

BOUNTIFUL FARMS, INC.
267 Glen Meadow Road
Franklin, MA 02038

March 19, 2018

MAR 26 2018

BY HAND DELIVERY

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

Re: Bountiful Farms, Inc.

Dear Mr. Harter:

I am writing in response to your letter dated March 12, 2018, requesting additional information regarding our Management and Operations Profile. For your convenience, I include below each of your requests and our corresponding response.

1. Applicant did not initial the attestation at the bottom of Page 26 of the application. Applicant must resubmit a completed Page 26, with an initialed attestation included.

An initialed and signed page 26 is enclosed.

2. The second page of the Employment and Education Form submitted for Jeff Barton indicates, under the "Time Period Column," "May 2005-Oct 2016" but does not include corresponding information under the "Employer" and "Title" columns. Further, the form is not signed and dated. Please resubmit a complete Employment and Education Form for Jeff Barton with the missing information included, and ensure the form is signed and dated.

A completed, signed and dated form is enclosed.

3. In its response to Question D.20, applicant indicates that The Winmill Group will be the entity responsible for the RMD security plan and security operations. The applicant had previously indicated that Longwood Security Services held this role. Please explain whether Longwood Security Services is still affiliated with Bountiful Farms, Inc., and if so, in what capacity.

Please see Question D.20, The Winmill Group is responsible for the RMD security plans and security operations. Longwood Security Services will provide the security guard personnel.

4. Please explain whether the applicant is contracting directly with The Winmill Group or directly with Ryan Winmill for the security plan and security operations. If the applicant is contracting directly with Ryan Winmill for such services, please submit a Character and Competency form for Ryan Winmill.

The applicant is contracting with The Winmill Group, not with Ryan Winmill directly

5. The submitted Employment and Education Form for Ryan Winmill does not indicate the institution in which he attained his Juris Doctorate. If the applicant is contracting directly with Ryan Winmill for the security plan and security operations, please resubmit a complete Employment and Education Form for Mr. Winmill that includes the institution in which he attained his Juris Doctorate.

Not applicable. The applicant is not contracting directly with Ryan Winmill.

6. In its response to Question D.17, the applicant did not describe the length of experience of the Corporation's Chief Operating Officer or Chief Financial Officer with running a business or non-profit organization. Applicant must resubmit a complete response to Question D.17 that includes that information.

A resubmitted page 9, with an updated response to Question D.17 is enclosed

7. In its response to Question D.18, the applicant did not describe the length of experience of the Corporation's Chief Operating Officer with providing health care services. Applicant must resubmit a complete response to Question D.18 that includes that information.

A resubmitted page 10, with an updated response to Question D.18 is enclosed

8. In its response to Question E.30, applicant does not provide detail regarding its operating procedures for maintaining confidentiality of personal caregivers and dispensary agents, as required by the question. Please resubmit a complete response to Question E.30 that includes this information.

A resubmitted page 19, with an updated response to Question E.30 is enclosed

9. In its response to Question E.36, the applicant states that to be eligible for its discount program, patients must have a "valid MassHealth eligibility letter or SSI card; *and* proof of verifiable income below 300% of the Federal Poverty Level as adjusted for family size [emphasis added]." 105 CMR 725.004 defines "Verified Financial Hardship" to mean "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 [emphasis added]." Applicant must resubmit a complete response to Question E.36 that complies with the definition of Verified Financial Hardship.

A resubmitted page 22, with an updated response to Question E. 36 is enclosed.

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10. The Department understands that the applicant is in talks with brokers to obtain liability insurance. Please, however, resubmit the response to Question E.40 to describe the liability policies and coverage that the applicant intends to obtain.

A resubmitted page 23 with an updated response to Question E 40 is enclosed.

Pursuant to the applicant's Management and Operations Profile (page 5, Section A), I am now the contact individual for this application. Kindly direct future correspondence and communications to my attention.

On behalf of Bountiful Farms, Inc., thank you for your consideration.

Please let me know if you need any additional information.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Jeffrey Barton', followed by a horizontal line.

Jeffrey Barton, CEO

Applicant Corporation **Bountiful Farms, Inc.**

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by each of the following individuals: The applicant's Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, individual responsible for marijuana for medical use cultivation operations, and individual responsible for the RMD security plan and security operations. If the applicant does not have a Chief Executive Officer, Chief Operating Officer, or Chief Financial Officer, it must identify the individuals performing the equivalent duties for the Applicant and submit this form for each said individual. Submit one Employment and Education form for each of the above individuals when submitting a *Management and Operations Profile* to the Department of Public Health.

Name of Individual

Jeffrey Barton

Residential Address of Individual

Title of Individual (at Applicant Corporation)

CEO

Name of Applicant Corporation

Bountiful Farms, Inc.

Highest Education Attained – Institution, Degree, and Year

University of Connecticut, BS, Marketing, 1984

Past 10 Years of Employment by Employer, Title and Time Period. List chronologically, beginning with most recent employment. Add more forms if space is needed for additional employment history entries.

Employer	Title	Time Period
Bountiful Farms, Inc.	CEO	Dec 2017 - Present
Natural Remedies, Inc.	CEO	Oct 2016 - Nov 2017

SECTION D. EXPERIENCE

16. Attach a completed and signed *Employment and Education* form (use template provided) for each required individual (as outlined in the *Employment and Education Form*)
17. Describe the experience, and length of experience, of the applicant's Chief Executive Officer, Chief Operating Officer, and Chief Financial Officer, or their equivalent, with running a business or non-profit organization.

CEO Jeffrey Barton's business career began in 1984 with IBM. After spending the beginning of his career in the high technology industry, Barton co-founded American Hydroponics (DBA Water Fresh Farm) in 1997 to hydroponically grow and market pesticide-free produce to the Greater Boston area. They began with tomatoes and have added cucumbers, lettuce, and a variety of herbs over the years. Today, Water Fresh Farm grows 80,000 pounds of pesticide-free produce, which is sold in Whole Foods stores in addition to its own specialty food market, which was opened in 2012 in a newly constructed 7500 square foot post and beam barn. In addition to selling its own produce, Water Fresh Farm sells a full produce line, organic packaged goods, much of it produced locally, and meals prepared in its commercial kitchen.

Mr. Barton's non-profit management experience includes serving three years on the Board of Directors of the Unitarian Universalist Area Church in Sherborn, MA, and two, from 2010-2012, as its President. Under Barton's leadership, the church completed a major addition to the church and a related \$2 million+ capital campaign, a year-long planning process encompassing the entire 200 member congregation that culminated in a 5-Year Strategic Plan, and a 15% increase in church membership. As President of the church, Jeff ran the Board of Directors, which was responsible for all facets of the church, including human resources, budgeting, building & grounds, worship services, religious education, and adult programs.

COO Kathryn Platzek was on the senior management team of Global Power Supply for 4 years in the role of Director of Operations. During her career, Kathryn has developed a strong background in both project development and resource management, bringing with her a depth of experience in understanding and resolving the difficulties between administration and implementation. Kathryn worked previously in project management roles at Bank of America and Verizon Communications.

CFO Gilder Keeler does not have experience running a business or non-profit organization; however, he has experience with financial analysis gained in the banking and investment industries. At the Gilder Office for Growth, he fed the organization's strategic leadership decisions by performing private equity investment analysis. At the treasury department of a young bank in London, he conducted risk and market infiltration analysis and evaluation for the bank's early-stage operations. Gilder also spent time as a hedge fund manager, where he conducted competition and market share research and analysis for funds investing in the tech and gaming industries and evaluated potential for product success in disparate market segments.

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

The CEO, COO, and CFO do not have direct experience providing health care services to patients; however key senior management and advisors within Bountiful Farms have experience providing such services, and one of its Directors is a licensed physician.

Zachary Taylor, general manager of cultivation, is a member of senior management at Bountiful Farms. Mr. Taylor has been part of the medical cannabis industry in Colorado since 2007. Over a four-year period, Mr. Taylor worked as a caregiver under the Colorado cannabis regulatory framework, providing medical cannabis to patients with a wide variety of medical conditions. As a caregiver, Mr. Taylor served his patients by understanding their unique medical needs and providing the cannabis strains and methods of use that best addressed those needs.

Dr. James Goodrich, a member of the Board of Directors and advisor to the CEO and CFO, is an internal medicine doctor in New York with two private practice locations and is affiliated at three prestigious New York hospitals: Beth Israel Medical Center, Bellevue Hospital Center and New York University Medical Center. Dr. Goodrich has been providing primary care services to patients for the past thirty years in addition to certifying patients for access to medical cannabis.

Both Mr. Taylor and Dr. Goodrich have been providing, and will continue to provide, advice to all C-level executives at Bountiful Farms to ensure best practices and procedures are followed in the provision of health care services to patients accessing 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.

CULTIVATION OPERATIONS: Zachary Taylor, our general manager of cultivation, has been part of the medical cannabis industry in CO since 2007. He worked as a caregiver under the initial CO medical cannabis statute for 4 years, providing medical cannabis to patients with a wide variety of medical conditions, including lupus, multiple sclerosis, cerebral palsy, and cancer. In 2011, Taylor began assisting in managing an 85,000 sq. ft. cultivation facility, then the largest in CO. In 2011 the state implemented the Medical Cannabis Enforcement Division to oversee the industry; Taylor was one of the first 1,000 key employees to be licensed in CO and is still licensed. From 2011-2017 he managed cultivation facilities for 2 of the largest producers in CO, giving him a keen understanding of the specific horticultural and compliance demands. His responsibilities included staff hiring and training, implementation of industry best practices, management of perpetual harvest schedules, maintaining current knowledge of cannabinoid and terpenes profiles and of daily light integral (DLI), how it measures photosynthetically active radiation (PAR) value, and the overall correlation with plant light and nutrient uptake. As the cultivation site lead key employee, he personally oversaw all state regulated tours and inspections and answered all compliance questions from multiple authorities. For the past 7 years, Taylor and his associates have been recognized for exceptional performance in the field, winning industry awards, including those specific to CBD (non-psychoactive cannabinoid) and its medical benefits.

SECURITY PLAN/SECURITY OPERATIONS: Senior Executives at The Winmill Group (TWG), our security consultant, have over 40 years of combined security experience; 30 years of combined military experience; 25 years of combined law enforcement experience; 14 years of homeland security experience, and 3 years of medical cannabis experience in 4 other states. TWG is a leading expert on establishing nationally recognized best practices for security, including for anti-diversion, risk management, employee safety training, local community outreach, and collaborative partnerships with law enforcement. TWG's engagements include supporting multiple dispensaries and cultivation facilities located in MA, including Plymouth and Quincy, and 10 other medical cannabis projects in NV, IL, and CO. TWG's team includes talented professionals drawn from high-level posts including former executives from the FBI, U.S. DEA, U.S. Department of Homeland Security, U.S. Navy, Massachusetts State Police, and the Boston Fire Department. Projects included 3 Presidential Inaugurations, the G8 Summit, the Republican National Convention, the Democratic National Convention, and law enforcement intelligence training for New York, Boston, and Washington D.C., among others.

TWG is primarily responsible for Security, but Longwood Security, a local co., will provide security officers after opening.

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.

Bountiful Farms will implement policies & procedures to ensure that records are maintained in a way that complies with law. The S-S Tracking software will incorporate an encrypted, secure electronic patient database that is continually backed up to store patient records, including personal caregiver information. All entries made to patient records will be dated/e-signed electronically by the authorized facility agent making the entry and will include the agent's registry id number. An entry in the patient record will be made to reflect each purchase, denial of sale, and educational materials provided. Employees will access and consult with the DPH web-based system. Info on dispensary agents and other employees will be maintained on a secure platform such as Atilas. All systems accessed by facility agents will be password protected. Each authorized facility agent will be assigned a unique code that will be used as their electronic signature. A record will be kept of all logins and records created or edited during that login time. Any paper documents that require retention will be stored in a locked cabinet with access limited to authorized employees. All facility staff will be trained at hire and annually on confidentiality laws; training will cover both paper and electronic storage of information. Confidential information shall not be disclosed to any person other than the patient/legal representative, or to a third party after a waiver has been signed, or pursuant to law.

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

Bountiful Farms employees will be provided an Employee Handbook (EHB) and will sign documentation stating that they have read and understand all policies within the EHB. Additionally, there will be departmentalized training courses for all new hires to commence with their start dates. During these courses, employees will be educated on Bountiful Farms personnel policies, and upon completion will provide signed documentation ensuring their full understanding. The EHB will include, but not be limited to the following information:

- Nondiscriminatory hiring practices;
- Employee training that includes a drug-free workplace policy;
- Dismissal policies including those for diversion of cannabis;
- DPH reporting requirements;
- Safety and security policies;
- Compliance with 105 CMR 725.000;
- Disciplinary procedures including strict compliance with 105 CMR 725.105(N)(1)-(10);
- Wage and benefits information;
- Veteran preferences;
- CORI check policies;
- The compliance hotline; and
- Sexual and other unlawful harassment.

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.

Bountiful Farms will provide discounted medical cannabis to registered qualifying patients with verified financial hardship. To be enrolled in this program, patients will need:

- valid MassHealth eligibility letter or SSI card; or
- proof of verifiable income below 300% of the Federal Poverty Level as adjusted for family size.

A 10% discount will be provided to all patients who demonstrate a financial hardship as outlined above.

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

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

The Orientation Training module includes such topics as:

- review of the Patient Handbook (PH)
- review of the Employee Handbook (EHB)
- review of the Safety Handbook
- legal requirements
- tour of the facility facilities and introductions to fellow staff
- Injury & Illness Prevention Program

Safety Training includes acceptable currency identification and counterfeit detection, warning signs of possible diversion to the illegal market, lock and alarm procedures, perimeter and entrance control, robbery response techniques, conflict resolution techniques, and diversion detection techniques.

Medical Training includes:

- rights of and sensitivity toward disabled individuals
- medical cannabis risks and benefits
- how to provide support to patients and caregivers related to the assessment of symptoms
- cannabis use patterns and the detection of dependence
- how to effectively refuse medical cannabis to patients who appear impaired or abusing marijuana.

At a minimum, staff will receive 8 hours of ongoing training each year.

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

Yes ☒ No ☐

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

Yes ☒ No ☐

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

Bountiful Farms expects to obtain the following types of liability insurance through its broker, Corcoran and Havlin, with one of the following companies: Nautilus, Evanston, Hannover SE, United Specialty Insurance.

General Liability Coverage & Limits

- General Aggregate: \$2,000,000
- Personal and Advertising Injury: \$1,000,000
- Each Occurrence: \$1,000,000
- Damage to Premises Rented to You: \$100,000
- Medical Expense: \$5,000

Excess (Umbrella) Liability Coverage & Limits

- General Aggregate: \$4,000,000
- Products/Completed Operations: \$4,000,000
- Each Occurrence: \$4,000,000

Product Liability Coverage & Limits

- Each Claim: \$1,000,000
- General Aggregate: \$2,000,000

Application 1 of 1

Applicant Corporation

Bountiful Farms, Inc.

ATTESTATIONS

Signed under the pains and penalties of perjury, I, the authorized signatory of the applicant, 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

3/21/18

Date Signed

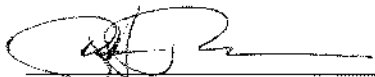
Jeffrey H. Barton

Print Name of Authorized Signatory

President and Chief Executive Officer

Title of Authorized Signatory

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.



Signature of Authorized Signatory

3/21/18

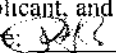
Date Signed

Jeffrey H. Barton

Print Name of Authorized Signatory

President and Chief Executive Officer

Title of Authorized Signatory

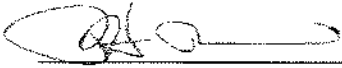
Information on this page has been reviewed by the applicant, and where provided by the applicant, is accurate and complete, as indicated by the initials of the authorized signatory here: 

Application 1 of 1

Applicant Corporation

Bountiful Farms, Inc.

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



Signature of Authorized Signatory

02/20/2018

Date Signed

Jeffrey H. Barton

Print Name of Authorized Signatory

President and Chief Executive Officer

Title of Authorized Signatory