

March 1st, 2016

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

By Hand

Re: Request For Information

Dear Director Sheehan,

Thank you for the opportunity to provide the requested information to the Department. We are confident that the materials herein will satisfy the requests outlined in your letter of February 9, 2016.

I hope this aids in your evaluation of the Healthwise Foundation, INC's Management and Operations profiles. We are excited to work with the Department as we seek an invitation to submit our Siting Profiles.

I am available 24 hours a day, 7 days a week to answer any further questions, and shall do all within my power to make myself and the Healthwise Foundation as open as possible. If any further information is required to inform your decision, I will be happy to provide it immediately.



Healthwise Foundation

RECEIVED

MAR 01 2016

MA Dept of Public Health
99 Chauncey Street
Boston, MA 02111

Application 3 of 3

Applicant Non-Profit Corporation _____

SECTION D. EMPLOYMENT AND EDUCATION FORM

This Employment and Education form must be completed and signed by 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. 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.

[Redacted] _____

Residential Address

[Redacted] _____

Title (at applicant non-profit corporation)

Chief Operations Officer

Name of Applicant Non-Profit Corporation

Healthwise Foundation, INC

Highest Education Attained – Institution, Degree, and Year

No Formal Degree

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
Bukharian Communities Ctr. of Jamaica Estates	Operations Manager	2004 - Present
JRJ Metro Realty, LTD	Manager	2005 - Present

Signed under the pains and penalties of perjury, I agree and attest that all information included in this form is complete



2/16/16

Date Signed



**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)

Identification Number: 001186405

ARTICLE I

The exact name of the corporation is:

HEALTHWISE FOUNDATION, INC.

ARTICLE II

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

ANY OR ALL PURPOSES ALLOWED UNDER M.G.L. CHAPTER 180 SECTION 4, OR ANY RELEVANT ACTS PASSED BY THE MASSACHUSETTS STATE LEGISLATURE AND ENTERED INTO THE MASSACHUSETTS GENERAL LAWS.

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:

THE CORPORATION SHALL HAVE NO MEMBERS.

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")

THE PERTINENT INFORMATION MAY BE SET FORTH IN THE BYLAWS

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.

08/20/2015

ARTICLE VII

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

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



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

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code	Expiration of Term
PRESIDENT	[REDACTED]	[REDACTED]	8/20/2015
TREASURER	[REDACTED]	[REDACTED]	8/20/2015
CLERK	[REDACTED]	[REDACTED]	8/20/15
DEPUTY DIRECTOR	[REDACTED]	[REDACTED]	8/20/2015
DIRECTOR	[REDACTED]	[REDACTED]	8/20/15
DIRECTOR	[REDACTED]	[REDACTED]	8/20/15
DIRECTOR	[REDACTED]	[REDACTED]	8/20/2015
DIRECTOR	[REDACTED]	[REDACTED]	8/20/2015
DIRECTOR	[REDACTED]	[REDACTED]	8/20/2015

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:



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:

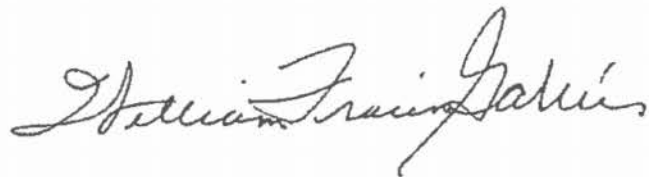
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 20 Day of August, 2015. *(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

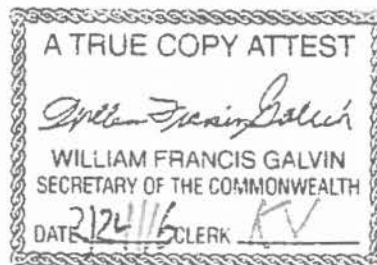
deemed to have been filed with me on:

August 20, 2015 04:25 PM



WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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.

Healthwise Foundation will engage in an RPT with Board member Rafael Aronov and Executive Director [REDACTED]

[REDACTED]

Development has issued a promissory note on behalf of Healthwise Foundation. Said note has been submitted for review by the DPH along with an independent legal opinion.

A further RPT has been conducted with Board member [REDACTED] has been assisting Healthwise Foundation with municipal planning and zoning matters on a short term contract basis. Said contract has been submitted for review by the DPH along with an independent legal opinion.

A proposed RPT has been contemplated with [REDACTED] on an independent contractor basis for development of a physical and operational security system and plan; a further proposed RPT is contemplated with IJU Agency for provision of insurance, a brokerage where Deputy Director Chris Acosta is an employee. Any formal agreements that may arise from these contemplated instances shall be submitted to the DPH along with independent legal opinions immediately.

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

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.

As noted earlier, [redacted] an uncompensated member of the Board of Directors for the Healthwise Foundation, INC, also serves as CEO [redacted] Development LTD. [redacted] Development, LTD has issued a promissory note on behalf of the Healthwise Foundation. A copy of said note along with independent legal opinion have been submitted to the DPH for review.

[redacted] an uncompensated member of the Board of Directors for the Healthwise Foundation, INC, also maintains a legal private practice [redacted] has been retained to assist Healthwise Foundation on municipal planning and zoning matters related to real estate acquisition. A copy of the letter of engagement along with independent legal opinion has been submitted to DPH for review.

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 [redacted]

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.

Healthwise Foundation shall establish a charitable trust fund to supplement provision of marijuana for medical use to VFH patients as part of the Healthy Soul Initiative. Healthwise Foundation expects up to 35% of their patients statewide to enjoy some form of supplemental assistance.

This trust fund shall be overseen by the General Counsel in conjunction with patient advisors and will reinvest 100% of donations to this program. In addition to direct funding from Healthwise Foundation, INC., non-VFH patients and caregivers will be given opportunities to donate funds at the time of their purchase and during appeals to help their fellow patients.

Potential VFH patients who are eligible for for assistance under the factors outlined in 105 CMR 725.004 shall be considered in compliance for assistance from the Healthy Soul Initiative, including access to reduced price or no cost MMJ.

The General Counsel shall review insurance and/or financial records submitted by the patient in support of their eligibility, and such records shall be entered into a confidential patient file. The General Counsel shall then interview the patient and explain the HSI protocols and systems.

Any denial shall be explained in writing, with notice on how to begin an appeal process. Patients who qualify as eligible for the system shall be scored on an income and need-based sliding scale, with assistance ranging from a 10% discount to no-cost services.

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



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.

Healthwise Foundation has executed an memorandum of understanding in contemplation of engaging the services of IJU Agency LTD, a national insurance broker licensed to do business in Massachusetts.

IJU Agency is a boutique firm specializing in custom policies for special-risk clients. IJU is especially well regarded in the field of insuring ultra-high-value physical goods shipments. IJU's services shall be retained according to the written conflicts of interest policy, and any contracts shall be submitted to the DPH for review along with independent legal opinion.

All contemplated policy coverages, at minimum, shall meet the levels required in 105 CMR 725.105(Q), that is, General Liability coverage for no less than \$1,000,000 per occurrence and 2,000,000 in annual aggregate; with identical numbers for Products Liability coverage, except as otherwise provided for by statute. The deductible shall be no less than \$5,000 per occurrence.

IJU will provide the Healthwise Foundation with at least two dedicated account managers with specialized training in the MMJ industry, as well as frequent onsite compliance seminars and inspections of all covered properties to assist compliance and identify any upgrades to security or operations protocols.

All policies begin coverage on date of provisional licensure or earlier as needed. All statutory reports shall be in form and manner required by DPH.

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