

PLDW

PANNONE LOPES DEVEREAUX & WEST LLC

counselors at law

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March 14, 2016

Via Federal Express

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncey Street, 11th Floor
Boston, MA 02111

RECEIVED
MAR 15 2016
MA Dept. of Public Health
99 Chauncey Street
Boston, MA 02111

Re: FirstEmerald, Inc. - RMD Application

Good Day:

On behalf of my client FirstEmerald, Inc., a Massachusetts non-profit corporation, please accept the enclosed Application of Intent, requesting a Certificate of Registration to Operate a Registered Marijuana Dispensary ("RMD") in Massachusetts.

FirstEmerald's president, Thomas Wu, [REDACTED] Mr.

Wu, a successful electrical engineer, began in his spare time to cultivate medicinal marijuana pursuant to applicable Washington-state law, [REDACTED] then for others who found that they benefitted more from this treatment than from standard pharmacology.

Mr. Wu was so moved by this experience that he has opted to change careers, move to Massachusetts, and invest significant personal resources into the development of a Registered Marijuana Dispensary ("RMD") should your office approve his application. He will be assisted in this endeavor by a long-time friend who is well-experienced in the management of RMD-equivalent facilities in Washington state.

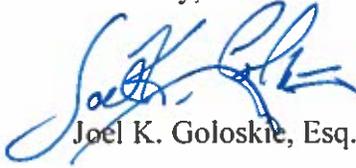
If invited to move to the next phase of the application process, FirstEmerald's Management and Operations Profile will show that, unlike many other RMD applicants, Mr. Wu does not propose to skirt the non-profit requirement by paying a hefty percent of revenues to a management company he also owns. In fact, along with the host-community contribution agreement FirstEmerald intends to enter into, we have already arranged to give a fixed percent of FirstEmerald's revenues to the Massachusetts Breast Cancer Coalition, a domestic non-profit organization dedicated to breast cancer education and prevention.

317 Iron Horse Way, Suite 301 Providence, RI 02908
tel 401 824 5100 • fax 401 824 5123



I thank you in advance for your consideration of this application; if you have any questions, please do not hesitate to contact me.

Sincerely,



Joel K. Goloskie, Esq.



The Commonwealth of Massachusetts
Executive Office of Health and Human Services
Department of Public Health
Bureau of Health Care Safety and Quality
Medical Use of Marijuana Program
99 Chauncy Street, 11th Floor, Boston, MA 02111

CHARLES D. BAKER
Governor

KARYN E. POLITO
Lieutenant Governor

MARYLOU SUDDERS
Secretary

MONICA BHAREL, MD, MPH
Commissioner

Tel: 617-660-6370
www.mass.gov/medicalmarijuana

APPLICATION OF INTENT
Request for a Certificate of Registration to
Operate a Registered Marijuana Dispensary

INSTRUCTIONS

This application form is to be completed by any non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary ("RMD") in Massachusetts.

If seeking a Certificate of Registration for more than one RMD, the applicant non-profit corporation ("Corporation") must submit a separate *Application of Intent*, all required attachments, and an application fee for each proposed RMD. Please identify each application of multiple applications by designating it as Application 1, 2 or 3 in the header of each application page. Please note that no executive, member, or any entity owned or controlled by such an executive or member, may directly or indirectly control more than three RMDs.

However, even if submitting an *Application of Intent* for more than one RMD, an applicant need only submit one *Character and Competency form* for each required individual.

Unless indicated otherwise, all responses must be typed into the application forms. Handwritten responses will not be accepted. Please note that character limits include spaces.

Attachments should be labelled or marked so as to identify the question to which it relates.

Each submitted application must be a complete, collated response, printed single-sided, and secured with a binder clip (no ring binders, spiral binding, staples, or folders).

Mail or hand-deliver the *Application of Intent*, with all required attachments, the \$1,500 application fee, and Remittance Form to:

Department of Public Health
Medical Use of Marijuana Program
RMD Applications
99 Chauncy Street, 11th Floor
Boston, MA 02111

Application fees are non-refundable and non-transferable.

REVIEW

Applications are reviewed in the order they are received.

After a completed application packet and fee is received by the Department of Public Health (“Department”), the Department will review the information and will contact the applicant if clarifications/updates to the submitted application materials are needed. The Department will notify the applicant whether they have met the standards necessary to be invited to submit a *Management and Operations Profile*.

If invited by the Department to submit a *Management and Operations Profile*, the applicant must submit the *Management and Operations Profile* within 45 days from the date of the invitation letter, or the applicant must submit a new *Application of Intent* and fee.

PROVISIONAL CERTIFICATE OF REGISTRATION

Applicants have one year from the date of the submission of the *Management and Operations Profile* to receive a Provisional Certificate of Registration. If an applicant does not receive a Provisional of Certificate of Registration after one year, the applicant must submit a new *Application of Intent* and fee.

REGULATIONS

For complete information regarding registration of an RMD, please refer to 105 CMR 725.100.

It is the applicant’s responsibility to ensure that all responses are consistent with the requirements of 105 CMR 725.000, et seq., and any requirements specified by the Department, as applicable.

PUBLIC RECORDS

Please note that all application responses, including all attachments, will be subject to release pursuant to a public records request, as redacted pursuant to the requirements at M.G.L. c. 4, § 7(26).

QUESTIONS

If additional information is needed regarding the RMD application process, please contact the Medical Use of Marijuana Program at 617-660-5370 or RMDapplication@state.ma.us.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TW

CHECKLIST

The forms and documents listed below must accompany each application, and be submitted as outlined above:

- A fully and properly completed *Application of Intent*, signed by an authorized signatory of the corporation
- A copy of the Corporation's *Certificate of Legal Existence* from the Massachusetts Secretary of State
- Financial account summary(ies) (as outlined in Section D)
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$1,500.
- A completed *Remittance Form* (use template provided)
- A completed and signed *Character and Competency* form (use template provided) for each of the following actors:
 - Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

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SECTION A. APPLICANT INFORMATION

1. FirstEmerald, Inc.
Legal name of Corporation
2. Thomas Wu
Name of Corporation's Chief Executive Officer
3. 301 Main Street
Suite O
Osterville, MA 02655
Address of Corporation (Street, City/Town, Zip Code)
4. Joel K. Goloskie, Esq.
Applicant point of contact (name of person the Department should contact regarding this application)
5. 401-824-5100
Applicant point of contact's telephone number
6. jgoloskie@pldw.com
Applicant point of contact's e-mail address
7. Number of applications: How many *Applications of Intent* do you intend to submit? 1

SECTION B. INCORPORATION

8. Attach a *Certificate of Legal Existence* from the Massachusetts Secretary of State, documenting that the applicant non-profit entity is incorporated as a non-profit in Massachusetts.

SECTION C. CHARACTER AND COMPETENCY

9. Attach a *Character and Competency* form (use template provided) for each of the following actors:
 - The Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; individual/entity responsible for marijuana for medical use cultivation operations; individual/entity responsible for the RMD security plan and security operations; each member of the Board of Directors; each Member of the Corporation, if any; and each person and entity known to date that is committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, the *Character and Competency* Form must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TW

SECTION D. INITIAL CAPITAL REQUIREMENT

Describe the sources, types, and amounts of required initial capital in the table below, showing that the Corporation has at least \$500,000 in its control and available for this *Application of Intent* and at least \$400,000 in its control and available for each additional *Application of Intent*, if any, as evidenced by bank statements, lines of credit, or financial institution statements. Add more tables if needed.

If the required funds are being held in an account in the name of an individual or entity other than the Corporation, the individual or authorized signatory of the entity must provide their signature in the "Signature of Account Holder" column. Their signature below indicates that they are committing the amount of their funds identified in the table to the applicant.

In addition to completing this table, submit a **one-page** financial account summary for each account listed below documenting the available funds, dated no earlier than 30 days prior to the date the *Application of Intent* was submitted to the Department.

Name on Account	Financial Institution	Type of Account	Amount	Signature of Account Holder
Thomas Wu	Chase	Savings	\$ 700,000.00	
-----	-----	TOTAL:	\$ 700,000.00	---

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TW

ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory for the applicant non-profit corporation, agree and attest that all information included in this application is complete and accurate and that I have an ongoing obligation to submit updated information to the Department if the information presented within this application has changed.



Signature of Authorized Signatory

03/09/2016
Date Signed

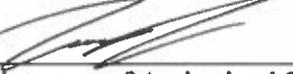
Thomas Wu

Print Name of Authorized Signatory

President & Chief Executive Officer; Chief Financial Officer

Title of Authorized Signatory

I hereby attest that if the non-profit corporation is allowed to proceed to submit a *Management and Operations Profile*, the applicant non-profit corporation is prepared to pay a non-refundable application fee of \$30,000 and the cost of all required background checks, and comply with all *Management and Operations Profile* and *Siting Profile* requirements.



Signature of Authorized Signatory

03/09/2016
Date Signed

Thomas Wu

Print Name of Authorized Signatory

President & Chief Executive Officer; Chief Financial Officer

Title of Authorized Signatory

I hereby attest that I understand that registered marijuana dispensaries are required to conduct background investigations of proposed Dispensary Agents, that such background investigations are subject to the Department's inspection and review, and that the applicant non-profit corporation will not engage the services of a Dispensary Agent that has ever been convicted of a felony drug offense in Massachusetts, or a like violation of the laws of another state, the United States, or a military, territorial, or Indian tribal authority.



Signature of Authorized Signatory

03/09/2016
Date Signed

Thomas Wu

Print Name of Authorized Signatory

President & Chief Executive Officer; Chief Financial Officer

Title of Authorized Signatory

Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: TW

Filing Fee: \$35.00

Examiner

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Room 1717, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

Name
Approved

ARTICLE I

The exact name of the corporation is:

FirstEmerald, Inc.

ARTICLE II

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

THE PURPOSE OF THE CORPORATION IS TO PROMOTE ACCESS TO HEALTH CARE AND
ENGAGE IN ANY ACTIVITY IN WHICH A CORPORATION ORGANIZED UNDER CHAPTER 180
OF THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS MAY LAWFULLY ENGAGE.

C
P
M
R.A.

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

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 qualification 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:

None.

ARTICLE IV

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

None.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

***If there are no provisions, state "None".*

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

ARTICLE VI

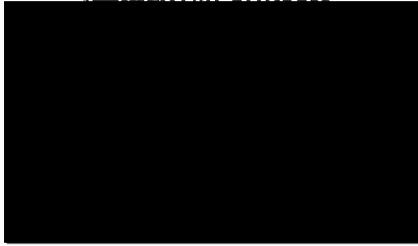
The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth, if a later effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII 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:
901 Main Street, Suite O, Osterville, MA 02655

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

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Thomas Wu		
Treasurer:	Thomas Wu		
Clerk:	Andy Tam Tran		
Directors: (or officers having the powers of directors)	Andy Tam Tran		

c. The fiscal year of the corporation 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 corporation is:

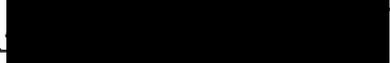
CT Corporation System, 155 Federal Street, Suite 700, Boston, MA 02110

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 16th day of February, 2016.

Thomas Wu, 



Andy Tam Tran, 

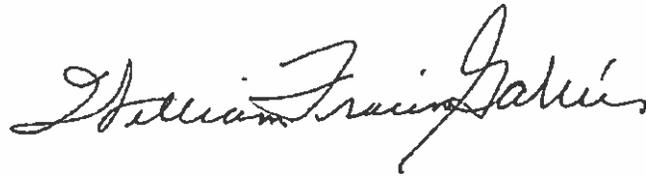
Note: If an existing corporation is acting as incorporation, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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:

February 18, 2016 11:18 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



To whom it may concern:

Our customer Thomas Wu currently has [REDACTED]

[REDACTED] The total deposit balance in the accounts is \$700,000.00. If you have any further questions feel free to contact the branch at [REDACTED]

3/10/16

**My
Accounts
Page for
THOMAS
P WU**

Friday, 11 March 2016



Bank Accounts

Total balance: \$707,450.74

