



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, 11<sup>th</sup> Floor, Boston, MA 02111

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[www.mass.gov/medicaimarijuana](http://www.mass.gov/medicaimarijuana)

**MANAGEMENT AND OPERATIONS PROFILE**  
**Request for a Certificate to Registration to**  
**Operate a Registered Marijuana Dispensary**

**INSTRUCTIONS**

This application form is to be completed by a non-profit corporation that wishes to apply for a Certificate of Registration to operate a Registered Marijuana Dispensary (“RMD”) in Massachusetts, and has been invited by the Department of Public Health (the “Department”) to submit a *Management and Operations Profile*.

Once 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.

If invited by the Department to submit a *Management and Operations Profile* for more than one proposed RMD, you must submit a separate *Management and Operations Profile*, attachments, and 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 a *Management and Operations Profile* for more than one RMD, an applicant need only submit one background check packet, including authorization forms for all required individuals, and fee associated with the background checks.

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 *Management and Operations Profile*, with all required attachments, the \$30,000 application fee, and completed Remittance Form to:

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

**All 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, 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 *Siting Profile*.

### **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](mailto:RMDapplication@state.ma.us).

**CHECKLIST**

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

- A fully and properly completed *Management and Operations Profile*, signed by an authorized signatory of the applicant non-profit corporation (the "Corporation")
- A copy of the Corporation's *Articles of Incorporation*
- A copy of the Corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State
- A copy of the Corporation's bylaws
- An *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations
- A bank or cashier's check made payable to the *Commonwealth of Massachusetts* for \$30,000
- A completed *Remittance Form* (use template provided)
- A sealed envelope with the name of the Corporation and marked "authorization forms," that contains the background check authorization forms (use forms provided) and fee, 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, authorizations forms must be completed and signed by the entity's Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

**SECTION A. APPLICANT INFORMATION**

- 1. Brighton Health Advocates Inc.  
Legal name of Corporation  
[REDACTED]
- 2. Name of Corporation's Chief Executive Officer  
[REDACTED]
- 3. Address of Corporation (Street, City/Town, Zip Code)  
[REDACTED]
- 4. Applicant point of contact (name of person Department of Public Health should contact regarding this application)  
[REDACTED]
- 5. Applicant point of contact's telephone number  
[REDACTED]
- 6. Applicant point of contact's e-mail address
- 7. Number of applications: How many *Management and Operations Profiles* do you intend to submit?  
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**SECTION B. INCORPORATION**

- 8. Attach a copy of the corporation's *Articles of Incorporation*, documenting that the applicant is a non-profit entity incorporated in Massachusetts.
- 9. Attach a copy of the corporation's *Certificate of Good Standing* from the Massachusetts Secretary of State.
- 10. Attach a copy of the corporation's bylaws.

**SECTION C. NON-PROFIT COMPLIANCE**

Answer each of the questions below to explain how the Corporation will remain in compliance with the non-profit requirements of Ch. 369 of the Acts of 2012, the regulations at 105 CMR 725.000, and "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance." Please refer to the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance" document in completing this form.

11. Please identify any management company that the applicant intends to utilize and summarize the terms of any agreement or contract, executed or proposed, with the management company.

Brighton Health Advocates Inc.(BHA) has engaged Pharmacann Mass LLC(PC) to provide a comprehensive array of services to assist BHA in operating a state compliant Registered Marijuana Dispensary. BHA will pay PC for services delivered on a cost plus basis at 15%. BHA will pay not more than 18% for financing secured through PC. The services being provided include:

- \*Developing Operating Budgets
- \*Record Keeping
- \*Tax and Accounting
- \*Reporting
- \*Business operations including recommending strains that are useful to patients, products, pricing, production capabilities, logistics and retail operations
- \*Consulting on additional license applications
- \*Construction services
- \*Legal and Regulatory Compliance
- \*Quality Control and Assurance
- \*IP licensing
- \*Software
- \*Research and Development
- \*Staffing
- \*Negotiating and managing long-term contracts with service providers
- \*Equipment Leasing

This agreement has been approved by BHA's Board of Directors, with a ten year initial term. This agreement represents a fair market value for the array of services being rendered. There are no conflicts with regard to governance or related party transactions. BHA has provided a copy of the agreement and a legal opinion to support these assertions.

12. Please identify any agreements or contracts, executed or proposed, in which the applicant will engage in a Related Party Transaction and summarize the terms of each such agreement.

Brighton Health Advocates(BHA) has executed consulting contracts at a rate of \$2,500 every three months with both [REDACTED] and [REDACTED], Members of the BHA Board of Directors. Mr. Philosophos will provide services related to his 25+ years of professional experience in strategic planning and corporate partnerships. [REDACTED] has agreed to assist BHA with the design and construction of business facilities. [REDACTED] has 26 years of experience overseeing the completion of a large number of projects from start to completion. BHA submitted a copy of the consulting agreements and submitted an independent legal opinion asserting that these agreements are in compliance with 105 CMR 725.000.

BHA holds a lease with Beach Equities, LLC for the property at 112 Main Street in Wareham, MA. Beach Equities, LLC is managed by [REDACTED], [REDACTED]. An independent legal opinion was submitted in regards to this lease.

[REDACTED] may be awarded membership units (less than 0.1% ownership) in Pharmacann LLC, the parent company of Pharmacann Mass, LLC upon the anticipated opening of the dispensaries. If this event occurs, BHA understands that it must notify DPH immediately.

13. Please identify whether any members of the Board of Directors are also serving as employees of the proposed RMD and, if so, their title and role with the proposed RMD.

[REDACTED] is Executive Director/CEO of Brighton Health Advocates, Inc. and a sitting member of the Board of Directors.

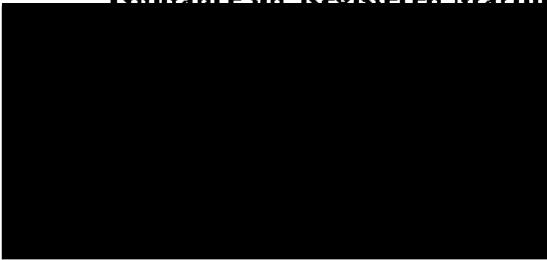
14. Please identify whether any members of the Board of Directors are serving as officials, executives, corporate members or board members for any management company, investor or other third party proposed to contract or otherwise conduct business with the proposed RMD.

Not applicable.

15. Please identify any contract or agreement, executed or proposed, under which a percentage or portion of the applicant's revenue will be distributed to a third party and summarize the terms of any such agreement or contract.

In accordance with M.G.L.c. 180 and CMR 725.100(A), Brighton Health Advocates, Inc. (BHA) will operate on a non-profit basis and will devote its revenue solely for the purpose of meeting its patient obligations and to satisfy its non-profit mission. BHA has entered into Host Community Agreements (HCA) with the towns within which it intends to operate. The Wareham HCA states that BHA will donate \$20,000 to Wareham the first year after receiving final registration. Following one full year of operations, BHA will donate to Wareham the greater of \$100,000 or 3% of gross sales. The percentage increases by .25% in the 2nd and 3rd years. The Holliston HCA states that BHA will pay the greater of 1)an escalating minimum payment or 2)a percent of gross sales. Minimum payments begin in 2016 at \$25,000 and rise each year by \$25,000 through 2020, when payments rise by 2.5% each year. Alternatively, the percentage of gross sales begins at 1.25% in 2016 and escalates to 2% in 2017 and by .5% thereafter, capped at 3%. BHA entered into a management agreement with Pharmacann Mass LLC(PC) and will pay fair market compensation for the services listed on a cost plus basis at 15%. BHA will not pay more than 18% for financing sourced through PC.

**The applicant agrees and attests that it will operate in compliance with all applicable state laws and regulations, including, but not limited to, laws regarding child support and taxation, as well as the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance."**



1/3/17  
Date Signed

Executive Director  
Title of Authorized Signatory

Print Name of Authorized Signatory

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

**SECTION D. EXPERIENCE**

- 16. Attach an *Employment and Education* form (use template provided) for each of the following individuals: The Corporation's Chief Executive Officer, Chief Operations Officer, Chief Financial Officer, individual/entity responsible for marijuana for medical use cultivation operations, and individual/entity responsible for the RMD security plan and security operations.
- 17. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with running a non-profit organization or business.

██████████, Executive Director/CEO: Ms. Stormo has dedicated her professional career to patient care and the development of education programs for patients and their families. She excels in maintaining positive community and patient relationships and working within state contracts. With over 15 years of experience working in and running nonprofits in both California and Massachusetts, Stormo's focus is on patient respect and care. She has worked with the MA DPII in securing funding for the Family Intervention Program at Gosnold and adhering to the budget she created. She is a licensed Marriage and Family Therapist and Certified ARISE Interventionist. Stormo's talents in providing health care will ensure a rigid devotion to patient access, quality of care and smooth operational dynamic of the proposed RMD. Most recently, ██████████ served as a Regional Director of The Children's Study Home, overseeing all programs in the Southeast including an at-risk youth girls residential program in Falmouth and an afterschool program in Hyannis. The Children's Study Home celebrated 150 years in 2016, making it the second oldest non-profit in MA. ██████████ will bring her expertise in program development to CCC, designing all in-house patient education and family outreach materials.

██████████ has an extensive background in finance, technology and operations. While he has not worked directly in a non-profit organization, ██████████ in operations in the medical marijuana field makes him an invaluable addition to the BHA team.

██████████ has 12 years of progressive experience in Accounting and Finance. While she has not worked directly in a non-profit organization, her experience in creating annual budgets and monthly forecasting will benefit BHA and ensure continued compliance with non-profit law.

18. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing health care services.

██████████, CEO has 17 years direct experience in health care as a counselor, therapist, manager and private-practice clinician. Most recently, ██████████ served Children Study Home as a Regional Director and was responsible for a 12-bed residential program for at-risk youth girls ages 10 -18 and an afterschool program for teenage youth. In this ██████████ has extensive experience in overseeing protocols for medication distribution and healthcare treatment coordination for up to 12 girls in residential treatment. ██████████ has worked directly with social workers for these youths in conjunction with the MA Department of Children and Families (DCF) to ensure their safety and well-being. As the Director of the Reaching Out Program at Gosnold, ██████████ wrote and implemented five service options for families including recovery coaching, educational series, family support groups, "Addiction 101," and intervention services, serving over 1,000 family members within the first year of startup. With a Bachelor of Science in Psychology from Boston College and a Master's degree in Clinical Psychology, she has applied her educational and practical experience to lead the BHA Team and provide an operational focus on educational services and treatment with medical marijuana. As a counselor with Cognitive Behavioral Institute in Falmouth, MA, she worked with individuals, couples and families in solution-focused therapy to resolve life issues regarding Obsessive Compulsive Disorder, depression and anxiety. She also served as Day Treatment Manager for Unity Care Group, a nonprofit organization based out of San Jose, CA, serving as Deputy Manager for clinical issues and crises in a 12-bed residential therapeutic program for youth ages 5-18 and was responsible for all billing, treatment plans, county forms and licensing compliance for the intensive Day Treatment Program in addition to clinical staff supervision and training. She worked at Daytop, Inc., YMCA Oz Shelter Services and Sanctuary Psychiatric Centers as an Individual and Family Therapist. ██████████ has directly witnessed and provided treatment for individuals and families suffering the traumatic psychological and physical harm of drug and alcohol dependency, and believes that medical marijuana serves as an alternative treatment to help patients avoid becoming dependent on opiates for pain relief.

██████████, COO is currently providing health care services in the states of IL and New York through his employment with Pharmacann, LLC as the Director of Operations for cultivation, processing and dispensing. Pharmacann, LLC is a medical cannabis provider under the Illinois and New York Compassionate Use of Medical Cannabis Pilot Program Act.

██████████, CFO has no direct experience in health care services. However, ██████████ currently works at Pharmacann, LLC as the Controller and is involved in a company providing medical cannabis to registered patients in both IL and NY.

19. Describe the experience, and length of experience, of the Corporation's Chief Executive Officer, Chief Operations Officer, and Chief Financial Officer with providing services for marijuana for medical purposes.

██████████ CEO has no direct experience in providing marijuana for medical use. However, since receiving an invitation to begin RMD build-out operations in January 2014, ██████████ has garnered vast amounts of knowledge regarding the medical marijuana industry, uses of particular strains, logistics, laws, cultivation techniques and public sentiments. She has interviewed cultivation agents and consultants with in-depth knowledge of medical marijuana and has toured multiple dispensary and cultivation facilities. BHA has added team members who have the precise experience for our grow operations, manufacturing, and dispensing. ██████████ brings her vast experience working in non-profits and treating mental health and substance abuse. BHA's mission is about much more than just dispensing Marijuana for Medical Purposes; it is about community education, providing safe alternatives to opiates, and community relations. ██████████, COO, has worked at Pharmacann, LLC since June 2016. Pharmacann, LLC is a medical cannabis provider in both New York and Illinois. Mr. Chodil currently serves as the Director of Operations for the cultivation, processing and dispensing of medical cannabis for Pharmacann, LLC. He brings a wealth of information regarding all aspects of the cannabis business and is an asset to BHA.

██████████ CFO, serves as the Controller at Pharmacann, LLC ██████████ has been in this role since January 2017 and brings tremendous knowledge to BHA regarding budgeting and monthly forecasting as it relates directly to medical cannabis.

20. Describe the experience, and length of experience, of the Corporation's individual/entity responsible for marijuana for medical use cultivation operations and individual/entity responsible for the RMD security plan and security operations with providing services for marijuana for medical purposes.

BHA will rely on the advice and intellectual property of PharmaCann, LLC. [REDACTED] is the Director of Cultivation for PharmaCann, LLC and is responsible for cultivation of marijuana for medical use in Massachusetts for BHA. [REDACTED] currently manages over 100,000 square feet of cultivation facilities for PharmaCann in both NY and IL. He managed PharmaCann's 50,000 square foot cultivation center in New York for the past ten months at capacity (11,000 medical cannabis plants) with five full-time staff members. Previous to [REDACTED] work with PharmaCann, he worked for DuPont Pioneer for eight years in the Controlled Environments Department as the Delaware Greenhouse Operations Manager. He managed 11 research greenhouses and over 30 research grade Conviron growth chambers. During his time at DuPont, [REDACTED] his team sowed over 100,000 research plants and maintained over 40,000 to maturity. [REDACTED] brings a wealth of experience to BHA which will ensure successful production of marijuana for medical use.

[REDACTED] is the individual responsible for BHA's security plan and security operations. [REDACTED] has considerable experience in law enforcement through his career as a state prosecutor and through his position as general counsel and chief compliance officer of PharmaCann, LLC. [REDACTED] will draw on his experience conducting internal investigations as a private practitioner to develop and oversee the security and inventory control function for BHA. [REDACTED] currently oversees the security and inventory control for three cultivation centers (totalling over 250,000 square feet of greenhouse and production space) and eight medical cannabis dispensaries. [REDACTED] security team oversees roughly 1000 camera views, hundreds of access control points, and nearly 20 intrusion detection systems. [REDACTED] will work closely with local and state law enforcement to implement policies and procedures for BHA to ensure the safety and security to the staff, patients and community.

**SECTION E. OPERATIONS**

21. Provide a summary of the RMD's operating procedures for the cultivation of marijuana for medical use.

The production of marijuana for medicinal purposes requires specialized floriculture protocols in compliance with 105 CMR 725.105(B).

1) Hygiene and Sanitation

Our comprehensive hygiene plan addresses all prevalent food-borne and plant infestation risks by utilizing prevention techniques utilized in the manufacture of food items and Good Agricultural Practices,

- a. Cleaning and disinfection of areas and surfaces that will come into direct contact with marijuana(MJ)
- b. Sanitation of all tools and utensils that come in contact with MJ before and after each use
- c. Strict and mandatory compliance with hand-washing protocols
- d. Storage of MJ to prevent contamination

e. The RMD will process the leaves and flowers of the MJ plant, and be:

- Well cured and free of seeds and stems
- Free of dirt, sand, debris, and other foreign matter
- Free of contamination by mold, rot, other fungus and bacterial diseases
- Prepared and handled on food-grade stainless steel tables
- Packaged in a secure area

2) Facility engineering creates the foundation for a precise environment and includes the following:

- a. Creating a properly sealed facility to control the cultivation environment
- b. Providing ample HVAC, electricity and fuel
- c. Installing water purifying equipment
- d. Designing an efficient floor plan to allow proper movement of liquids, gases, air, heat, light, waste and staff
- e. Automation of key cultivation functions
- f. Video surveillance of the grow room on a 24-hour basis
- g. Remote detection-devices to monitor key cultivation factors

3) Medical Grade Cultivation

Our grow team is committed to providing the highest quality cultivated medicine in compliance with DPH requirements.

a. Soil for cultivation will meet the U.S. Agency for Toxic Substances and Disease Registry's Environmental Media Evaluation Guidelines for residential soil levels;

b. The cultivation process shall use Good Agricultural Practices to limit all contamination including but not to mold, fungus, bacterial diseases, rot, pests, non-organic pesticides, mildew, and any other contaminant identified as posing potential harm. We will:

- use only the highest quality nutrients, growth enhancers and flushing substances;
- use only reverse-osmosis water filtration to ensure purity of all water;
- continuously clean all grow equipment with non-toxic cleaners;
- filter and ionize air;
- employ Integrated Pest Management protocols as needed.

4) Growing Techniques

a. Growth Medium

Our experienced team plans to employ a variety of techniques in compliance with DPH guidelines to address diverse strain requirements.

b. Strain Selection

- Use of true-breeding strains when available
- Produce a variety of high CBD, indicas and sativas strains to address diverse conditions and symptoms

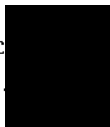
5) Tracking

- Use of software designed to track plant and batch inputs/growth and provide cultivators with data to continuously improve techniques.

22. Describe the types and forms of Marijuana Infused Products (“MIPs”) that the RMD intends to produce, if any.

MIPs will be produced in compliance with 105 CMR 725.100, including but not limited to 725.105(C), 725.105(E) and 725.105(G). BHA will provide the healthiest MIPs choices possible. Our MIPs will neither overtly appeal to children nor promote MIP use in forms or colors resembling candy. Where possible, we will use organic food grade ingredients and/or pharmaceutical grade excipients. We will produce a gluten-free and dairy-free line. Our menu will consist of the following:

- a. Oils and butters. Many patients prefer to cook with premade MIPs. By infusing oils and butters with marijuana and labeling MIPs with Cannabinoid content, patients may choose their dosage and which foods to use them with.
- b. Nutrition bars. Bars have a long shelf life and can be produced with significant nutritional content.
- c. Health-Conscious Desserts. For patients suffering from disease-related loss-of-appetite or weight-loss, these products are often an important part of their recovery.
- d. Sublingual Tincture. An important factor with all MIPs is the dose response-time. Sublingual Tinctures and Tablets have a much shorter dose-response-time and therefore may be utilized for immediate onset.
- e. Tablets and Capsules. In addition to immediate release, these types of dosage forms can offer modified release profiles, extended or targeted release.
- f. Vaporizer cartridges
- g. Shatters and waxes



23. Provide a summary of the RMD's methods of producing MIPs, if the RMD intends to produce MIPs.

- a. We shall comply with best practices for the production of MIPs as well as all mandatory standards including FDA guidance for developing master production formulas and food prep, Good Manufacturing Practice, 105 CMR 725.105 (C) and OSHA Guidelines for the Prevention of Food Borne Illness.
- b. Our production methods start with extraction of cannabinoids from the marijuana flowers and end with a product packaged properly for retail. Key tenets include:
  - Utilization of all usable plant materials of acceptable quality in the production of extracts. This limits waste (and risk of diversion) and ensures efficiency.
  - Decarboxylation involves heating the marijuana to ensure the conversion of non-medicinal THCA into the medicinal compound THC. We will utilize a safe, appropriate and effective method for the decarboxylation of extracts. Efforts will be made to reduce burning/wasting of product and to eliminate fire hazard and personal injury.
  - We will utilize the smallest amount possible of extracted oils as a standard dose for MIPs using approved measuring devices to achieve the desired therapeutic effect.
  - All MIPs will be packaged in accordance with methods of preventing food borne illness.
- c. Sanitation measures to prevent food borne illness include but are not limited to the following:
  - Creating limited access areas
  - Personnel training, including ServSafe Food Handling
  - Environmental controls
  - Quality Control/Quality Assurance Plan (QAPP)
  - Inspections
  - Record keeping











29. Provide a summary of the RMD's operating procedures for quality control and testing of product for potential contaminants.

BHA will comply with 725.105(C)(2) for handling, quality control and testing for potential contaminants.

- Liquid Chromatography will be used to generate cannabinoid profiles, more specifically UPLC, HPLC or UPC2.
- BHA's contamination monitoring, response and tracking protocols will be initiated if there are any signs of human or plant toxicity. The COO is responsible for ensuring OSHA Four-Point Work Place Program will be used on a continual basis.
- BHA will strictly limit entrance of substances, people, pests and disease vectors into the facility, and will use only organic cleaning agents and pest management solutions.
- Independent, accredited laboratory will be used for testing.
- Testing will also be conducted for residual moisture content(for flower) and residual solvents(for extracted materials).

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

30. Provide a summary of the RMD's operating procedures for maintaining confidentiality of registered qualifying patients, personal caregivers, and dispensary agents, as required by law.

**Patient Record Keeping System**

All patient and caregiver related information held by BHA is confidential and will not be disclosed without the prior written consent of the individual to whom the information belongs or if a mandated release of information is issued under court order.

- a. We will utilize Microsoft Nav, which is fully HIPAA compliant.
- b. Access to our database will be limited to key personnel by pass code.
- c. We will utilize the DPH's electronic registration and dispensing tracking system in full compliance with DPH requirements.

**Patient Privacy**

We will strictly follow HIPAA requirements as well as confidentiality requirements outlined in 105 CMR 725.200. Our privacy plan includes but is not limited to the following:

- Limited staff access to patient data and video recording. Recording will be provided only on a need-to-know basis as determined by our CEO.
- Mandatory and on-going HIPAA training for all staff and agents using a certified online HIPAA training module.
- A description of required information to be gathered from patients as well as forms and documents, as needed, to gather said information in compliance with HIPAA.
- Procedures for handling and storing confidential information for all RMD agents.

All records regarding Dispensary Agents will maintain compliance with 105 CMR 725.105(l)(4).

31. Provide a summary of the RMD's personnel policies.

Written Policies:  
 The RMD's written policies address:  
 Open Door Policy  
 Equal Employment Opportunity and Anti-Harrasment  
 Accommodations for Qualified Individuals with Disabilities  
 Religious Observance Accommodation Policy  
 Immigration Law Compliance Policy  
 Hours of Work  
 Pay Procedures  
 Holiday/PTO Policies  
 Code of Conduct  
 Attendance and Punctuality  
 Dress Code  
 Drug and Alcohol Free Workplace Policy  
 Smoking Policy  
 Communication Policy  
 Electronic Communications, Computer and Internet Use Policy  
 Confidentiality and Trade Secrets  
 Protected Health Information Policy  
 Conflicts of Interest  
 Disciplinary Policy  
 Probationary Period  
 Performance Evaluations  
 Personnel Records  
 Family Medical Leave Act  
 Military Leave  
 VFSSA (Victims Economic Security and Safety Act)  
 Employee Safety  
 Background Checks  
 Employee Monitoring  
 Employee Access  
 Employee Hygiene  
 Brighton Health Advocates, Inc. complies with both the Commonwealth of Massachusetts and federal requirements for workplace postings.



33. Provide a summary of the RMD's operating procedures for record keeping.

**Record Keeping Systems**

All record keeping procedures and policies will be compliant with 105 CMR 725.105(I):

- a. All patient and caregiver related information held by BHA is confidential and will not be disclosed without the prior written consent of the individual.
- b. BHA will utilize Microsoft Nav, which is fully HIPAA compliant. Their software and infrastructure are updated regularly with the latest security patches. Their network is protected by an enterprise-class firewall to ensure data safety and all patient data are encrypted.
- c. Access to our database will be limited to key personnel by passcode, and access permissions to protected electronic patient files will be administered by the CEO.
- d. BHA will utilize the DPH's electronic registration and dispensing tracking system in full compliance with DPH requirements.
- e. Business records will be password-protected and stored on secure servers.
- f. Paper files will be stored in locked file cabinets. However, BHA intends to minimize all paper documents. Paper documents will be scanned and stored on servers and then shredded.

## 34. Provide a summary of the RMD's plans for providing patient education.

We have four objectives in engaging patients and caregivers on this topic.

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

- Definitions provided in the Act
- Allowable quantities of marijuana
- Responsible use
- Personal and family safety precautions
- Legal obligations to prevent diversion
- Driving restrictions while using marijuana or MIPS
- License renewal requirements
- Risks and benefits of medical marijuana consumption
- Proper dose administration
- Methods of consumption
- Comparative risks and benefits of different methods of consumption
- American's for Safe Access (ASA) condition-based booklets addressing risks and benefits for a variety of accepted uses.
- ASA Reports
- Professional counseling referrals for patients experiencing mental health or drug related issues
- Custom-written educational program materials by [REDACTED] and Holly Carroll

2) Patients and caregivers will be offered access to licensed counselors at each visit and receive information on local services to address concerns including but not limited to the following:

- Depression/Anxiety
- Obsessive Compulsive Disorder
- Post-Traumatic Stress Disorder
- Substance abuse
- Grief and loss issues
- Adjustment disorder
- Family discord
- Hospice care
- Palliative care



36. Provide a summary of the RMD's policies and procedures for the provision of marijuana for medical use to registered qualifying patients with verified financial hardship without charge or at less than the market price.

BHA complies with requirement listed under 105 CMR 725.100(A)(6) to "provide reduced cost or free marijuana to patients with documented verified financial hardship."

1) Determination of Financial Hardship

a. BHA determines financial hardship in adherence to 105 CMR 725.004 definition of Verified Financial Hardship as stated: "Verified financial hardship means that an individual is a recipient of MassHealth, or Supplemental Security Income, or the individual's income does not exceed 300% of the federal poverty level, adjusted for family size." The following hardship provisions will be available per rolling 30-day period. BHA will track internally all patients receiving free or reduced medicine benefits in order to prevent abuse.

2) Pricing Methodology

a. BHA has developed a sliding scale for patients qualifying for the Verified Financial Hardship program. The sliding scale has three tiers based on FPL income: Tier 1= <100%, Tier 2= 101-200% and Tier 3=201-300% FPL. Patients will receive a discount on up to 2 ounces of marijuana or MIP.

b. Patients without proof of income (but qualify under SSI or MassHealth) will automatically receive benefits at Tier 3 level.

c. All patients with proof of financial hardship will be offered use-implements such as vaporizers at 10% above cost.

d. All patients will receive secure locking bags for safe home storage at cost.

37. Provide a summary of the training(s) that the RMD intends to provide to Dispensary Agents.

BHA will exceed compliance with 105 CMR 725.105(H) through our multifaceted training program for dispensary agents.

Our training is designed to provide all agents with a core curriculum that involves all aspects of the business. Specialists will then undergo additional specialty-specific training to ensure full compliance with all applicable codes and laws.

Agent Trainings:

- HIPAA: Annually
- Security protocols: Quarterly
- Diversion prevention: Annually
- Legal and regulatory updates: Monthly
- Medicinal use/research updates: Monthly
- Patient sensitivity and interaction: Annually
- Record keeping: Quarterly
- Compassion Fatigue and self-care

Specialist Trainings:

- Conferences and Continuing Education Units (CEU) for licensed counselors: Annually
- Horticultural technique updates: As needed
- Food Handling/ServSafe

The Director of Security will be responsible for periodic trainings regarding Emergency Preparedness:

- CPR, First Aid and First Responder
- Fire Safety
- Criminal Activity
- Civil Disturbances
- Weather-Related and Natural Disasters
- Hazardous Waste Emergency
- Disaster Planning including appropriate responses regarding: Assessment, Containment, Evacuation, Communication and Corrective Actions.

Additionally, agents will be receive trainings including but not limited to proper protocols related to 1) Adverse Incidents, 2) Consumer Complaints, 3) Operational Concerns, 4) Documentation, 5) Reporting and 6) Corrective Actions.

38. Will the Corporation provide worker's compensation coverage to the RMD's Dispensary Agents?

Yes  No

39. Will the Corporation obtain professional and commercial insurance coverage?

Yes  No

40. Describe the Corporation's plan to obtain liability insurance or place in escrow the required amount to be expended for coverage of liabilities.

BHA will access and leverage the various policies of its current management company Pharmacann Mass, LLC (PC Mass). An existing summary of PC Mass's current insurance policies and coverage is included below. BHA shall maintain coverages similar to or greater than those noted below.

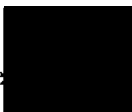
- General Liability: \$1M Each Occurrence / \$2m General Aggregate annually/\$2m Products and Completed Ops/\$1m Personal and Advertising Injury/\$100,000 Damage to Rented Premises
- Workers Compensation
- Auto Liability: \$1M CSI, Comp/Collision
- Umbrella Liability: \$3m Occurrence/\$3m Aggregate/\$5m Maximum Aggregate
- Property Insurance, including but not limited to Building Coverage, Business Personal Property, Business Interruption and theft
- Directors & Officers Liability: \$1m Occurrence/\$2m Aggregate/\$3m Maximum Aggregate
- Excess Property \$31,705,000 Blanket

**SECTION F. CAPITAL CONTRIBUTORS**

List all persons and entities known to date that are committed to contributing 5% or more of initial capital to operate the proposed RMD. For entities contributing initial capital to operate the proposed RMD, list the entity’s Chief Executive Officer/Executive Director and President/Chair of the Board of Directors.

Attach additional tables if needed.

Individual Name	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
	\$	
	\$	
	\$	
	\$	
	\$	



Entity Name	Leadership Names	Amount of Initial Capital Committed	Percentage of Initial Capital Committed
Pharmacann of Mass, LLC	Entity CEO/ED: [REDACTED]  Entity President/Chair:	\$ 4,000,000	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	
	Entity CEO/ED:  Entity President/Chair:	\$	

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

Application 3 of 3

Applicant Non-Profit Corporation Brighton Health Advocates Inc.

**ATTESTATIONS**

Signed under the pains and penalties of perjury, I, the authorized signatory of the non-profit applicant 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.



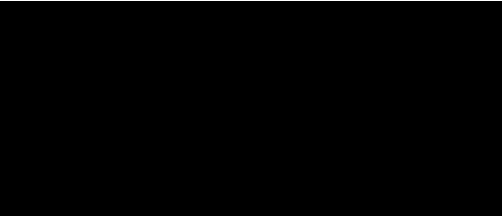
7/20/17  
Date Signed

Print Name of Authorized Signatory

Executive Director

Title of Authorized Signatory

I hereby attest that if the corporation is allowed to proceed to submit a *Siting Profile*, the corporation is prepared to comply with all *Siting Profile* requirements.



7/20/17  
Date Signed

Print Name of Authorized Signatory

Executive Director

Title of Authorized Signatory



**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

**Articles of Organization**

(General Laws, Chapter 180)

**Federal Employer Identification Number:** 463307025 (must be 9 digits)

**ARTICLE I**

The exact name of the corporation is:

BRIGHTON HEALTH ADVOCATES INC.

**ARTICLE II**

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

TO ENGAGE IN CIVIC, EDUCATIONAL, AND BENEVOLENT ACTIVITIES PER MGL CH. 180 §4

**ARTICLE III**

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

**ARTICLE IV**

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

(If there are no provisions state "NONE")

1. MEETINGS OF MEMBERS, IF ANY, ARE AUTHORIZED TO TAKE PLACE ANYWHERE WITHIN THE UNITED STATES. 2. THE DIRECTOR MAY MAKE, AMEND, OR REPEAL THE BY-LAWS IN WHOLE OR IN PART, EXCEPT WITH RESPECT TO ANY PROVISION THEREOF WHICH BY LAW, THE ARTICLES OF ORGANIZATION, OR THE BY-LAWS REQUIRE ACTION BY THE MEMBERS. 3. NO DIRECTOR SHALL BE PERSONALLY LIABLE TO THE CORPORATION FOR MONETARY DAMAGES FOR BREACH OF FIDUCIARY DUTY AS DIRECTOR NOTWITHSTANDING ANY PROVISION OF LAW IMPOSING SUCH LIABILITY, PROVIDED HOWEVER THAT THIS PROVISION SHALL NOT ELIMINATE THE LIABILITY OF A DIRECTOR, TO THE EXTENT THAT SUCH LIABILITY IS IMPOSED BY APPLICABLE LAW; A. FOR ANY BREACH OF THE DIRECTORS' DUTY OF LOYALTY TO THE CORPORATION. B. FOR ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR KNOWING VIOLATION OF LAW; AND C. FOR ANY TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

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

**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.

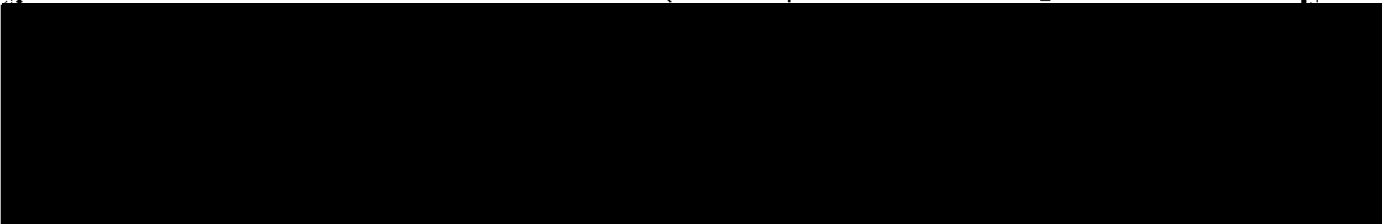
**ARTICLE VI**

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.

08/14/2013

**ARTICLE VII**

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



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

<b>Title</b>	<b>Individual Name</b> First, Middle, Last, Suffix	<b>Address (no PO Box)</b> Address, City or Town, State, Zip Code	<b>Expiration of Term</b>
PRESIDENT			December 2014
TREASURER			December 2014
CLERK			December 2014
VICE PRESIDENT			December 2014
DIRECTOR			December 2014
DIRECTOR			December 2014
DIRECTOR			December 2014

**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:

No. and Street:

City or Town:

State:

Zip:

Country:

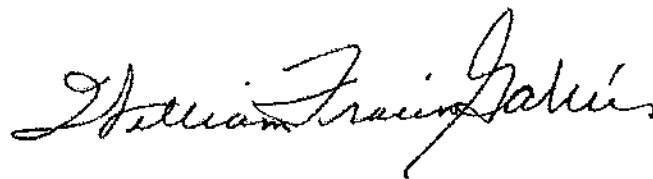
**I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have 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) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 13 Day of August, 2013. (If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by**

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 13, 2013 08:54 PM

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*



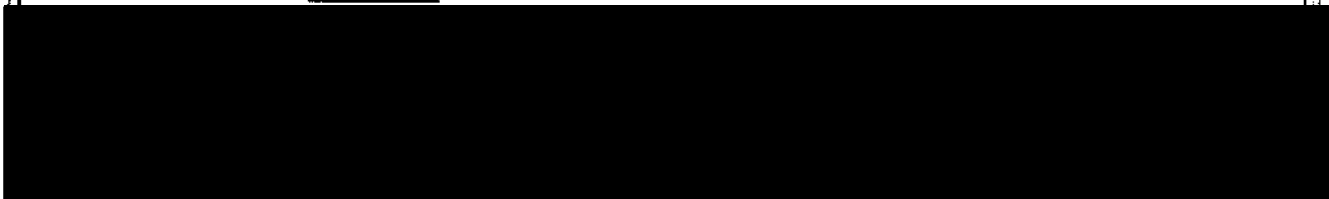
**The Commonwealth of Massachusetts**  
**William Francis Galvin**

No Fee

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

**Certificate of Change of Directors or Officers of Non-Profit Corporations**  
(General Laws, Chapter 180, Section 6D)

Identification Number: 463307025



certify that pursuant to General Laws, Chapter 180, Section 6D, a change in the directors and/or the president, treasurer and/or clerk of said corporation has been made and that the name, residential street address, and expiration of term of the president, treasurer, clerk and each director are as follows: *(Please provide the name and residential street address of the assistant clerk if he/she is executing this certificate of change. Also, include the names of any additional officers of the corporation.)*

Title	Individual Name <small>First, Middle, Last, Suffix</small>	Address (no PO Box) <small>Address, City or Town, State, Zip Code</small>	Expiration of Term
PRESIDENT	[REDACTED]	[REDACTED]	Next Annual Meeting
TREASURER	[REDACTED]	[REDACTED]	Next Annual Meeting
CLERK	[REDACTED]	[REDACTED]	Next Annual Meeting
DIRECTOR	[REDACTED]	[REDACTED]	Next Annual Meeting
DIRECTOR	[REDACTED]	[REDACTED]	Next Annual Meeting
DIRECTOR	[REDACTED]	[REDACTED]	Next Annual Meeting

**SIGNER UNDER THE PENALTIES OF PERJURY, this 5 Day of April, 2017,**  
[REDACTED] Signature of Applicant.



*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

Date: July 28, 2017

To Whom It May Concern :

I hereby certify that according to the records of this office,

**BRIGHTON HEALTH ADVOCATES INC.**

is a domestic corporation organized on **August 13, 2013**

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 180 section 26 A, for revocation of the charter of said corporation; that the State Secretary has not received notice of dissolution of the corporation pursuant to Massachusetts General Laws, Chapter 180, Section 11, 11A, or 11B; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 17070475410

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by:

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

Section 1.

ARTICLES OF ORGANIZATION, LOCATION, CORPORATE SEAL AND FISCAL YEAR

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

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

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

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

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

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

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

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

1.8 Not-for-Profit Operation.

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

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

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

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

Section 2.  
NO MEMBERS

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

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

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

Section 4.  
BOARD OF DIRECTORS

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

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

1. [REDACTED] 57C Stafford St., Plymouth, MA 02360
2. [REDACTED] 9 Mallard Way North Falmouth, MA 02556
3. [REDACTED] 430 Terrace Drive Santa Barbara, CA 93109
4. [REDACTED] Box 684 East Longmeadow, MA 01028

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

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

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

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

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

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

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

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

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

## Section 5. OFFICERS AND AGENTS

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

5.2 Election. The officers of the Corporation shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until a successor shall have been elected and qualified.

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

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

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

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

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

#### Section 6.

#### RESIGNATIONS, REMOVALS AND VACANCIES

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

6.2 Removals. A sole director may not be removed unless another is appointed or the Corporation is dissolved. In the event that additional directors exist, a director may be removed with or without cause by a two-thirds (2/3) vote of a majority of the directors then in office (not including himself). Being the same person who is acting as director and corporate officers, that person may not be removed without a new person being appointed, or the dissolution of the Corporation.

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

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

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

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

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

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

## Section 7. COMMITTEES

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

## Section 8. EXECUTION OF PAPERS

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

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

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

#### Section 9. COMPENSATION; PERSONAL LIABILITY

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

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

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

#### Section 10. INDEMNIFICATION

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

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

(i) by decision of the sole director

(ii) by a majority vote of a quorum consisting of disinterested directors in the event that additional directors are appointed;

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

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

(iv) by a court of competent jurisdiction.

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

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

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

If any term or provision hereof, or the application thereof to any person or circumstances, shall to any

extent be held invalid or unenforceable, the remainder hereon, or the application of such term or provision to persons or circumstances other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each term and provision hereof shall be held valid and be enforced to the fullest extent permitted by law.

Section 11.  
AMENDMENTS

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

Section 12.  
ACTIVITIES

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

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

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

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

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

12.6 At all times, the Corporation shall be in compliance with 725.100(A)(1) and the "Guidance for Registered Marijuana Dispensaries Regarding Non-Profit Compliance". The Corporation shall at all times

operate on a non-profit basis for the benefit of registered qualifying patients and shall ensure that revenue of the Corporation is used solely in furtherance of its nonprofit purpose.

Section 13.  
INSURANCE

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

Section 14.  
CORPORATE INTEGRITY POLICY

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

Section 15.  
ANTITRUST POLICY

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

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

- Increasing, decreasing, or stabilizing prices for medical marijuana or related products and services;

- Establishing market monopolies for Member products or services;
- Refusal to deal with a company because of pricing or distribution practices for medical marijuana or related products or services;
- Strategies or plans to give business or remove business from a specific company.

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

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

#### Section 16. DISSOLUTION

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

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

#### Section 17. SEVERABILITY

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

These bylaws have been amended and adopted by a vote of the board as per Section 11 and affirmed by [REDACTED] as an officer of the Corporation on this 27<sup>th</sup> day of July, 2016.

