.1. Amendment of Articles of Organization. The Corporation's Articles of Organization may only be amended, supplemented, restated, revised or repealed by a vote of a majority of the members of the Board of Trustees.

Section 10.2. Amendment of Bylaws. These Bylaws may be amended, supplemented, restated, revised or repealed by a majority vote of the members of the Board of Trustees.

ARTICLE 11 – NONDISCRIMINATION

Whenever reference in these Bylaws is made to the masculine pronoun or proper noun, it should be construed to include both the masculine and the feminine gender. In addition to its affairs and conduct of its business, the Corporation shall not discriminate as to any person on account of age, race, creed, color, sex, marital status, national origin or handicap.

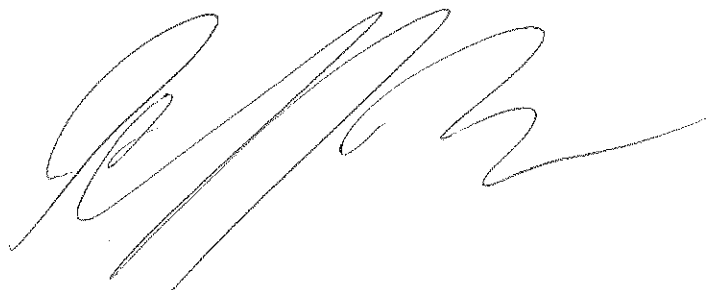
ARTICLE 12 – FORCE AND EFFECT

Section 12.1. These Bylaws are subject to the provisions of the Act and the Articles of Organization of the Corporation, as such corporate documents may be amended from time to time. If any provision of the Bylaws is inconsistent with a provision in the Act or in the Articles of Organization, the provision of the Act or the Articles of Organization shall govern to the extent of such inconsistency.

Section 12.2. The effective date of these Bylaws shall be the effective date of the filing of the Articles of Organization of the Corporation.

ARTICLE 13 – PARLIAMENTARY GUIDE

Section 13.1. The Standard Code of Parliamentary Procedure by Alice Sturgis, as amended from time to time, shall be the Corporation's parliamentary guide, and shall govern procedures of the Board of Trustees when not in conflict with the provisions of these Bylaws or any amendments thereto.

A handwritten signature in black ink, consisting of several large, stylized loops and a long horizontal stroke at the end, positioned in the lower half of the page.

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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 18 _____

Please check box if articles have changed since Phase 1:

YES

NO



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

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

Special Filing Instructions

Restated Articles of Organization

(General Laws, Chapter 180, Section 7)

Federal Employer Identification Number: 800957397 must be 9 digits)

We, JEFFREY ROOS President Vice President,

and JEFFREY ROOS Clerk Assistant Clerk ,

of MASS MEDI-SPA INC.
located at: 84 POLPIS RD NANTUCKET, MA 02554 USA

do hereby certify that the following Restatement of the Articles of Organization was duly adopted at a meeting held on:
8/19/2013 , by vote of:

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

ARTICLE I

The exact name of the corporation is:

MASS MEDI-SPA INC.

ARTICLE II

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

THE CORPORATION IS ORGANIZED FOR SPECIFIC CIVIC, EDUCATIONAL, AND SCIENTIFIC PURPOSES. ALL FUNDS, WHETHER INCOME OR PRINCIPAL, AND WHETHER ACQUIRED BY GIFT OR CONTRIBUTION OR OTHERWISE, SHALL BE DEVOTED TO SAID PURPOSES. TO CONDUCT SUCH OTHER ACTIVITIES AND PROGRAMS IN FURTHERANCE OF THE FOREGOING PURPOSES AS MAY BE CARRIED OUT BY A CORPORATION ORGANIZED UNDER MASSACHUSETTS GENERAL LAWS, CHAPTER 180 AND DESCRIBED IN SECTION (501)(C)(3) OF THE INTERNAL REVENUE CODE.

ARTICLE III

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

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:
(If there are no provisions state "NONE")

THE CORPORATION SHALL HAVE THE POWER TO BE A PARTNER IN ANY BUSINESS ENTERPRISE WHICH THE CORPORATION WOULD HAVE THE POWER TO CONDUCT AND AS THE CORPORATION IS NOT A PUBLIC CHARITY MAY MAKE CONTRACTS OF GUARANTEE AND SURETY SHIP, WHETHER OR NOT IN FURTHERANCE OF THE CORPORATIONS PURPOSES AS PROVIDED IN M.G.L. CHAPTER 156B, S.9B (ADDED BY M.G.L. CHAPTER 152 OF THE ACTS OF 1986).

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

ARTICLE V

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

8/20/2013

ARTICLE VI

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

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

No. and Street: 84 POLPIS RD
 City or Town: NANTUCKET State: MA Zip: 02554 Country: USA

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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	JEFFREY C ROOS	921 GARDEN ST. #4 HOBOKEN, NJ 07030 USA	2020
TREASURER	ELIZABETH RACHEL ROOS	921 GARDEN ST #4 HOBOKEN, NJ 07030 USA	2020
CLERK	JEFFREY C ROOS	921 GARDEN ST. #4 HOBOKEN, NJ 07030 USA	2020
CCO	JOE STEVENS	14 ELS WAY SUSSEX, NJ 07461 USA	2020
OFFICER	DAVID WILLIAM COFFIN	84 POLPIS RD.	2020

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

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

Name: D.W. COFFIN
No. and Street: 84 POLPIS RD.
City or Town: NANTUCKET State: MA Zip: 02554 Country: USA

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

UPDATED ARTICLE II AND ARTICLE IV

SIGNED UNDER THE PENALTIES OF PERJURY, this 19 Day of August, 2013,
JEFFREY ROOS , President / Vice President,

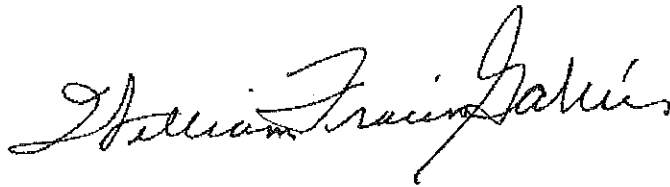
JEFFREY ROOS , Clerk / Assistant Clerk.

THE COMMONWEALTH OF MASSACHUSETTS

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

deemed to have been filed with me on:

August 19, 2013 04:23 PM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

PARENT OR SUBSIDIARY CORPORATIONS
(Exhibit 1.8)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): ___18_____

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			President/Chair: Treasurer: Clerk/Secretary:	
3			President/Chair: Treasurer: Clerk/Secretary:	
4			President/Chair: Treasurer: Clerk/Secretary:	
5			President/Chair: Treasurer: Clerk/Secretary:	

**REFERENCES
(Exhibit 1.9)**

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): 18 _____

Name of Reference	Business Phone & Email	Relationship to Applicant	Dates of Relationship
1 Jeff Devlin	917-601-6678 CAPTJEDGE@aol.com	Industry colleague	2006 to present
2 Fred Ruckel	917-716-8309 fred@rucksackny.com	Creative Director RuckSackNY Editorial Production Services	2006 to present
3 Brian Neaman	908-447-8408 brian@tbdny.tv	Partner, TBD New York Production Company	2006 to present

EXECUTIVE MANAGEMENT TEAM
(Exhibit 2.1)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 18 _____

Management Role	Name		Business Email and Phone Number	Business Address
1 Chief Executive Officer	Jeffrey Roos		jeff@massmedispa.org 551-689-5179	921 Garden St #4 Hoboken NJ 07030
2 Chief Compliance Officer	Joseph Stevens		joe@massmedispa.org 973-248-7927	Greenleaf Compassion Center 395 Bloomfield Ave Montclair NJ 07042
3 Chief Operations Officer	Karen Foreman		karen@massmedispa.org 917-312-7106	4020 W 39th Ave Denver CO 80212
4 Chief Operations Officer	David William Coffin		dw.coffin@massmedispa.org 401-743-3891	49 Polpis Rd. Nantucket MA 02554
5 Head of Patient Services	Elizabeth Roos		liz@massmedispa.org 973-580-4161	30 Rockefeller Plaza 57th FL NY NY 10112
6 Chief Financial Officer	Elliot DeSanto		elliott@massmedispa.org 908-451-2732	2201 Cherry Street, Unit 704 Philadelphia, PA 19103

7	Head of Safety & Security	Mike Lindley	 mike@massmedispaspa.org 508-680-6489	8 Federal St. Nantucket MA 02554
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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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): ___ 18 _____


List the résumés attached:

	Title	Name
1	Chief Executive Officer	Jeffrey Roos
2	Chief Compliance Officer	Joseph Stevens
3	Chief Operations Officer Norwell	Karen Foreman
4	Chief Operations Officer Nantucket	David William Coffin
5	Chief Financial Officer	Elliot De Santo
6	Head of Patient Services	Elizabeth Roos
7	Head of Safety & Security	Mike Lindley

Jeffrey Roos

ProduceWithRoos.com

551-689-5179 roos.jeff@gmail.com

Linked  www.linkedin.com/in/jeffreyroos/

TBDny.tv, New York, NY

Executive Producer & Line Producer July 2010- Present

- **MTV Networks** - "Hashtag Funny" 6 Ep. web series- (currently in production) 2013
- **Steel Phantoms**- Music Video - February 2013
- **Above Average Network / Harvard Sailing Team**- "Hipster Thanksgiving" viral web video - October 2012
- **Paul Miller Racing** "Baltimore Grand Prix" web video - July 2012
- **Chevrolet**- "Moments" :60 Mofilm Commercial Contest Winner- June 2012
- **AmericansElect.org** - "Sh*t Politicians Say" viral web video & related iPad content - January 2012
- **Bacardi**- "Decentralized Dance Party" Mofilm Commercial Contest Winner - January 2012
- **Renaissance Hotels**- "NYC" Mofilm Commercial Contest Winner - April 2011
- **Chevrolet**- "Schools Out" :30 Mofilm Commercial Contest Winner - December 2011
- **Ford / Splitsider.com** - "Hitchin' A Ride" 4 Ep. branded content videos - November 2011
- **Taylor Carson** - "Smoke" Music Video - September 2011
- **Amazon Kindle** - "Tree" :30 AICP Nomination 2011 - June 2010
- **Bud Light**- "Jury Duty" 1st Place Winning Entry for Cannes Lions Mofilm Video Contest - May 2010
- **Walmart**- "Guitar" 1st Place Winning Entry for American Idol Mofilm Video Contest - May 2010
- **GE Appliances** - "Sockloss.com" 5 branded content videos - December 2010

McGarry Bowen, New York, NY

Producer August 2011- December 2012

- Produced television commercials for Burger King, Chase and Verizon
- Produced radio & television commercials for Crayola

Digitas, New York, NY

Motion Media Producer October 2008-August 2011

- Produced national broadcast television and radio commercials, as well as internet content for clients such as American Express, Pfizer, Bristol-Myers Squibb, and Comcast Cable.
- Experienced in producing both live action and 2D/3D animation projects with large amounts of deliverables, accelerated timelines and challenging budgets.
- Developed large scale interactive websites for Pfizer, creating budgets, schedules and overall project management

Grey Worldwide, New York, NY

Assistant Producer February 2006-September 2008

- Produced national broadcast television commercials for clients such as Olive Garden, Frontier Airlines, and Nokia
- Produced test animatics, photomatics, and video storyboards for clients such as Olive Garden, P&G, Wyeth,

EDUCATION

Dickinson College, Carlisle, PA - Graduated 2005

Bachelor of Arts Degree, International Business & Management

Jeffrey Roos, Chief Executive Officer Mass Medi-Spa

ELLIOT A. DE SANTO

• 908-451-2732 • elliottd@wharton.upenn.edu

EDUCATION

THE WHARTON SCHOOL, UNIVERSITY OF PENNSYLVANIA Philadelphia, PA
Master of Business Administration Candidate; Majors in Finance and Operations Management 2012-2014

- Fellowship award recipient, recognizing outstanding academic and professional accomplishments, exceptional character, integrity, and leadership
- Editor for Wharton Journal, Treasurer for Wharton's Hispanic American MBA Association, and TA for Marketing 101

BOSTON UNIVERSITY, COLLEGE OF COMMUNICATION Boston, MA
Bachelor of Science in Communication; Major in Public Relations and Minor in History 2000-2004

- Cum Laude
- Member of Lacrosse Team, Management & Finance Internship Program – London, UK, and Zeta Beta Tau Fraternity

EXPERIENCE

GOOGLE, INC. Mountain View, CA
Finance Operations – MBA Intern 2013

- Led research to optimize global invoice receipt and payment processes, including system redesign, make vs. buy, scenario modeling, and ROI analysis
- Gathered cross-functional requirements of recommended solution and submitted for technical design as well as internal patent

BARCLAYS CAPITAL, INC. New York, NY
Strategic Sourcing – Assistant Vice President 2009-2012

- Led cross-functional project teams of 5-25 across Americas, EMEA, and APAC regions facilitating sourcing activities impacting \$1.1B+ in professional services spend within the areas of Management Consulting, Finance, Legal, and HR
- Negotiated, drafted, and closed a broad scope of complex contracts including existing, prospective supplier, and strategic business partner agreements exceeding \$100M in total value
- Managed the global relationship with top-tier Management Consulting firms, interfacing with client-lead and engagement-specific partners and aligning internal senior stakeholders to leverage overall spend and reduce pricing by an average of 20%
- Generated savings in excess of \$6M via strategic outsourcing initiatives for Americas HR including Payroll, Benefits, and Recruitment Process Outsourcing (RPO)
- Conducted first enterprise-wide Legal Panel Review leveraging both US and UK spend volume across 100+ law firms achieving average discounts of 23% resulting in \$10M+ in incremental savings

AMERICAN INTERNATIONAL GROUP, INC. (AIG) New York, NY
Global Sourcing Services – Sourcing Manager 2007-2009
Global Sourcing Services – Sourcing Analyst 2006-2007

- Generated year-over-year total cost savings in excess of \$10M via sourcing activities impacting over \$400M+ in spend across areas of Fleet, Real Estate, Corporate Benefits, Corporate Training, Audit, and Professional Services
- Led sourcing initiative to consolidate contingent labor supply base through Ariba eSource based RFI and reverse auction, resulting in a +50% reduction in total supply base
- Directed multi-national outsourcing engagement for HR, Payroll, and Benefits solutions in preparation for divestiture/separation, achieving \$500K+ in savings
- Key contributor in the development and negotiation of Global Master Agreement with the Big 4 Accounting/Consulting Firms reducing overall rates by an average of 12%

AMERICAN WATER WORKS COMPANY Plainfield, NJ
Supply Chain Business Analyst 2005 – 2006

- Led cross-functional project teams and assisted Supply Chain Managers with sourcing activities that yielded \$750K in savings
- Created RFP documents, bid strategy, cost analysis, and agreements for all sourced categories including: Facility Services, Network Repair, Paving, Landscaping, and Tank Rehabilitation
- Conducted financial analysis of company spend by category, tracking banked savings, savings opportunities, and non-compliance as well as daily/monthly analysis of commodity markets to gauge impact of raw materials on market pricing

ADDITIONAL INFORMATION

- *Certifications:* Certified Purchasing Manager (CPM) – Institute for Supply Management (2008)
- *Interests:* Snowboarding, Film/TV/Web Content Production, Professional Sports, Live Music, Fresh Food, and Good Wine

Elliot De Santo, CFO, Mass Medi-Spa

Karen Foreman Head of Operations, Norwell

www.linkedin/in/karenforeman • foreman.karen@gmail.com • 917.312.7106

CFO, CAM Dispensary, Denver

Jan 2011- June 2013

- Achieved \$1.5 mill increase in yearly revenue via oversight of grow and retail operations, and developing incentives to increase patient loyalty and membership.
- Responsible for financial planning, overseeing additional management corporations, building staff, and regulating 3000 plant grow to comply with strict regulations.
- Customized industry software to suit unique needs of the operations from seed to sale.
- Completed continuing education certificate program on Endocannabinoid System and Cannabis, What Nurses Need to Know.

Senior Producer, Refinery, NYC <http://refineryvfx.com>

May 2006- Jan 2011

- Produced editorial, 2D and 3D graphics, web, audio, and finishing on hundreds of campaigns for clients including DDB, BBDO, Audi, MTV Networks, DIY Network, Def Jam, Momentum, Uproar!, M80, History Channel, Droga 5, Digitas, and Sports Illustrated.
- Responsible for client relations, budgets, scheduling of 7 in-house edit and VFX suites, hiring of staff and freelance talent, casting VO talent, negotiating with agencies and vendors, and all asset management from dailies to deliverables.
- Ideation, development, and producer of original creative content from concept to completion.

Producer, KSM, Artist Management for Sting, NYC

Jan 2004- May 2006

- Approved scripts and pitches for television commercials, film soundtracks, musical collaborations, fundraisers, and book proposals.
- Produced worldwide concerts involving Sting's various music ensembles, acting as a point of contact between band managers, agents and venues.
- Coordinated talent, filming, post-production of Rainforest Foundation benefit concerts.

Producer/Sound Engineer, Tomandandy, NYC

June 2001-June 2003

- Completed bid process and negotiated budgets with advertising agencies.
- Liaised between clients and composers on East and West Coast offices.
- Mixed audio and sound design on national commercials and feature films, created and managed extensive music library and database.

Education

Bachelor of Arts, The New School, NY- Individualized Major in Film and Media

Passions

Nutrition, holistic wellness, acupuncture

Volunteer

Counseled low-income families on healthy diet and cooking in Brooklyn, NY
Mentorship program for at-risk teenage girls, conducting field trips, wellness coaching, and college application preparation.

508.680.6489
skillylindley@gmail.com

Mike Lindley

Experience

- | | | |
|---|-----------------------------------|--------------------|
| 2012-Present | Jordan William Raveis Real Estate | Nantucket, MA |
| Sales Associate | | |
| <ul style="list-style-type: none">Act as an intermediary in negotiations between buyers and sellers, generally representing one or the otherPrepare documents such as representation contracts, purchase agreements, closing statements, deeds and leasesConfer with escrow companies, lenders, home inspectors, and pest control operators to ensure that terms and conditions of purchase agreements are met before closing dates | | |
| 2008-2012 | United States Marine Corps | Camp Pendleton, CA |
| Assault Section Leader | | |
| <ul style="list-style-type: none">Served as Assault section leader for India Co. advising platoon and Company Commanders on how to best utilize company's assault assetsServed as team/ squad leader on seven-month combat deployment to Afghanistan, responsible for the lives of ten Marines and five Afghan National Army troopsResponsible for cross training over one hundred and fifty Marines in the use of military explosives and urban fighting techniquesPlanned and led over one hundred-fifty combat missions | | |
| 2001-2008 | The Muse | Nantucket, MA |
| Bar Manager/Head Bartender | | |
| <ul style="list-style-type: none">Responsible for oversight of bar and security staffListened and resolved customer complaintsDeployed and enforced safety procedures | | |

Education

- | | | |
|--|-------------------|-------------|
| 2001-2004 | Limestone College | Gaffney, SC |
| <ul style="list-style-type: none">U.S. History | | |
-

Mike Lindley, Head of Security Mass Medi-Spa

JOSEPH L. STEVENS

SUMMARY: Founder of first and only NJ Licensed Alternative Treatment Center providing pharmaceutical grade medicinal marijuana to qualified NJ patients.

EDUCATION AND LICENSING

ASRT #466288 ARRT #408466

NJ License #642467

2007 County College of Morris

Associate of Applied Science, Radiography

1997 Mercer Community College

Associate of Applied Science and Certificate; Funeral Services Curriculum

WORK EXPERIENCE

2011-present Greenleaf Compassion Center
President and CEO

Montclair, NJ

- Established and opened first NJ Non-Profit Alternative Treatment Center to provide State-approved patients with medicinal marijuana

2007-2011 Advanced Imaging Associates
Radiological Technologist

Franklin, NJ

- Perform MRI and x-ray procedures for multi-location imaging group
- CPR Certified
- PACS
- Preparing for MRI Registry

2007 Morristown Memorial Hospital
Radiological Technologist

Morristown, NJ

- Perform R.T. procedures in high-volume trauma hospital
- Rotations in ER, OR, Fluoroscopy, MRI, Nuclear Medicine, Pediatrics
- CPR Certified
- PACS

1994-2003 Family-Owned Funeral Homes
Funeral Director

New Jersey

- Counseled families for pre-need and post-need funeral services
- Arranged and directed funeral services
- Performed embalming or other preparations of the body according to the wishes of the survivors and the requirements of the law

DAVID-WILLIAM COFFIN

DW.Coffin@MassMediSpa.org • [REDACTED] • 401.743.3891

EXPERIENCE

NANTUCKET BUTTER CO.

**Nantucket, MA
October 2010 - present**

C.E.O.

- Oversees all operations required of introducing gourmet food product to mass market
- Assembled management team including the appointment of top sales and business strategy executives
- Spearheaded the transformation of company from local gourmet food supplier to nationally available high quality product
- Executed complete overhaul of company operations including the integration of co-packing facility to allow for national availability
- Presides over all aspects of the business including sales, website, public relations, marketing, accounting, legal, and new product development

PROPRIETARY FUND MANAGER

**New York, NY
2007 - present**

Entrepreneurial Trader

- Analyzed and traded stocks/equities
- Area of expertise includes: managing equity long/short portfolio, risk management, forecasting/market trend analysis
- Five years of building/developing trading skills through consultation with industry experts such as T3 Capital
- Tested new trading/investing methods through algorithmic simulators

M/V MIRACLE

**Newport, RI
2005 - 2007**

Deckhand/Engineer

- Assisted with the facilitation of guest charters acting as a liaison between clients and crew members
 - Oversaw refit of engine room; delegating work to staff and making decisions in the absence of managers
 - Participated in multiple deliveries of boat from Ft. Lauderdale, FL to Newport, RI.
-

EDUCATION

SALVE REGINA UNIVERSITY

**Newport, RI
2002 - 2007**

Major: Economics

- Concentration: Money, Finance; Minor in Business
-

ADDITIONAL

SKILLS: Proficient in all Microsoft applications including Excel, PowerPoint, Outlook and Word. Conversant in Spanish.
PHILANTHROPY: Active supporter of the Nantucket Boys & Girls Club and St. Jude Children's Research Hospital

Applicant/Backer/Key personell/Affiliate/vendor

NAME : Joseph Stevens

CONTACT INFO: 973-248-7927; [REDACTED]

CONTEXT: Please fill in the following areas as they are relevant to the person's ability to

1 Carry out their designated role: Joseph has demonstrated experience establishing and operating both a State licensed medical marijuana cultivation facility as well as a dispensary. Joseph single handedly navigated through NJ's highly restrictive Compassionate Use of Medicinal Marijuana Act and Regulations, opening Greenleaf Compassion Center, the first and only operational facility in the state. He worked hand in hand with the NJ Department of Health and Senior Services to meet the stringent State compliance requirements including, but not limited to security, inventory management, risk assessment, personnel management, cultivation procedures, and safe patient access. He assisted the Department of Health in establishing laboratory testing including the development of protocol for isolating and identifying quantities of THC, THC-A and CBD's. The results of his success with compliance set the standard for the remaining licensees to meet in order to be approved for becoming operational.

2 Successfully complete work on projects of a similar size and scope, in the same or a comparable line of business. Joseph is notably recognized for becoming the first and only to open and operate Greenleaf Compassion Center, a NJ Alternative Treatment Center for medicinal marijuana. Greenleaf runs a 5,000 square foot cultivation facility as well as a patient dispensary. Greenleaf Compassion Center was one of six organizations selected by the NJ Department of Health and Senior Services to receive permitting and was the only organization to achieve township approvals, meet the highly restrictive program regulations, and successfully open their doors to the patients of NJ. Greenleaf Compassion Center serves the entire Northern Region of New Jersey and as the only operational facility, opened its doors to patients from the entire state.

CREDENTIALS/ACCOMPLISHMENTS: Founder and owner of first and only operating medical marijuana cultivation facility and dispensary in the state of NJ.

EDUCATION/TRAINING: A.A.S., Radiography; A.A.S., Funeral Services

QUALIFICATIONS/SKILLS: Proven skills in budget management, regulatory compliance, patient education, cultivation design and production, inventory management, and recordkeeping.

EXPERIENCE: Over four years' experience establishing and opening Greenleaf Compassion Center, a NJ Non-Profit Corporation providing state-licensed medicinal marijuana to qualified NJ patients.

COMPETENCE:

PAST LEGAL AND REGULATORY COMPLIANCE: Prior to establishing Greenleaf Compassion Center, Joseph was a State-licensed funeral director and State-licensed Radiological Technologist. Both positions required him to prepare for and participate in both annually scheduled and unannounced,

spur of the moment State inspections. His thorough knowledge of State requirements and regulations afforded him success in limiting his employers' exposure to violations and/or penalties.

Elizabeth V. Roos

• elizabethvesely@gmail.com • 973-580-4161

MAY 2013 - PRESENT

LAZARD ASSET MANAGEMENT LLC, (NEW YORK, NY)

Senior Marketing Communications Specialist – Alternative Investments

- Complete due diligence questionnaires, forms 15-c, RFIs/RFPs and other ad-hoc requests.
- Work with representatives of specific portfolio management teams to develop language to describe/explain, sell, and service specific strategies, as assigned.
- In coordination with dedicated database administrator, maintain relevant language/data in a central source (PMAPS) and update as necessary.

JUNE 2012–MAY 2013

ZAIS GROUP LLC, (RED BANK, NJ)

ZAIS Group is a global asset management firm that offers REIT funds and hedge funds in addition to SMAs. #1 in Barron's Top 100 Hedge Funds in 2011, and #31 in Bloomberg's Top 50 Mid-Sized Hedge Funds in 2012.

Senior Client Relations Associate

- Responded to and fulfilled any client, prospect, or third party inquiry or ad hoc requests for all Europe and US investors.
- Collaborated with all departments at ZAIS to develop a Firm DDQ and fund-specific DDQs and RFP responses.
- Facilitated CRM migration and maintained investor web portal to ensure that all information and documentation is current and in accordance with regulatory compliance requirements.

JUNE 2011–JUNE 2012

WECHSLER ROSS & PARTNERS, (NEW YORK, NY)

Wechsler Ross & Partners is a specialized financial marketing agency.

Senior Account Manager

- Managed multiple client accounts including Merrill Lynch Alternative Investments, Goldman Sachs, and PIMCO; ensured on time, on budget, high quality marketing deliverables including presentations, brochures, and white papers.
- Oversaw the implementation of strategic marketing and branding communication plans.

CADOGAN MANAGEMENT/CANTOR FITZGERALD INVESTMENT ADVISORS, (NEW YORK, NY) AUG 2009–JUNE 2011

Cadogan was a privately owned funds of hedge funds with \$1B AUM prior to the sale of the firm

Client Services Associate

- Acted as a direct liaison between investors and the fund.
- Processed monthly capital activity and cash flows including subscriptions, redemptions and transfers; coordinated and led Due Diligence meetings and quarterly investor update calls.
- Tracked all prospect, client and consultant activities with CRM (Saleslogix); prepared and distributed performance, monthly letters, company updates, and client reports.

FEB 2007–AUG 2009

SCHRODER INVESTMENT MANAGEMENT, (NEW YORK, NY)

Marketing/Key Accounts Junior Associate

- Updated all presentations, fact sheets and commentaries; coordinated with Proposal Group on data requests and content development.
- Utilized the CRM (Salesforce) to track sales activity and manage pipeline reports.
- Maintained the marketing budget across all sales channels on a monthly basis; planned and organized global events, campaigns and roadshows.

JULY 2005–FEB 2007

DRAFT WORLDWIDE/MCCANN ERICKSON (NEW YORK, NY)

Account Executive

- Served as the main point of contact for the client on Bank of America, Coca-Cola, and MasterCard accounts; coordinated all team and client meetings and maintained project timelines.

May 2004

Education

NORTHEASTERN UNIVERSITY (BOSTON, MA)
Bachelor of Science (Business Administration)

Elizabeth Roos
Head of Patient Services
Mass Medi-Spa

EVIDENCE OF CAPITAL
(Exhibit 4.1)

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

Corporation Name: _____ Mass-Medi Spa Inc. _____

Application # (if more than one): _____ 18 _____

Total Capital needed for this application: \$ _____ 400,000 _____

Attach one-page bank statement.



BANK OF AMERICA, N.A. (THE "BANK")

MASS MEDI-SPA INC.

BUSINESS ADVANTAGE CHK



Bank of America, N.A.
Hoboken-Addtown BC
615 Washington St
Hoboken, New Jersey 07030

Date/Time Printed 11/20/2013 10:53 AM EST

Last Posting Date 11/19/2013

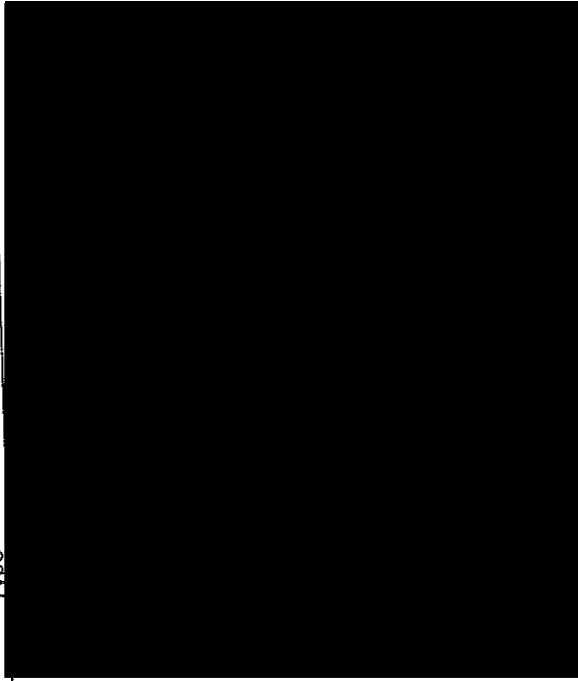
Transaction History



Available Balance (\$) \$1,021,363.60

#Counts include posted items only-Intraday items are not included in the counts
Balance Last Statement, Deposits/Credits, Withdrawals/Debits may not total to Available Balance.

Available Balance



For additional information or service, please contact the Customer Service Center

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

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

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____ 18 _____

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 Ronald Marks	149 South Street Morristown, NJ 07960	\$ 1,025,000 % 96	cash	none	Note payable
2		\$ %			
3		\$ %			

Entity Name/ Business Address	Leadership Names	\$ amount and % of Initial Capital Provided	Type of Contribution (cash, land, building, in-kind)	Role in Dispensary Operations	Terms of Agreement (if any)
1	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			
2 Add more rows as needed.....	CEO/ED: President/Chair: Treasurer: Clerk/Secretary:	\$ %			

CAPITAL EXPENSES
(Exhibit 4.3)

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

Corporation Name: Mass Medi-Spa Inc. Application # (if more than one): 18

	Expense Type	Costs	Explanation of Expense
	Planning and Development		
1	Architect and design fees	\$150,000	
2	Environmental survey	\$15,000	
3	Permits and Fees	\$160,000	
4	Security assessment	\$15,000	
5	Land/building cost	\$3,850,000	55 Accord Park Drive, Norwell MA
6	Land/building cost	\$600,000	16 Amelia Drive, Nantucket MA
7	Site clean-up and preparation	\$45,000	
8	Legal	\$60,000	
9			
	Build-out Costs		
1	Construction expenses	\$1,100,000	
2	Painting and finishes	\$200,000	
3	Security system	\$77,000	
4	Contractor Fees	\$100,000	
5		\$	
6		\$	
7		\$	
8		\$	
9		\$	
	Equipment Costs		
1	Vehicles and transportation	\$200,000	
2	Cultivation equipment	\$500,000	
3	Storage needs	\$40,000	
4	Computer equipment	\$25,000	
5	HVAC	\$250,000	
6	Kitchen/food prep equipment	\$100,000	
7			
8	Applied Extraction Equipment	\$200,000	
9			
	TOTAL	\$ 7,687,000	

YEAR-ONE OPERATING BUDGET
(Exhibit 4.4)

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

Corporation Name: _____ Mass Medi-Spa _____ Application # (if more than one): 18

Budget Period: 9/2014 to 9/2015

Projected Number of Patients: 2200 and Number of Visits: 26,400

			Year ONE Budget	Budget Notes ¹
REVENUE				
1	Medical Marijuana sales		\$ 7,236,799	Dried flower Norwell & Nantucket
2	Other supplies sold		\$1,332,803	MIPs Norwell & Nantucket
3	Other revenue sources		\$	
A	TOTAL REVENUE:		\$8,569,602	
PAYROLL EXPENSES				
	Personnel Category	# FTE		
1	Cultivation	19	494,184	1 manager, 18 staff
2	Kitchen & Extraction	5	216,000	1 manager, 4 staff
3	Dispensary	10	300,000	
4	Management	7	700,000	
B	TOTAL SALARIES		\$1,710,184	
C	Fringe Rate and Total	20%	\$342,037	
D	TOTAL SALARIES PLUS FRINGE (B+C)		\$2,052,221	
OTHER EXPENSES				
1	Consultants		\$250,000	Grower David Threlfall/Marqaha Tim McDowell
2	Equipment		\$200,000	Extraction & Kitchen equipment
3	Supplies		\$318,000	Grow & Extraction supplies
4	Inventory Management / IT		\$20,000	Computer / MJ Freeway
5	Utilities		\$325,000	Grow & Dispensaries
6	Insurance		\$21,000	Coverage per regulations
7	R&D		\$60,000	Research & Development of MIPs
8	Depreciation/Amortization		\$235,083	
9	Leasehold Expenses		\$200,000	
10	Accounting & Legal		\$60,000	
11	Security & Alarm		\$80,000	
12	Travel & Transport		\$120,000	From Norwell Cultivation to Nantucket RMD
13	Permits & Fees		\$200,000	
14			\$	
E	TOTAL OTHER EXPENSES		\$2,089,083	
	TOTAL EXPENSES: (D+E)		\$4,141,304	
	DIFFERENCE		\$4,428.298	

¹ Enter short explanation of expenses

THREE-YEAR BUSINESS PLAN BUDGET PROJECTIONS
(Exhibit 4.5)

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

Corporation Name: Mass Medi-Spa Inc. Application # (if more than one): 18

Fiscal Year Time Period: 9/2014- 9/2016 Projected Start Date for the First Full Fiscal Year: 9/2014

	FIRST FULL FISCAL YEAR PROJECTIONS 2014	SECOND FULL FISCAL YEAR PROJECTIONS 2015	THIRD FULL FISCAL YEAR PROJECTIONS 2016
Projected Revenue	\$6,017,924	\$20,760,397	\$31,472,868
Projected Expenses	\$4,321,480	\$14,908,340	\$22,586,750
TOTAL:	\$1,696,444	\$5,852,057	\$8,886,118
Number of Patients	1600	2200	3600
Number of Patient Visits	8000	26,400	43,200
Projected % of growth rate annually	30%	30%	60%
Total FTE in staffing	24 FTE	34 FTE	36 FTE
Projected Medical Marijuana Inventory	98 Lbs.	135lbs.	222 Lbs.

EVIDENCE OF INTEREST IN DISPENSARY SITE
(Exhibit 5.1)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____ 18 _____

Physical Address	County	Type of Evidence Attached
16 Amelia Drive Nantucket MA 02554	Nantucket	(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;)

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: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____18 _____

Physical Address	County	Type of Evidence Attached
55 Accord Park Drive, Norwell MA 02061	Plymouth	(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;)

EVIDENCE OF INTEREST IN PROCESSING SITE
(Exhibit 5.3)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____ 18 _____

Physical Address	County	Type of Evidence Attached
55 Accord Park Drive, Norwell MA 02061	Plymouth	(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;

OFFER TO PURCHASE REAL ESTATE

"This is a legally binding contract. If not understood, seek competent Advice."

To: Erin Lemberg Trust

From the office of:
Maury People Sotheby's International Realty

27 Evergreen Way
Nantucket MA 02554

Date: September 27, 2013

I hereby offer to buy the property herein referred to and identified as follows:

16 B & 16 C Amolla Drive, Nantucket MA 02554 Map 67 Parcel 4412 as shown on plan provided at showing and to include basement space.

I hereby offer to buy said property under the following terms and conditions:

- (1) I will pay therefore Five Hundred Fifty Thousand dollars (\$550,000), of which:
 - (a) \$5,000 is paid herewith as a deposit to bind this Offer.
 - (b) \$22,500 is to be paid as an additional deposit upon execution of Purchase and Sale Agreement as provided for below.
 - (c) \$522,500 is to be paid in cash, certified check, or bank draft at the time of the delivery of the Deed.
 - (d)
 - (e) \$550,000 is the Total Purchase Price. *10/22/13 22,500*
- (2) This Offer is good until 3:00 PM on 10/21/2013, at or before which time a copy hereof shall be signed by you, the Seller and your spouse, signifying acceptance of this Offer, and returned to me forthwith; otherwise this Offer shall be considered as rejected and any money deposited herewith shall be returned to me forthwith.
- (3) The parties hereto shall, on or before 5:00 PM on 11/11/2013, execute a mutually agreeable Purchase and Sale Agreement which when executed, shall be the Agreement between the parties hereto.
- (4) A good and sufficient Deed, conveying a good, clear and marketable title of record shall be delivered at 3:00 PM on 1/31/2014, at the Nantucket County Registry of Deeds, unless some other time and place are mutually agreed upon.
- (5) (a) If you (Seller) do not fulfill your (Seller's) obligations under this Agreement, said Agreement shall be enforceable both at law and in equity, (inclusive of specific performance).
(b) If I (Buyer) do not fulfill my obligations under this Offer, the deposit (1) (a) mentioned above shall become your (Seller's) property as liquidated damages without recourse to either party.
- (6) Time is of the essence hereof.
- (7) A fee of 5% will be paid by the Seller to Maury People & Coffin RE, upon passing of title.
- (8) Buyer will pay a 2% Nantucket Island Land Bank fee at closing.
- (9) Subject to Mass Medi Spa, being awarded final Local, State and Federal approval to operate medical marijuana dispensaries in BOTH Nantucket County and Plymouth County, Norwell Mass. Approvals to be obtained by Jan 31st. Mass Medi Spa has completed Phase 1 of application process. *Closing to take place on or before 30 days from final approval.* Buyer review and acceptance of condo documents. Cash Offer. Seller to offer buyer a 10 day first right of refusal on Unit A at 16 Amolla Drive.

Winn/gt
subject to seller obtaining approval from W&S Realty Trust for retail use
subject to closing to take place no earlier than 30 days from final approval.

WITNESS my (our) hand(s) and seal(s). SIGNED (Buyer) *[Signature]* Mass Medi Spa Inc
 (Buyer) *[Signature]* Bill Delphas or Assignee
 3 Milk Square, Nantucket MA 02554
 (Address)

This Offer is hereby accepted upon the foregoing terms and conditions at _____ AM/PM on _____
 Receipt of the deposit of \$ _____ is hereby acknowledged.
 WITNESS my (our) hand(s) and seal(s) *[Signature]*
 (Seller) Erin Lemberg Trust

(Broker) Gary Winn/Brian Sullivan

RECEIPT FOR DEPOSIT

Received From _____ the sum of \$ _____ as deposit under the terms
 (Buyer)
 and conditions of the above Offer, to be held in escrow by _____
 Broker or authorized representative _____

OFFER TO PURCHASE

This Offer to Purchase the Lot and Building known as 55 Accord Park Drive, Norwell, Massachusetts, dated this 21 day of November, 2013 is made under the following terms and conditions:

- Seller: 55 Accord, LLC
- Buyer: Mass-Medi Spa
- Premises: All of the property known as 55 Accord Park Drive, Norwell, Massachusetts. The Building contains approximately 35,300 square feet and the Lot contains approximately 3.14 acres.
- Purchase Price: \$3,650,000 paid all cash at Closing.
- Condition of the Premises: Buyer shall accept the Premises in "as is" condition, broom clean and free of all tenants.
- Purchase Contingencies: Buyer's acquisition of the Premises shall be conditioned upon the following:
- 1) Buyer's satisfactory review of a 21E report prepared by a qualified Environmental Engineer of Buyer's choosing indicating that the property is in compliance with MGL Chapter 21E. Buyer shall have until December 30, 2013 to complete said report and to accept or reject same. If Buyer rejects said report for any reason, it shall notify the Seller in writing by December 30, 2013 and shall then be entitled to a return of all refundable deposits without further recourse to either party.
 - 2) Buyer's due diligence investigation and satisfactory physical inspection of the Premises by December 30, 2013. If Buyer is not satisfied with the results of its due diligence for any reason, in Buyer's sole discretion, it shall be entitled to a return of all refundable deposits without further recourse.

- 3) Buyer obtaining all final licenses, approvals and permits from the Commonwealth of Massachusetts and the Town of Norwell to use the Premises for growing and dispensing medical marijuana by no later than August 1, 2014.
- 4) In order to help finance the acquisition of said Premises, the Buyer shall apply for a conventional bank or other institutional commercial mortgage loan of up to 80% of the purchase price set forth herein at prevailing rates, terms and conditions. If despite the Buyer's diligent efforts a written unconditional (except for conditions that can be reasonably satisfied by the Buyer) commitment for such loan cannot be obtained on or before January 31, 2014, the Buyer may terminate this agreement by providing written notice to the Seller and the Broker(s), as agent(s) for the Seller, prior to the expiration of such time, whereupon the refundable deposits shall be returned to Buyer and all other obligations of the parties hereto shall cease and this agreement shall be void without recourse to the parties hereto. In no event will the Buyer be deemed to have used diligent efforts to obtain such commitment unless the Buyer submits a complete mortgage loan application (except for the Purchase and Sale Agreement) conforming to the foregoing provisions to one institutional mortgage lender on or before December 15, 2013.
- 5) Seller shall, prior to the delivery of the deed, repair the existing septic tank to prevent it from leaking.
- 6) Buyer acknowledges that the existing day care facility located within five hundred feet (500') of the Premises will need to be relocated and Buyer shall, at Buyer's sole cost, take the necessary steps to relocate said facility. If Buyer is unable to negotiate an agreement with the daycare facility acceptable to Buyer in its sole discretion, then Buyer may terminate this Agreement whereupon all refundable deposits shall be returned and this Agreement of no further force or effect.
- 7) Seller delivering good, clear, insurable, recordable and marketable title to the Premises.

Deposit: Upon Seller's acceptance of this Offer to Purchase, Buyer shall deposit \$20,000 in escrow with Rader Properties, Inc (the "refundable deposit"). Upon the execution of the Purchase and Sale Agreement, Buyer will deposit an additional \$130,000 with Rader Properties, Inc. to be held in escrow pursuant to the terms of the Purchase and Sale Agreement. All Deposits will be applied to the Purchase Price. All interest on deposits will be credited to the Buyer.

Non-Refundable Deposits:

Commencing on the execution date hereof, Buyer agrees to make monthly payments directly to the Seller, which payments shall not be refunded to the Buyer under any circumstances, but shall be applicable to the Purchase Price, the "Non-Refundable Deposits". The Non-Refundable Deposits to be made to the Seller are as follows:

Due upon execution of this Offer	\$9,000
Due December 1, 2013	\$18,000
Due January 1, 2014	\$18,000
Due February 1, 2014	\$18,000
Due March 1, 2014 and on the first day of each subsequent month until Closing Date	\$20,800

Closing Date:

The later to occur of thirty (30) days following the date of issuance of all required and unappealed Commonwealth of Massachusetts and Town of Norwell permits to operate a medical marijuana treatment center but in no case later than August 1, 2014, or sooner if agreed to by the parties.

Purchase and Sale Agreement:

This Offer is subject to a mutually satisfactory Purchase and Sale Agreement being executed by the parties on or before December 20, 2013.

Offer Expiration Date:

This Offer will expire if not accepted on or before 5:00 p.m. on November 21, 2013 with all deposits required to be made by Buyer upon execution.

Brokerage:

A real estate commission, as specified in a separate agreement, shall be paid by the Seller to Rader Properties, Inc. at the time of closing.

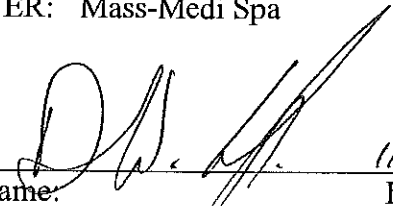
Confidentiality:

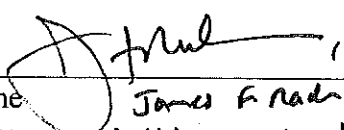
The information contained in this document is privileged, confidential, and intended only for the use of the individuals or entities contained herein.

This Offer is Accepted by the Parties:

BUYER: Mass-Medi Spa

SELLER: 55 Accord, LLC

By:  11/21/13
Name: _____ Date
David-William Coffin
C.O.O. Mass-Medi Spa

By:  11/21/13
Name: _____ Date
Title: ^{man} James F. Radt
As Manager and not individually

EVIDENCE OF LOCAL SUPPORT
(Exhibit 5.4)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): ___18_____

Site	City/Town	County	Type of Support Attached
1	N/A		
2			



OFFICE OF BOARD OF SELECTMEN
TOWN OF NORWELL

345 MAIN STREET P.O. BOX 295
NORWELL, MASSACHUSETTS 02061

(781) 659-8000
FAX (781) 659-7795
www.townofnorwell.net

November 20, 2013

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

To Whom it May Concern:

Please be advised that the Town of Norwell (the "Town") acting through the Board of Selectmen (the "Board") and Town Meeting, has voted to zone areas within certain business zones as eligible places for siting medical marijuana facilities, both manufacturing and dispensaries.

The Board has had several discussions surrounding the issue of medical marijuana facilities and believes that these types of facilities are business opportunities for the Town and has actively met with potential vendors looking to site a facility in Norwell. Town Meeting voted unanimously to support the zoning article on medical marijuana and the Selectmen have received no correspondence in opposition to siting these facilities. The Town would welcome a medical marijuana facility in Norwell. Should a license be granted, the Selectmen will work with Department Heads and local stake holders to ensure that the chosen vendor is in compliance with MGL 369, An Act for the Humanitarian Use of Marijuana for Medical Purposes, as well as the by-laws of the Town of Norwell, which by-laws include a requirement that "any medical marijuana treatment center shall not be located within 500 feet of any lot with a residence, school or daycare facility."

The Town has met with members of Mass Medi-Spa Inc. and has discussed their intentions to operate a Registered Marijuana Dispensary (RMD) in the town of Norwell, MA. These preliminary discussions have been positive and the Town has no present opposition to, and is willing to further explore options with, this vendor for locating and operating in town.

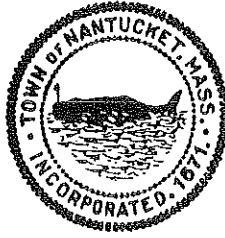
The Town looks forward to a successful working relationship with a chosen vendor.

Very truly yours,

Ellen H. Allen, Chair
Board of Selectmen

Town and County of Nantucket
Board of Selectmen • County Commissioners

Rick Atherton, Chairman
Robert R. DeCosta
Matt Fee
Tobias Glidden
Bruce D. Miller



16 Broad Street
Nantucket, Massachusetts 02554

Telephone (508) 228-7255
Facsimile (508) 228-7272
www.nantucket-ma.gov

C. Elizabeth Gibson
Town & County Manager

November 21, 2013

Mr. Cullen Roberts
Massachusetts Department of Public Health
250 Washington Street
Boston, MA 02108

Re: Letter of Non-Opposition for Medi-Spa

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Sincerely,

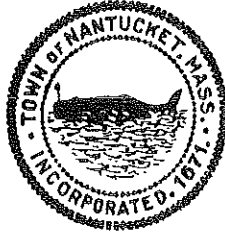
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Rick Atherton
Chair, Board of Selectmen

Cc: Richard Ray, Health Officer
Andrew Vorce, Director of Planning
Medi-Spa, Jeffery Roos

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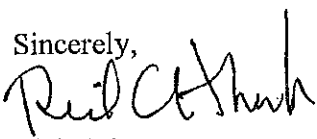
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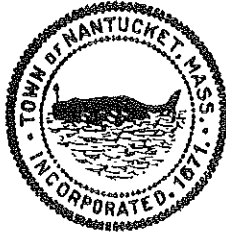
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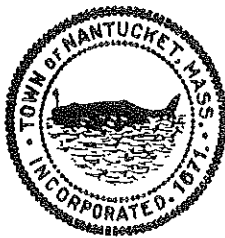
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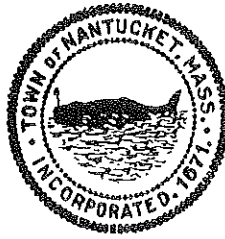
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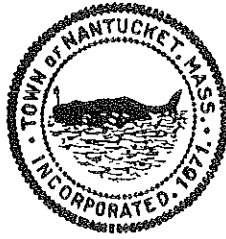
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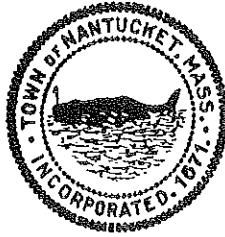
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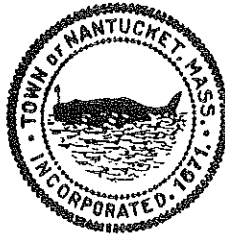
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EVIDENCE OF LOCAL SUPPORT

(Exhibit 5.4)

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

Corporation Name: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____ 18 _____

Site	City/Town	County	Type of Support Attached
1	Nantucket	Nantucket	Letter from Rick Atherton, Chair of Board of Selectmen
2			

EVIDENCE OF LOCAL SUPPORT

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2			

**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: _____ Mass Medi-Spa Inc. _____ Application # (if more than one): _____18_____

Site	Full Address	Evidence of Interest Submitted	Evidence of Local Support
1 Dispensing	16 Amelia Drive Nantucket MA 02554	(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;	
2 Cultivation	55 Accord Park Drive, Norwell MA 02061	(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;	A letter indicating support by the Norwell Board of Selectmen

3	Processing	55 Accord Park Drive, Norwell MA 02061	(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;	A letter indicating support by the Norwell Board of Selectmen
---	------------	---	--	---

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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 18 _____

Attach organizational chart.

Mass Medi-Spa

Organizational Chart

Executive Management Team

Jeffrey Keos
Chief Executive Officer

Jeff is responsible for the overall development and operation of Mass Medi-Spa. He is responsible for all administrative functions of the company.

Karon Foreman
Chief Operating Officer, Norwell

Karon is in charge of cultural, operational, and financial operations in Norwell.

Joseph Scovens
Chief Compliance Officer

Joe will oversee both Norwell & Nantucket operations to ensure compliance with local & state regulations.

D.W. Coffin
Chief Operating Officer, Nantucket

D.W. is responsible for the operations of our Nantucket location. He is also a Massachusetts resident.

Elizabeth Ross
Head of Patient Services

Elizabeth will oversee all patient services and work to help our Medical Advisory Board, with implement programs and strategies to increase adverse medical outcomes.

Michelle Kinley
Head of Safety & Security

Michelle will oversee both locations security plans, and liaison with police & emergency services in both Nantucket & Norwell. She is a resident of the USMC and a Massachusetts resident.

Elliot De Sarno
Chief Financial Officer

Elliot will oversee the financial management of Mass Medi-Spa. Elliot is an MBA Candidate from the University of Massachusetts Lowell.

Management Consultants

Russell Altman
CPA

Oranberg & Associates
Legal Counsel

RMD Nantucket

CULTIVATION Norwell

RMD Norwell

Camra Security A M E R I C A

David Thordahl
Master Organic Grower

Timothy McDowell
Head of Norwell, Florida office

Michelle Kinley
Head of Security & Safety

Elliot De Sarno
Chief Financial Officer

Russell Altman
CPA

Oranberg & Associates
Legal Counsel

Security Officer

DISPENSARY MANAGER 4 Staff

Transport & Delivery & Drivers

Assistant Cultivator 18 Staff

EXTRACTION MANAGER 2 Staff

EXTRACTION MANAGER 2 Staff

DISPENSARY MANAGER 6 Staff

Dispensary Staff

Dispensary Staff

Dispensary Staff

Dispensary Staff

MJ FREEMAN
SOFTWARE SOLUTIONS

Applied Separations

Security Officer

Dispensary Staff

Transport & Delivery

Assistant Cultivator

Extraction Manager

Extraction Manager

Dispensary Manager

Dispensary Staff

Dispensary Staff

Dispensary Staff

Dispensary Staff

Dispensary Staff

**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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 18 _____

Attach evidence of enrollment.

8/17/13

Mass Medi-Spa Mail - iCORI Account Activation



Jeffrey Roos <jeff@massmedspa.org>

iCORI Account Activation

Sat, Aug 17, 2013 at 12:28 PM

iCORI <ICORI.submission@chs.state.ma.us>
To: jeff@massmedspa.org



iCORI
Commonwealth of Massachusetts
Department of Criminal Justice Information Services

iCORI Account Activation

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

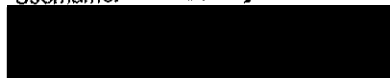
The account must be activated before you can perform CORI requests. Please use the link below to log in to iCORI and activate your account. You will need to enter your username and password, along with your Activation Code and Organization ID.

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

Please do not respond directly to this email message. If you have any questions regarding this message, please e-mail us at ICORI.INFO@state.ma.us, or call the Constituent Assistance and Research Unit at 617-660-4640 between 8:00 AM and 6:00 PM Eastern Time, Monday - Friday.

Account Details

Username: **JeffreyCROos**



[Log in to iCORI](#)

If you cannot click the above link please cut and paste the entire string below into your browser's address bar.
https://icori.chs.state.ma.us/icori/direct/login/login.action?_p=%3D%3FUTF-8%3FB%3FYWN0aXZhdGlvbkNvZGU9d3ExM211aUtUMEiwJm9yZ2FuaXphdGlvbkFjY291bnRjZXRpc3BsYXk9TUFTTUExMy0wMjc5Mg%3D%3D%3F%3D

© 2012 Massachusetts Department of Criminal Justice Information Services

**RMD STAFF
(Exhibit 6.4)**

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

	Name	Role/Title
1	David Threlfall	Master Organic Grower
2	Timothy McDowell	Head of MIP Production
3		
4		
5		
6		

RMD START-UP TIMELINE

(Exhibit 7.1)

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

Corporation Name: _____ Mass Medi-Spa _____ Application # (if more than one): _____ 18 _____

Key Benchmarks ¹	Due Dates	Person Responsible	Risk Level If Not Completed on Time	Date RMD Opens
Plans Finalized	Feb 1 2014	Eric Gould, Helicon Design	low	August 30 2014
Obtain Town Special Permit & Construction Permits	Feb 6 2014	Joe Stevens	high	
Order and Release Specific Construction Materials and Equipment	Feb 2 2014	D.W. Coffin	medium	

Construction commences / crew mobilized	Feb 6 2014	Jeffrey Roos	high	
Begin build-out of flowering rooms	Feb 15 2014	David Threlfall	high	
Begin build-out of non-flowering rooms	March 5 2014	David Threlfall	high	
Begin build-out of office, employee areas	March 6 2014	Liz Roos	high	
Completion of build-out in all areas	April 31 2014	Karen Foreman	high	
DPH Final Inspections	May 31 2014	Jeffrey Roos / D.W Coffin	high	
Mothers	June 1 2014	David Threlfall	high	
Vegetative	June 21 2014	David Threlfall	high	
Flower	July 7 2014	David Threlfall	high	
First harvest	August 15 2014	David Threlfall	high	
Open	August 30 2014	Jeffrey Roos / D.W. Coffin	high	

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: _____ Mass Medi-Spa Inc. _____

Application # (if more than one): _____ 17 _____

Application for No/Low Income Program		
CAREGIVER NAME (Last, First)		
CAREGIVER MEDICAL MARIJUANA CARD NUMBER AND EXPIRATION DATE	MA CARD #	MA CARD EXP. DATE
PATIENT NAME (Last, First)		
PATIENT MEDICAL MARIJUANA CARD NUMBER AND EXPIRATION DATE	MA CARD #	MA CARD EXP. DATE
ANNUAL GROSS INCOME	MAX FEE PER ¼ OZ.	Notes:
\$0-\$15,000	\$0 *2 gram max/week	
\$15,000-\$35,000	\$15	

\$35,000-\$55,000	\$20	
\$55,000 & OVER	\$30 Low grade; \$45 medium grade; \$60 high grade	
REVIEW DATE		
AUTHORIZED SIGNATURE		
APPROVAL DATE		